



Safety

+91 1 41 4400222
www.rmcindia.in
admin@rmcindia.in

08th September, 2023

The Corporate Relationship Department
BSE Ltd.
P. J. Towers,
Dalal Street,
Mumbai- 400001

Scrip Code - 540358, Scrip ID - RMC

Dear Sir,

Sub: Compliance under Regulations 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual Report for the FY 2022-23

Pursuant to Regulations 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the Financial Year ended 31st March, 2023, which are being sent to the Members of the Company:

The same will be made available on the Company's website at www.rmcindia.in

This is for your information and records.

Yours Faithfully,
For RMC SWITCHGEARS LIMITED


08/09/2023
SHIVI KAPOOR
(Company Secretary & Compliance Officer)

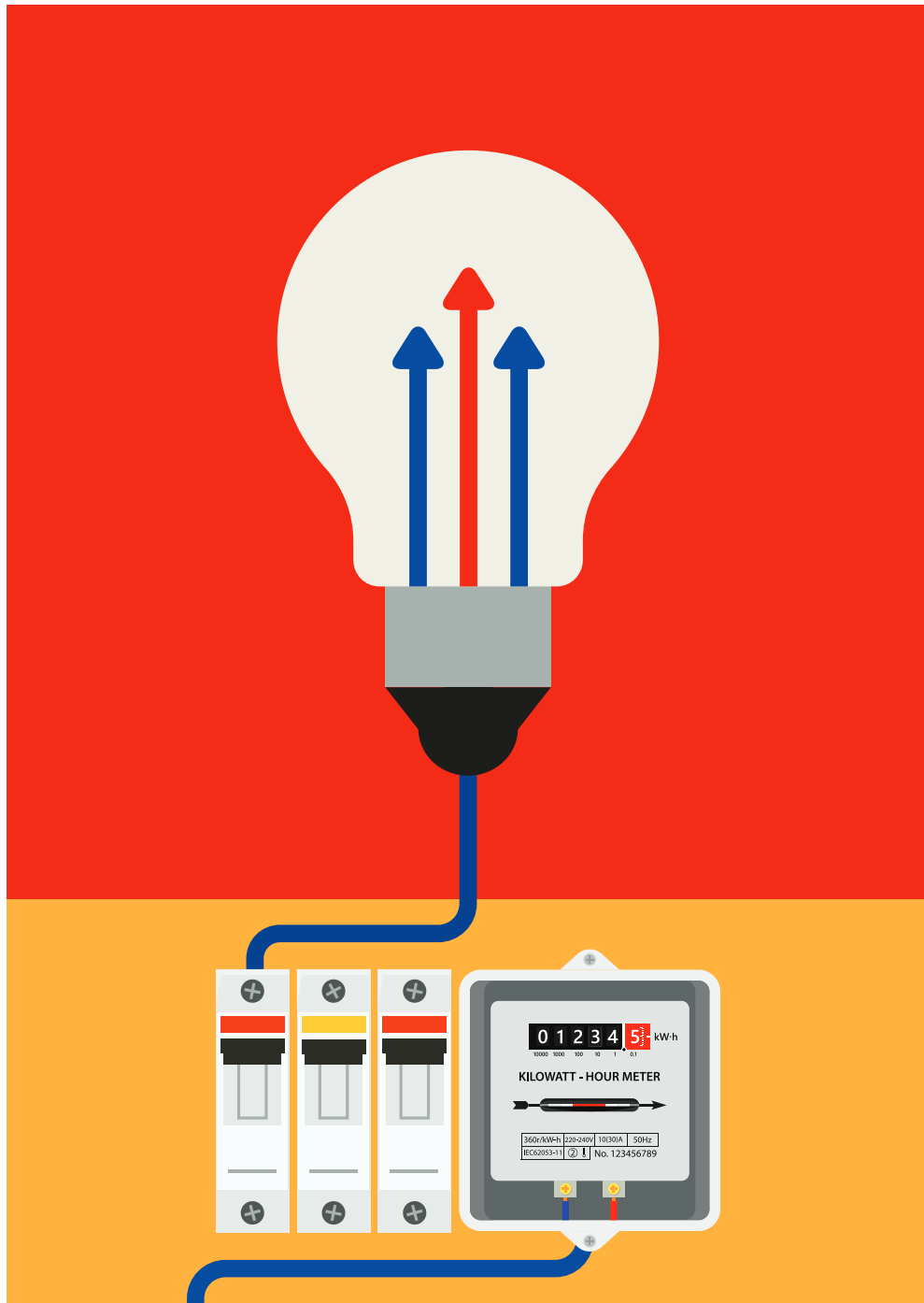


Encl.: As above

CIN : L25111RJ1994PLC008698

Corp. Office : B-11 (B&C), Malviya Industrial Area, Jaipur-302017 (Rajasthan)

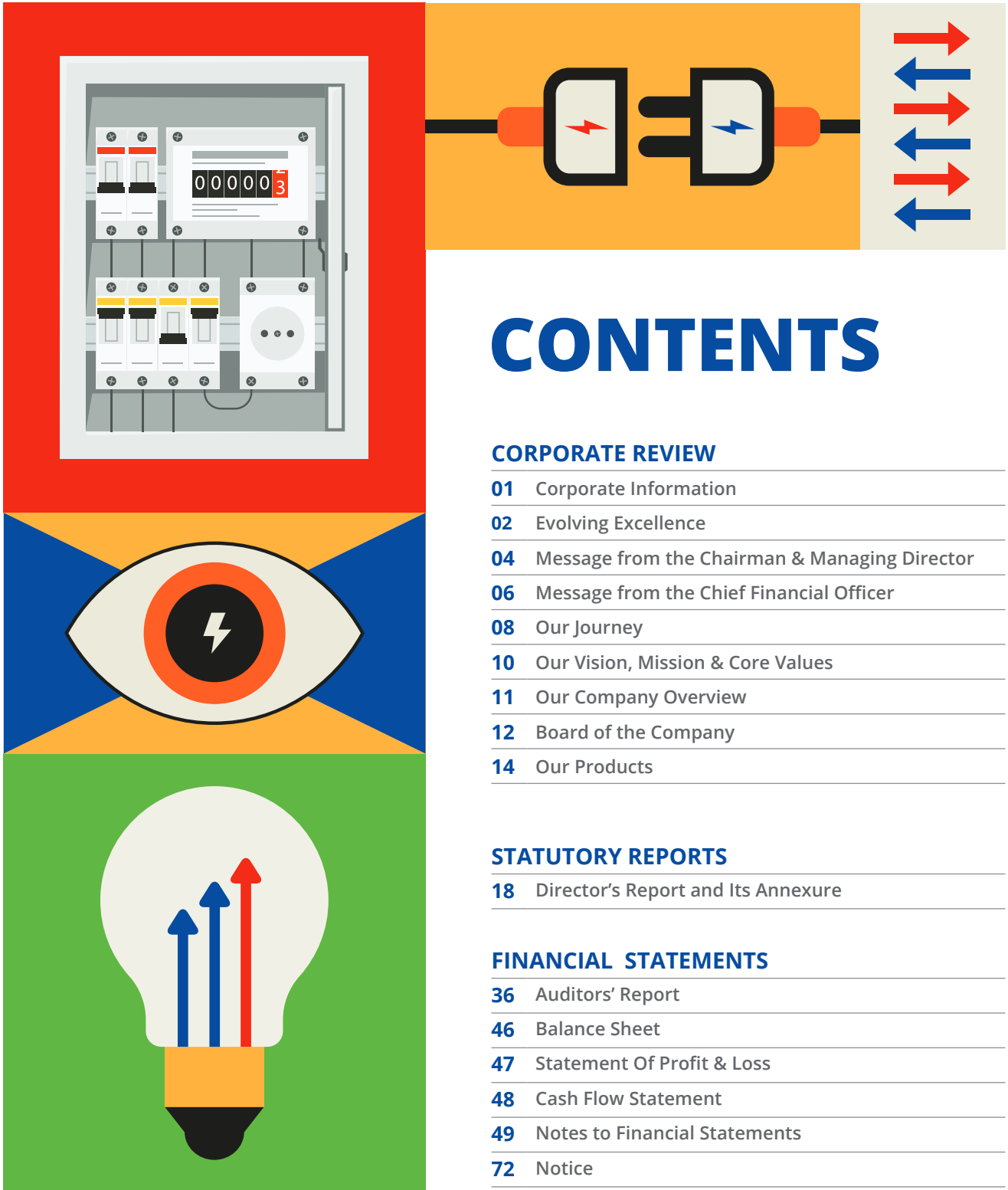
Regd. Office & Factory : 7 K.M. From Chaksu, Kotkhawda Road, Village-Badodiya, Tehsil-Chaksu, Tonk Road, Jaipur-303901 (Raj.)



EVOLVING EXCELLENCE

Harnessing Technology, Crafting Trust, and
Leading India's Electrification Renaissance





CONTENTS

CORPORATE REVIEW

01	Corporate Information
02	Evolving Excellence
04	Message from the Chairman & Managing Director
06	Message from the Chief Financial Officer
08	Our Journey
10	Our Vision, Mission & Core Values
11	Our Company Overview
12	Board of the Company
14	Our Products

STATUTORY REPORTS

18	Director's Report and Its Annexure
----	------------------------------------

FINANCIAL STATEMENTS

36	Auditors' Report
46	Balance Sheet
47	Statement Of Profit & Loss
48	Cash Flow Statement
49	Notes to Financial Statements
72	Notice

Forward-Looking Statements Disclaimer

This Annual Report contains certain forward-looking statements concerning our company's future business prospects and business profitability, which are subject to a number of risks and uncertainties. Forward-looking statements may be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "project," "believe," "continue," or their negatives or other variations, or by discussions of strategy that involve risks and uncertainties. These statements are based on current expectations, projections, and assumptions and are inherently subject to risks, uncertainties, and assumptions. Actual results could differ materially from those projected in the forward-looking statements due to numerous factors, including, among others, changes in the economic and business conditions in India and other countries, changes in the sectors in which our company operates, fluctuations in the equity markets, and regulatory or political developments in India or elsewhere. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the risks and uncertainties that could cause actual results to differ from those anticipated by the forward-looking statements. Neither the company nor any of its representatives shall have any liability whatsoever for any loss arising from any use of this Annual Report or its contents due to any forward-looking statements.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Kumar Agarwal, Chairman & Managing Director

Mr. Ankit Agrawal, Whole-time Director

Mrs. Neha Agarwal, Executive Director

Mr. Kuldeep Kumar Gupta, Independent Director

Mrs. Krati Agarwal, Independent Director

Mr. Mane Shriram Vishwasrao, Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ashok Kumar Agarwal, Chairman & Managing Director

Mr. Ankit Agrawal, Whole-time Director & Chief Financial officer

Mrs. Preeti Khatore, Company Secretary & Compliance Officer (till 28th July, 2023)

Ms. Shivi Kapoor, Company Secretary & Compliance Officer (w.e.f. 14th August, 2023)

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West)
Mumbai – 400083, Maharashtra

Tel: +91 22 4918 600

Fax: +91 22 4918 606

Email: mumbai@likintime.co.in

Website: www.linkintime.co.in

REGISTERED OFFICE

7 KMs from Chaksu, Kotkhawda Road, Village Badodiya,
Tehsil : Chaksu, Tonk Road, Jaipur-303901,
Rajasthan, India

CORPORATE OFFICE

B-11 (B & C), Malviya Nagar Industrial Area,
Jaipur -302017, Rajasthan, India

STATUTORY AUDITORS

M/s. Rakesh Ashok & Company
Chartered Accountants

SECRETARIAL AUDITORS

M/s. B K Sharma & Associates
Company Secretaries

INTERNAL AUDITOR

Ms. Ekta Gupta

BANKERS:

Punjab National Bank

The Federal Bank Limited

CORPORATE IDENTIFICATION NUMBER

L25111RJ1994PLC008698

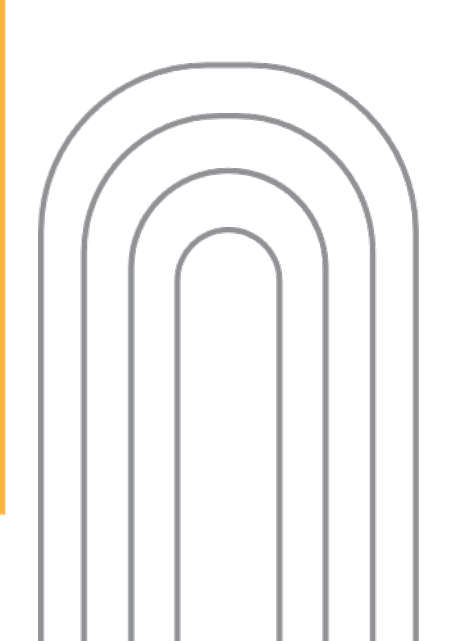
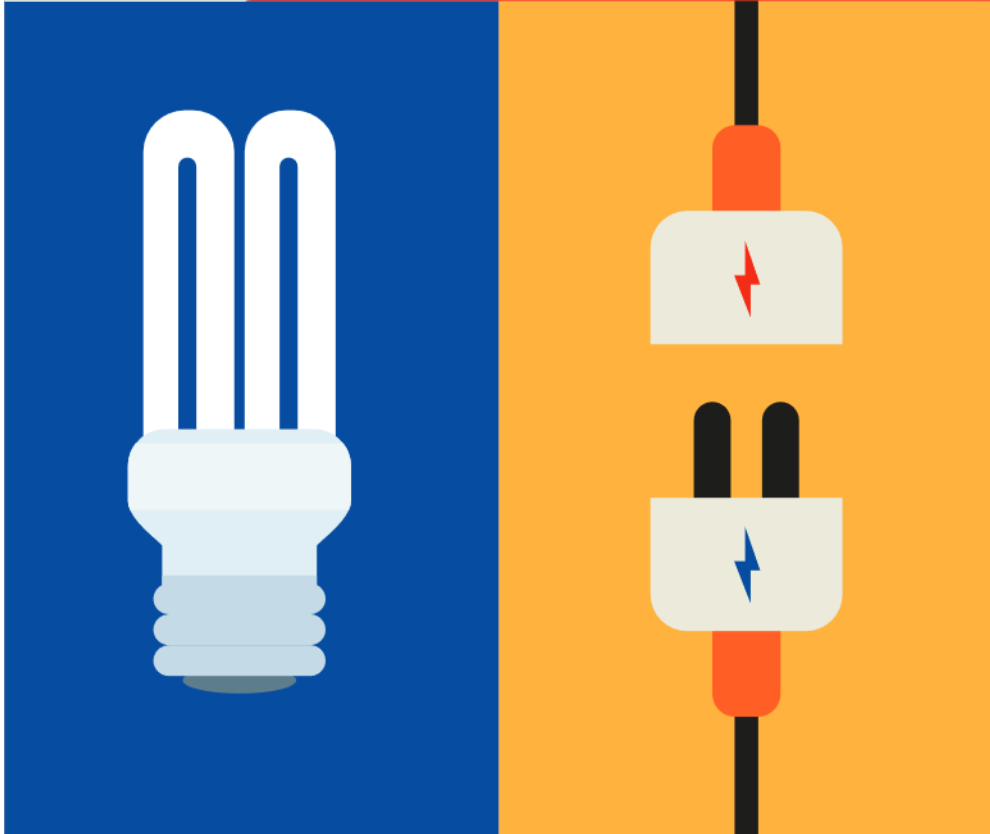
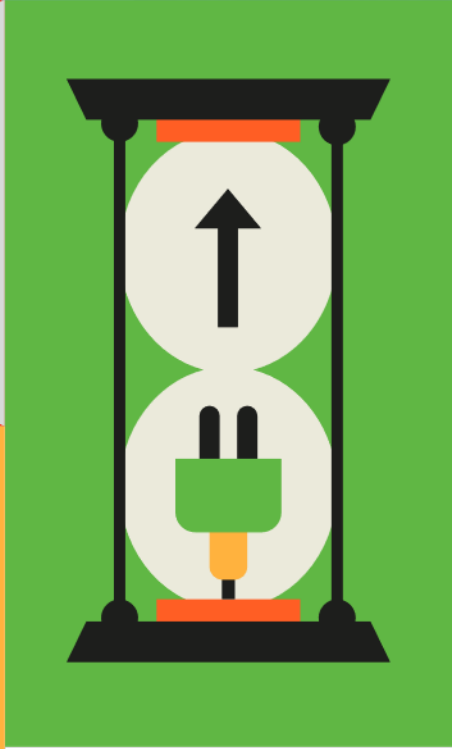
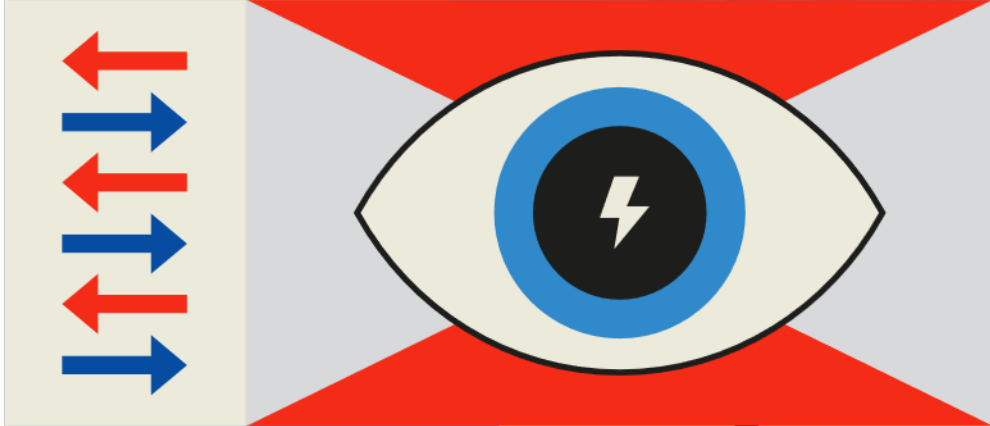
LISTED AT:

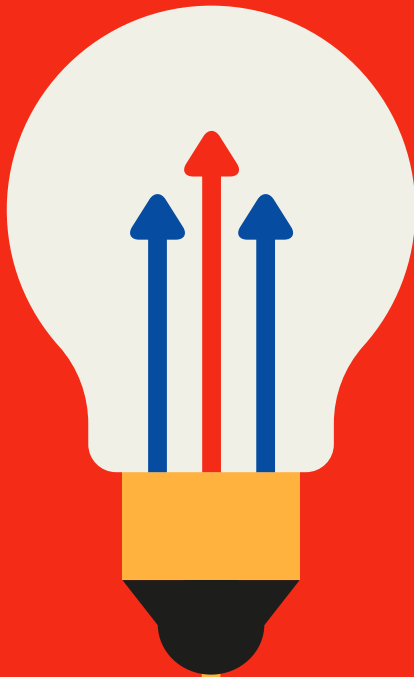
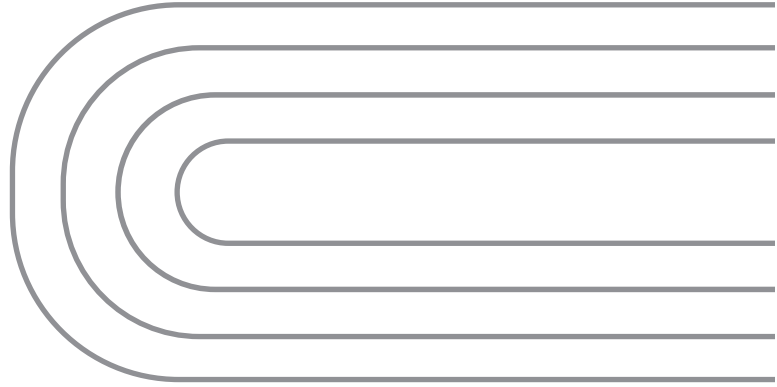
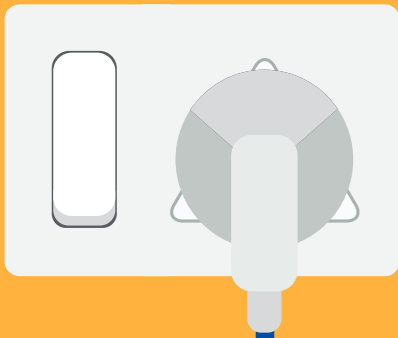
BSE Limited – SME Platform

WEBSITE:

www.rmccindia.in



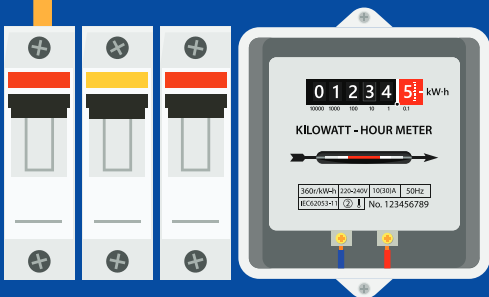


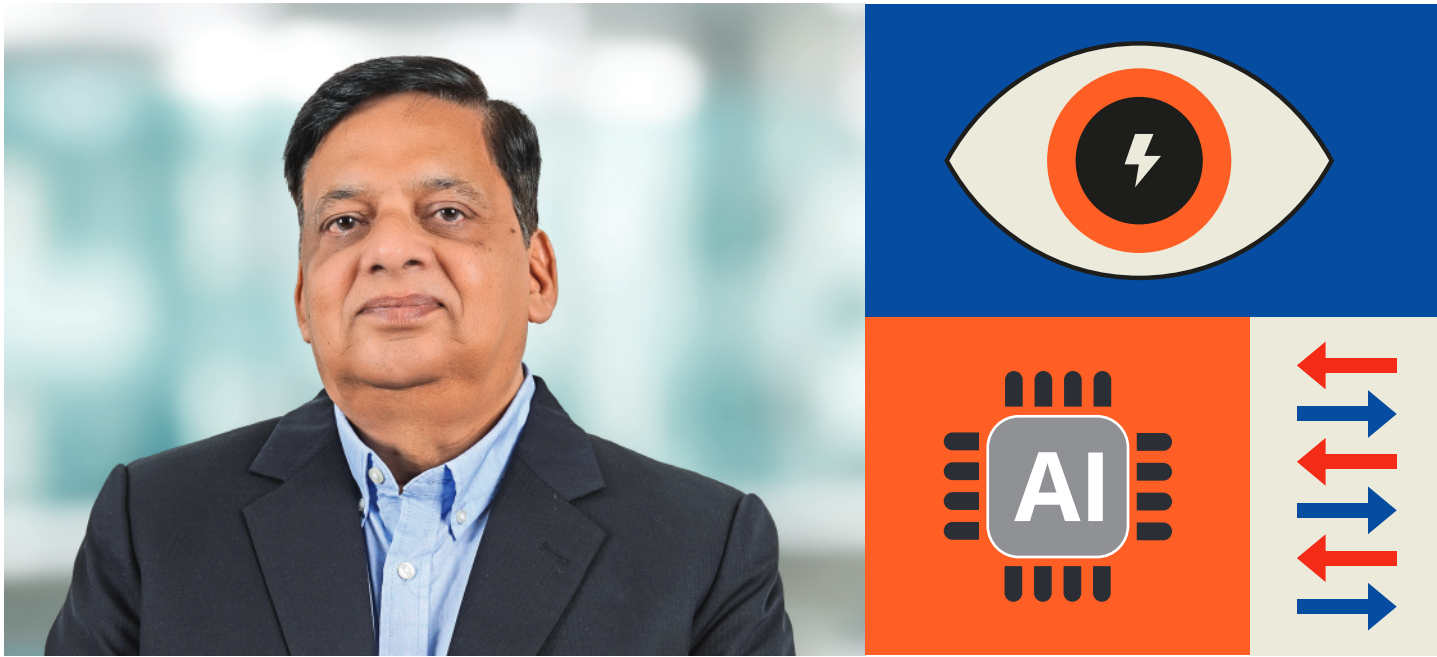


EVOLVING EXCELLENCE

Harnessing Technology, Crafting Trust, and Leading India's Electrification Renaissance

In a transformative era, RMC Switchgears Limited emerges not just as an enabler that evolves, but as a trailblazer setting the gold standard. FY2023 has been nothing short of dramatic for us, marked by unparalleled growth and pioneering endeavors. This phenomenal ascent is not mere numbers but a testament to our role in driving India's electrification renaissance. By intertwining cutting-edge IoT power technologies with an unwavering essence of trust, we are not only catering to present needs but also shaping the electrified future of the nation. Our annual report is more than just a reflection of a year gone by; it's a herald of our commitment to be at the forefront of India's electrification revolution. Dive in to witness our journey, our milestones, and our vision to light up every corner of India with trust and excellence.





MESSAGE FROM THE CHAIRMAN & MANAGING DIRECTOR

4

Dear Esteemed Shareholders,

I'm delighted to present to you the 29th Annual Report of RMC Switchgears Limited for the fiscal year 2022-2023. This year stands out as a beacon of our enduring journey, characterised by unprecedented growth and pivotal strategic steps, setting the stage for an exciting future.

FINANCIAL HIGHLIGHTS:

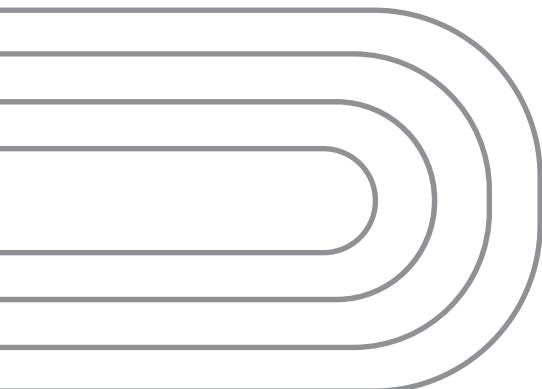
Our financial strides this year have been nothing less than spectacular. Both our revenue and profit margins have witnessed stellar growth. Such commendable outcomes not only underscore our team's relentless drive but also stand testament to the unwavering trust of our cherished customers and partners.

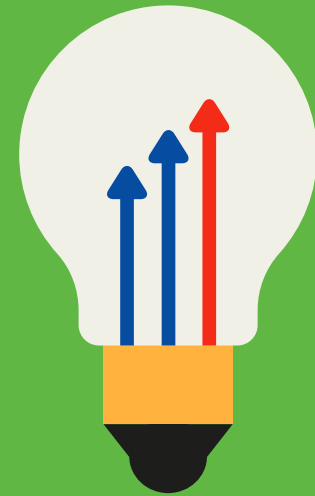
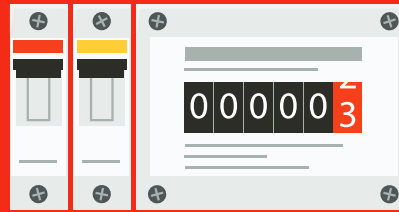
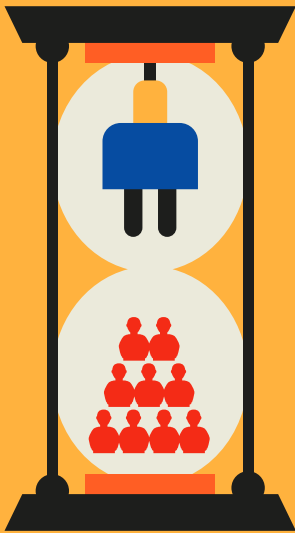
MARKET EXPANSION & RDSS SCHEME:

Our strategic inroads into the untapped markets of Eastern India, and capitalising on the RDSS Scheme, underscore our adaptability and dedication to broadening our horizons. Furthermore, our proactive stance in the Smart Metering Segment has allowed us to secure a dominant market share amongst various AMISP companies, setting us miles ahead of our competitors.

PIONEERING IOT POWER SOLUTIONS:

Following the close of this fiscal year, we're thrilled to announce our journey into IoT power solutions. This pivotal move aims to harness a potential market opportunity valued at approximately Rs. 30,000 crores. It signifies our evolution into a power technology vanguard, heralding an era of growth and ground-breaking innovation.





SUSTAINABILITY & PURPOSE-DRIVEN SOLUTIONS:

Our unyielding commitment to sustainability drives us. We take pride in developing products that resonate with our core purpose—providing robust protection against electrocution and electrical theft. By amalgamating IoT technology, we envision fortifying our solutions, and ensuring superior safety standards for our clientele.

OPERATIONAL PROWESS & EMPLOYEE ENRICHMENT:

Our operational reforms have borne fruit with marked enhancements in delivery timelines and impeccable quality assurances. Our optimised resource management has reduced our work-in-progress materials by an impressive 45%, bolstering our competitive edge.

HUMAN CAPITAL DEVELOPMENT:

Our dedicated focus on nurturing our workforce has led us to reshape our HR strategies, prioritising skill enhancement and mentorship. Our forthcoming Performance Improvement Plan, set to be unveiled in October 2023, further reaffirms our dedication to nurturing talent and fostering excellence.

None of our milestones would have been attainable without our remarkable team's dedication, the steadfast support of our shareholders, and the unwavering trust of our clients and partners. As we charter through the intricacies of a rapidly morphing business landscape, our anchor remains our unwavering dedication to innovation, unmatched quality, and customer delight.

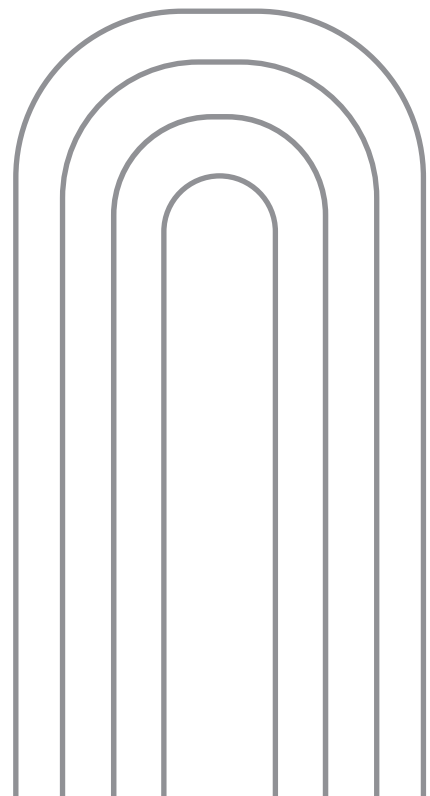
As we usher in the next chapter, we are fuelled by our zeal for technology, our overarching purpose, and our commitment to sustainable practices. I cordially invite you to delve deeper into this report, where you'll discover a detailed overview of our financial prowess, strategic foresight, and the combined efforts of our adept team.

Your trust, support, and partnership have been invaluable to our journey. Here's to forging ahead and scaling greater heights together.

Warmest regards,

Ashok Kumar Agarwal
Chairman & Managing Director

"As we charter through the intricacies of a rapidly morphing business landscape, our anchor remains our unwavering dedication to innovation, unmatched quality, and customer delight."





MESSAGE FROM THE CHIEF FINANCIAL OFFICER

Dear Esteemed Shareholders,

I am honoured to share the financial highlights of RMC Switchgears Limited for the fiscal year 2022-2023. This year stands as a testament to our unwavering dedication to astute fiscal management and strategic growth.

FINANCIAL OVERVIEW:

Our fiscal accomplishments this year have been truly extraordinary. With top-line figures soaring by 197.74% and bottom-line figures witnessing an incredible rise by 1,934.78%, we are truly demonstrating our commitment to efficiency, innovation, and creating unmatched value for our stakeholders.

FINANCIAL RATIOS AT A GLANCE:

Our financial metrics offer a clear window into our operational vigour. Our liquidity ratios stand strong, solidifying our position to address short-term obligations effectively. Moreover, our Debt-to-Equity ratio showcases our thoughtful approach towards managing our capital structure, ensuring the enduring financial health of our company.

OPERATIONAL BRILLIANCE:

Through strategic interventions, we have minimised wastage and augmented operational prowess. By refining our assembly processes, we've enhanced product quality and achieved cost optimisation. This approach has precipitated a reduction in working capital days from 229 to 107 and fostered an impressive 116.90% surge in inventory turnover.

WORKING CAPITAL STEWARDSHIP:

Our proactive strategies have culminated in a commendable 45% reduction in work-in-progress materials. This has positively streamlined our inventory cycle, minimised working capital needs, and bolstered our financial agility.

"Our liquidity ratios stand strong, solidifying our position to address short-term obligations effectively. Moreover, our Debt-to-Equity ratio showcases our thoughtful approach towards managing our capital structure, ensuring the enduring financial health of our company."



INVESTMENTS GEARED FOR TOMORROW:

Our forward-thinking commitment is evident in our embrace of next-gen solutions like IoT power technologies. This venture signifies our strategic intent to garner a substantial stake in the anticipated Rs. 30,000 crore market opportunity.

A CUSTOMER-FIRST PARADIGM:

Our offerings, deeply rooted in our mission to ensure safety against electrocution and electrical theft, have resonated profoundly with our clientele. This focus on customer needs and satisfaction has not only solidified their trust but has also catalysed our growth trajectory.

MOMENTUM FROM THE RDSS SCHEME:

Our nimble approach, coupled with targeted marketing strategies, has secured our early success, especially in the RDSS Scheme. Such swift market recognition emphasises our unwavering resolve to provide solutions perfectly attuned to ever-evolving customer demands.

As we traverse the intricate corridors of the business world, our robust financial foundation and sagacious fiscal strategies are cornerstones that promise sustained growth and adaptability. Our vision remains resolute: optimising our financial assets, preserving robust liquidity, and ensuring maximal value for our shareholders.

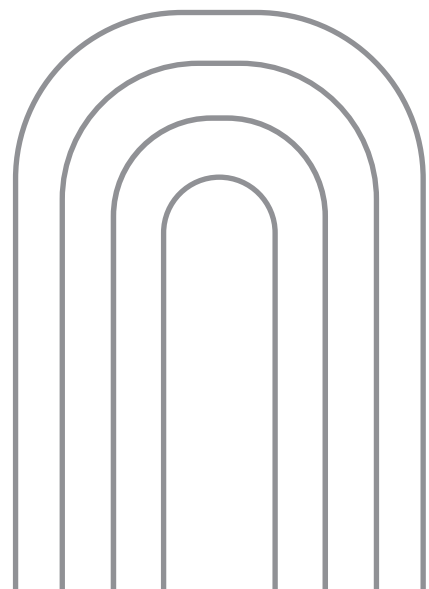
Your faith and partnership have been pivotal to our financial voyage. I warmly invite you to delve deeper into this report, which will offer a holistic perspective on our financial stewardship.

Warmest Regards,

Ankit Agrawal

Whole-time Director & Chief Financial Officer

“we traverse the intricate corridors of the business world, our robust financial foundation and sagacious fiscal strategies are cornerstones that promise sustained growth and adaptability. Our vision remains resolute: optimising our financial assets, preserving robust liquidity, and ensuring maximal value for our shareholders.”





OUR JOURNEY

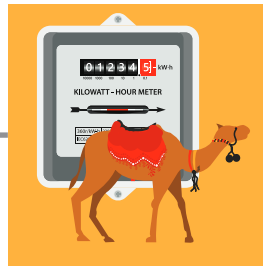
1994

Company incorporated in 5000 sq. ft.



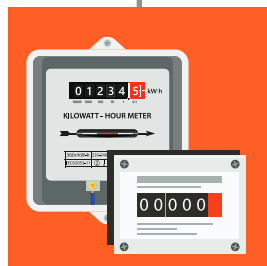
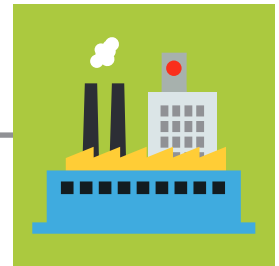
2003

Received first order from Rajasthan State for meter boxes supply



2005

Factory area increases to 35000 sq. ft.



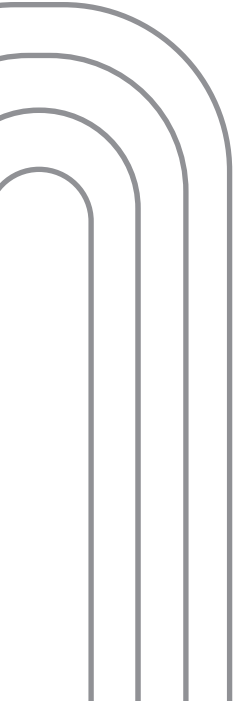
2000

Started as OEM to various meter manufacturing companies by supplying meter boxes



2004

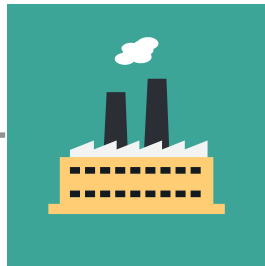
Received first order from Maharashtra State for meter boxes supply





2009

Set up a new plant for manufacturing SMC and Polycarbonate enclosures



2017

Listed on Bombay Stock Exchange-SME



2008

Set up new plant at Chaksu, Jaipur



2014

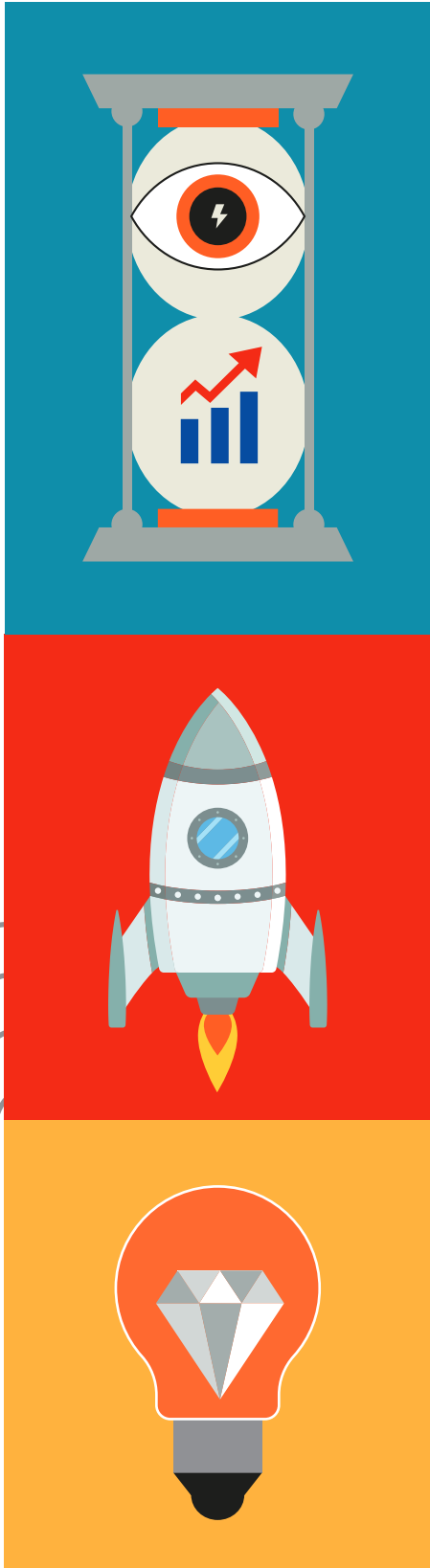
Entered into Turnkey business with R-APDRP Project in Jodhpur



2022

Company Added "To achieve turnover of Rs.5000 crore by the year 2030" in its vision

VISION, MISSION & CORE VALUES



VISION

- To become the most promising brand in electrical enclosure by 2030;
- To eliminate electrocution from the nation by 2027;
- To eliminate electrical power and equipment theft by 2028;
- To become the Largest Indian Exporter for Electrical LV Solutions to the world by 2027;

VISION FOR FY-2023-24

- Achieve Zero Defect;
- Achieve on time Delivery;
- Create the most transparent SME with worldclass corporate governance;
- To create a delightful experience for customers, vendors and employees;
- Establishing the Performance Management System for the Employees;
- Laying the setting stones for achieving for Vision 2030;

MISSION

- Being Reliable, Consistent partner for Customer, Vendors, Employees and Investors.
- Have Meticulous in our actions, work and performance;
- Focused on R&D and New Developments, new customer problems to uplift the society and standard of living;
- No tolerant approach towards the Quality and Delivery to the customer;
- Creating the best environment to Customers, Vendors, Employees and Stakeholders;

CORE VALUES

- Transparent, Trustworthy, Reliable partner;
- Organised, Focused and Goal Oriented towards growth;
- Contribution to the society to provide safe and quality life;
- Ensuring the best in class experience and Growth to our partners & associates
- Must respect the values, people and obligations;

OUR COMPANY OVERVIEW

RMC Switchgears Limited, is an ISO 9001:2008 certified company, headquartered in the pink city of India established in 1994 with the name as RFH Metal Castings Private Limited with 5000 sq. ft. area only. Now RMC is the largest electrical Enclosure manufacturer in the country with 8,00,000 sq. ft. of world class having more than 45 million installations nationwide till date. RMC is the first BIS recognized testing laboratory in the country. We are focused on On-time Delivery, Competitive Prices, Zero Defective products.

We have been accredited with OHSAS 18001:2007 certification, ISO 14001:2015 certification, ISO 27001:2013 certification, Certificate of Compliance as per RoHS Directive (2002/95/EC) of the European Parliament and of the council on the restriction of use of certain hazardous Substances in Electrical and Electronic Equipment's, Certificate of Compliance as per REACH and ISO 9001:2015 Certification. Nonetheless, we are proud to offer the largest enclosure range from India for all applications and industries in many variants like IP-33 to IP-65 and from plastic to metal.

Since the last 29 years, we have been constantly growing because of our firm foundations of modernized production facilities, improved technical and quality standards, technical superiority, balanced teamwork and professional services. At RMC, we believe in long term relationships with all our stakeholders and intend to work jointly for maximizing the benefits from the modern technologies. We are constantly working towards improving the product portfolio and quality standards. In line with the same, we are constantly innovating our products to ensure revenue protection and revenue maximizations for Indian Utilities.

CULTURE

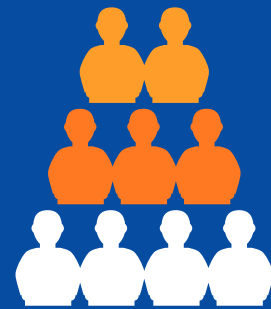
- Stress free environment;
- Work with fun;
- Consider team as first family;
- Innovative approach;
- Responsibility and Accountability are 2 sides of a coin.

OUR PURPOSE

- Electrocutation free nation;
- Theft Free nation;
- Spreading happiness and economic growth to the nation and society.

OUR CORPORATE SOCIAL RESPONSIBILITY GOALS

- Providing special classes in Schools and colleges on how to handle the electricity safely;
- Providing free education to the children of our labour force and some selected villages till 12th;
- Checking and guarding the accident prone areas in the colonies so that we can stop accidents through electrical malfunctioning;
- Fun filled activities with Orphan and Old age homes during festivals.



BOARD OF THE COMPANY



Mr. Ashok Kumar Agarwal
Chairman cum Managing Director

Mr. Ashok Kumar Agarwal, aged 67 years is the founder Promoter of the Company and currently holding the position of Chairman cum Managing Director. He is the vision behind the Company's success and reputation in the market today and possesses an overall experience of around 43 years out of which 24 years in the field of electrical industry. Under his inspiring leadership and dynamic approach, the Company stands tall in the Electrical Market segment. He is instrumental in taking major policy decisions of the Company, formulating business strategies and effective implementation of the same. He has carried forward the group with core values, pure dedication and commitment.



Mr. Ankit Agrawal
Whole-time Director

Mr. Ankit Agrawal, aged 41 years, Whole Time Director of the Company is a man of sharp vision with 21 years of rich experience in the field of electrical industry. He has been instrumental in the Company's organic growth and is responsible for shaping the strategic perspective that has led to the diversification and expansion of the Company in new avenues. As a visionary, he has led the Company to new heights. He has been involved foremost in the group's sales and marketing activities and has spearheaded the group's various forays into new products. He has been instrumental in establishing the quality assurance standards for the Company. A strong vision, exemplary leadership and expertise in the electrical market have enabled him to lead RMC towards the success path. He is providing his learned guidance and mentoring the senior managerial personnel of the company to execute and implement future growth strategy. He has been overseeing the manufacturing, sales and marketing activities of the Company.



Mrs. Neha Agarwal
Executive Director

Mrs. Neha Agarwal, aged 41, possesses an experience of 14 years in the field of management and administration. She holds the degree of Bachelor of Business Administration from Eastern Institute for Integrated Learning in Management. She has been awarded several awards in the name of the Company. She looks after the overall administration and day to day operations of the Company. She is a strong promoter of Women Empowerment and enhances company's responsibilities towards the society.

**Mr. Kuldeep Kumar Gupta***Independent Director*

Mr. Kuldeep Kumar Gupta, aged 60 years is Practicing Chartered Accountant by Profession and the founder of M/s Kuldeep Kumar Gupta & Co., Practicing Chartered Accountant Firm, Jaipur. He possesses a rich experience of about 37 years in the field of taxation, finance, advisory, corporate law and audit of Corporates. He had been on the Board of several Listed and Unlisted Companies of Finance and Manufacturing Industry. He has been currently supervising various unlisted entities by being on the Board of the entities.

**Mrs. Krati Agarwal***Independent Director*

Mrs. Krati Agarwal, aged 42 years is a young and dynamic entrepreneur. She has graduated in the field of economics from Rajasthan University and possesses experience of several years in the field of economics and manufacturing.

**Mr. Shriram Vishwasrao Mane***Independent Director*

Mr. Shriram Vishwasrao Mane aged 45 years is practicing as Lawyer in Civil, Convincing and Finance field having experience of more than 16 years.

OUR PRODUCTS

METER BOX FOR ENERGY METER



FEATURES

- IP Level from IP-33 to IP-65, Push Fit Type Locking System and Sensor System, with Louvers.
- Modem Mounting Arrangements, TTB, CT's Applicable Standards are IS : 13947 (part-1) for Ingress Protection, IS:13410 for SMC Materials, IS:14772 for Enclosures.

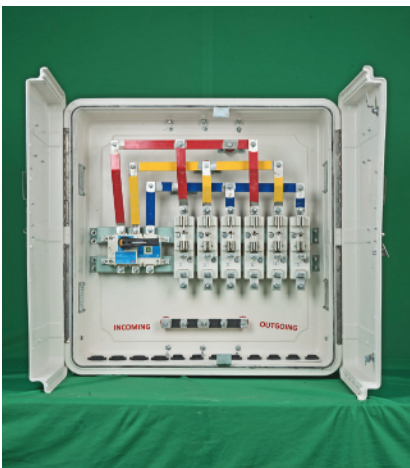
APPLICATION

- METER BOX Single/Three Phase whole current meters & CT operated meters
- LT/CT/HT/AMR METER BOX
- MULTI METER BOX Single/Three Phase multi meters

MATERIAL

- SMC, Polycarbonate
- Mild Steel (Deep Drawn & Fabrication)

DISTRIBUTION BOX



FEATURES

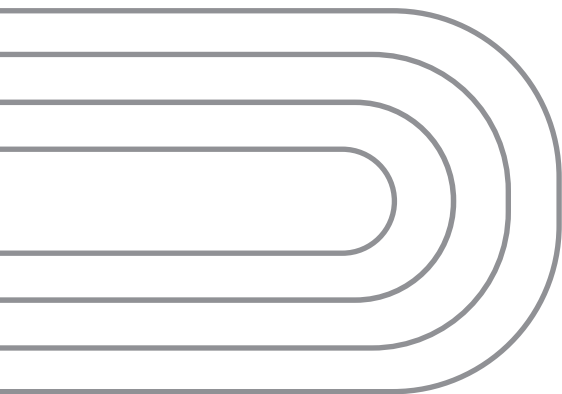
- protected with various level of INGRESS protection till IP-65
- The bus bar arrangements :- bare, insulated and spring loaded & Switchgears like MCB's or MCCB's
- Applicable Standards are IS:13947(part-1) for ingress protection, Is:13410 for SMC Materials, IS:14772 for Enclosures, IS:8623 for temperature rise

APPLICATION

- Distribution Box for A.B. Cables (Nut & Bolt Type)
- Distribution Box for A.B. Cables (Spring Loaded)
- Distribution Box for A.B. Cables (MOC)
- Distribution Box for various rating of Distribution Transformers

MATERIAL

- SMC, Polycarbonate
- Mild Steel (Deep Drawn & Fabrication)



JUNCTION BOX



FEATURES

- The Junction Boxes are protected with various level of INGRESS protection till IP-65
- The Applicable Standards are IS:13947(part-1) for ingress protection, Is:13410 for SMC Materials, IS:14772 for Enclosures.

APPLICATION

- Pole Mounted Junction Boxes with Distribution Blocks
- Control Terminal Box or Aerial Fuse Box
- Wall mounted control panel

MATERIAL

- SMC, Polycarbonate
- Mild Steel (Deep Drawn & Fabrication)

PULTRUDED GRATINGS & MOULDED GRATINGS

FRP GRATINGS



FEATURES

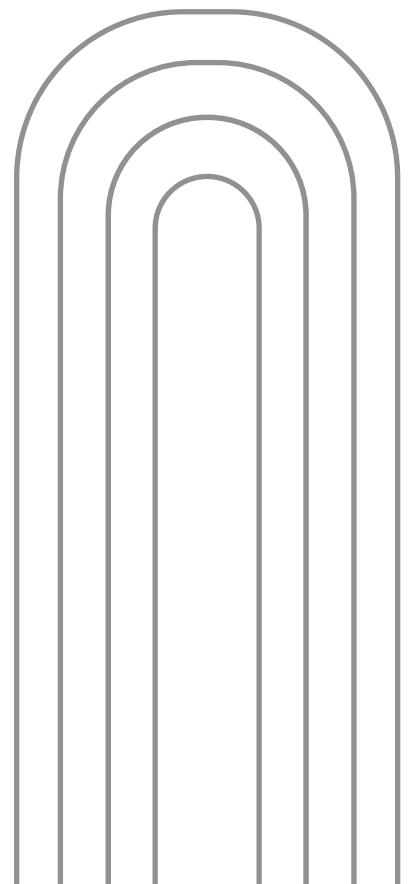
- Corrosion Resistant
- Slip Resistant gritted top surface
- Strong yet Lightweight
- Low Coefficient of Expansion and Contraction

APPLICATION

- Floor System & Walk Ways
- Work Platforms & Trench Covers
- Catwalk , Stairs & Ramps

INDUSTRIES

- Chemical Fertilizers & Petrochemicals
- Power Plants, Fisheries & Textiles, Electric
- Water Treatment & Air Pollution Control
- Dairy & Food Processing or Electroplating



SMC / FRP CHEQUERED



FEATURES

- Ideal replacement for insulating Rubber mats at places like sub-stations, control rooms & trench Covers
- Anti-corrosive, light weight yet strong & Load bearing capacity as per IS
- Can withstand the load of breaker trolleys without obstructing their movement
- High Dielectric strength and life Expectancy
- Easy to fix on floor, Insulating Protection for life
- Confirms to IS 13410, BS5734, ASTM D5948, DIN 16913

APPLICATION

- Turnkey Contractors
- Electrical Control Rooms
- Railways & Industries
- Govt. & Commercial Complexes
- Contractors of Govt. Department

SMC / FRP SHEETS



FEATURES

- Excellent dielectric properties such as volume resistivity, surface resistivity, Arc resistivity and comparative tracking index.
- Can withstand continuous temperature up to 400 Degree C.
- Anti-corrosive and resistant to most acids, alkalis and chemicals
- Light weight, strong, Stiff & Clean or Weather Proof
- Self-coloured and maintenance free
- NON-Hydroscopic and retains its dielectric properties even in presence of high humidity.

CABLE TRAY

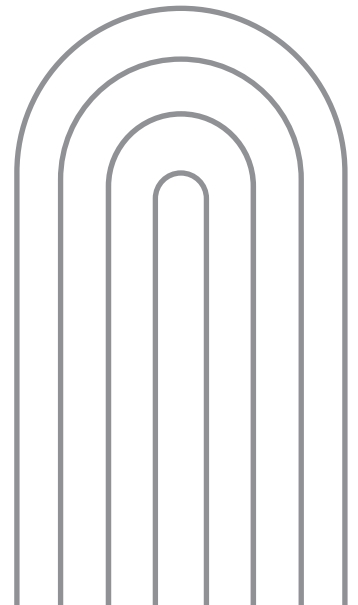


FEATURES

- Fire Retardant & Non Conductivity
- Non Magnetic & Light Weight
- Maintenance Free & Easy to install
- Corrosion proof
- Chemical Erosion proof

INDUSTRIES

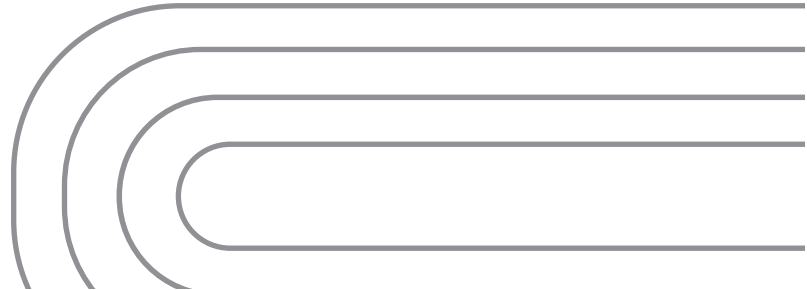
- Railways & Electrical / Utility
- Aerospace & Automotive, Roads & Highways
- Offshore & Oil & Gas
- Chemical Processing & Cooling Towers
- Construction Defense



FEEDER PILLARS



Feeder pillars are manufactured from mild steel, Stainless steel & sheet Moulding compound as per customer requirements are used for distributing and managing various outgoing circuits with 1 or incoming with HRC Fuse links or Kitkatson outgoing side and option with or without ACB on the incoming side.



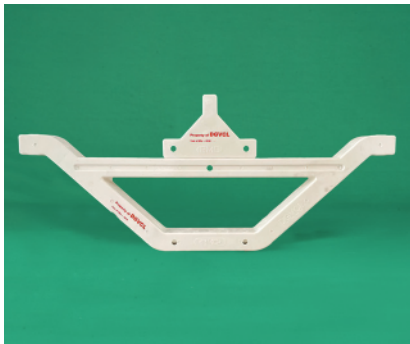
POLE MOUNTED STREET LIGHT BOXES



FEATURES

- Good Corrosion and Weather Resistance
- High Physical and Mechanical Strength
- High Strength to weight ratio
- Highly Durable
- Lower thermal conductivity and Good adaptability & dimensional stability with UV resistance and Flexibility in design
- Light in Weight and hence easy to handle and install
- Ease of Maintenance with Zero Downtime
- Economical & cost effective

FRP V-CROSS ARM



FEATURES

- Good Corrosion and Weather Resistance
- Anti-corrosive
- Ideal for harsh weather conditions
- No change in conductor formation/ configuration as well as ground clearance while replacing metal 'V' type cross arms of existing lines

BUS BARS



RMC provides Fully Insulated Bus Bars covered with SMC/ DMC/ Polycarbonate / Nylon as required by the customers are provided with Aluminum Bus Bars conductor.

FEATURES

- Excellent mechanical protection
- Best possible barrier against humidity and moisture ingress
- Same bus bar system for indoor and outdoor application
- High stability under UV exposure
- Resistant to aggressive environments such as salt water, mineral oil, grease, fuels, weak acids and bases

DIRECTORS' REPORT

Dear Members,

Your Board of Directors ('Board') are pleased to present the 29th (Twenty-Ninth) Annual Report on the affairs, business and operations of your Company together with the Audited Financial Statements for the Financial year ended 31st March, 2023.

FINANCIAL RESULTS

The summarised Financial Performance of your Company for the financial year ended 31st March, 2023 is summarised as follows:

Particulars	₹ in Lacs	
	Financial year ended 31 st March, 2023	Financial year ended 31 st March, 2022
Revenue From Operations	12,527.17	4,156.03
Other Income	46.23	66.82
Total Revenue	12,573.41	4,222.86
Profit Before Depreciation, Finance Costs, Exceptional items and Tax Expenses	2,671.09	621.73
Less: Depreciation & Amortisation Expenses	280.12	280.71
Less: Finance Cost	695.63	306.59
Profit Before Tax	1,695.34	34.43
Less: Tax Expenses (Current & Deferred)	521.27	-23.27
Profit After Tax	1,174.07	57.70
Earnings per share (Nominal value per share ₹ 10/-) Basic & Diluted	18.97	0.95

Note: Previous year's figures have been regrouped and rearranged wherever necessary.

FINANCIAL PERFORMANCE AND STATE OF COMPANY'S AFFAIRS

The Company's revenue from operations for FY 2022-23 was ₹12,573.41 lacs compared to ₹ 4,222.86 lacs in the previous year, an increase of 2.98 times over the previous year. The Company's Profit before tax was ₹ 1,695.34 lacs during the year compared to ₹ 34.43 lacs in the previous year. The Company earned a net profit after tax of ₹ 1,174.07 lacs as against a net profit after tax of ₹ 57.70 lacs in the previous year.

DIVIDEND

Your Directors feel that it would be prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the financial year ended 31st March, 2023.

TRANSFER TO RESERVES & SURPLUS

As permitted under the provisions of the Companies Act, 2013, no amount has been proposed to be carried to any Reserves. The entire amount of ₹ 1,174.07 lacs is proposed to be retained in the Surplus.

MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

The Company obtained credit ratings from CRISIL Ratings, a Credit Rating Agency, on 11th August, 2023 for long-term bank facilities as CRISIL BB+/Stable and short-term bank facilities as CRISIL A4+.

There have been no material changes and commitments except as mentioned above, affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of the report during the year under review.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of the business for the Company.

CHANGE IN CAPITAL STRUCTURE

During the year, your Company allotted 7,80,000 equity shares of ₹ 10/- each at an issue price of ₹ 70/- per share including a premium of ₹ 60/- per share as a result of which, the paid-up share capital of the Company as on 31st March, 2023 stood increased to ₹ 687.22 lacs comprising of 68,72,200 Equity Shares of ₹ 10 each.

During the year your Company increased the Authorised Share Capital of the Company from ₹ 6,50,00,000/- (Rupees Six Crores and Fifty Lacs Only) divided into 65,00,000 (Sixty-Five Lacs) Equity Shares of ₹10/- each to ₹ 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten lacs) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Further, during the financial year 2022-23, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2023. None of the Directors or Key Managerial Personnel of the Company holds instruments convertible into equity shares of the Company. All the Shares of the Promoters which are held in the Company are in dematerialised form.

DEPOSITS

During the year under review, your Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) from time to time and as such no amount of principal or interest remained unpaid or unclaimed at the end of the financial year 31st March, 2023.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENT

Particulars of Loans, Guarantees and Investments as on the financial year ended 31st March, 2023 as covered under the provisions of Section 186 of the Companies Act, 2013 read

with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the respective notes to Financial Statements provided in the Annual Report.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company doesn't have any Subsidiary, Joint Venture or Associate Company.

CREDIT RATING

During the period under review, the Company has obtained credit ratings from Infomeric Valuation and Rating Private Limited, a Credit rating agency, for long-term bank facilities as IVR BB-/Stable and for short-term bank facilities including short-term bank facilities (proposed) as IVR A4.

MEMORANDUM AND ARTICLES OF ASSOCIATION

During the year, the Company has not altered its Articles of Association. However, the Memorandum of Association was altered as Company increased the Authorised Share Capital of the Company from ₹ 6,50,00,000/- (Rupees Six Crores and Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of ₹10/- each to ₹ 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten lacs) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Your Company's Board is duly constituted which is in compliance with the requirements of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "Listing Regulations"] and provisions of the Articles of Association of the Company.

- **Retirement by rotation and subsequent re-appointment**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Neha Agarwal (DIN: 07540311) is liable to retire by rotation at the 29th Annual General Meeting and being eligible offers herself for re-appointment. Based on the recommendations of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Mrs. Neha Agarwal as director liable to retire by rotation.

The brief resume and other details as required under Regulation 36(3) of the SEBI (LODR) 2015, of the Directors seeking re-appointment at the ensuing AGM

are provided in the Notice of the AGM of the Company which forms a part of the Annual Report.

- **Appointment / Cessation**

Mr. Himanshu Goyal, Independent Director of the Company resigned from the directorship of the Company w.e.f. 13th June, 2022. The Board placed on record the valuable guidance and support received from him during his tenure.

Mr. Mane Shriram Vishwasrao, was appointed by the Board as an Additional Director (Non-Executive Independent) on the Board of the Company w.e.f. 13th August, 2022 and regularised as an Independent Director of the Company by the Shareholders at the 28th Annual General Meeting held on 30th September, 2022 to hold office for a term of 5 years consecutive years from 13th August, 2022 to 12th August, 2027.

- **Key Managerial Personnel**

The following persons have been designated as Key Managerial Personnel (hereinafter referred to as "KMP") of the Company in accordance with the provisions of Section 2(51) and Section 203 of the Act, read with the Rules framed there under:-

1. Mr. Ashok Kumar Agarwal, Chairman cum Managing Director;
2. Mr. Ankit Agrawal, Whole-time Director & Chief Financial Officer;
3. Mrs. Neha Agarwal, Executive Director; and
4. Mrs. Preeti Khatore, Company Secretary & Compliance Officer

During the year, there has been no other change in the Key Managerial Personnel of the Company. However, after the closure of the Financial Year 2022-23, Mrs. Preeti Khatore has resigned from the post of Company Secretary & Compliance Officer w.e.f. 28th July, 2023 and Ms. Shivi Kapoor has been appointed as Company Secretary & Compliance Officer of the Company w.e.f. 14th August, 2023.

Details pertaining to their remuneration have been provided in the copy of the Annual Return available on the website of the Company under the weblink: <https://www.rmcindia.in>. None of the KMP of the Company is holding office in any other Company as KMP and none of the Directors/ KMP of the Company are disqualified.

- **Statement of Declaration given by Independent Directors**

The Company has received the necessary declaration of independence from all Independent Directors of the Company, under Section 149(7) of the Act, that he/she meets the criteria of Independent Directors envisaged in Section 149(6) of the Act and rules made thereunder and SEBI (LODR) Regulations, 2015 and are not disqualified from continuing as Independent Directors.

The Independent Directors have also confirmed that they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs. Furthermore, the Company has also received statements from all the Independent Directors that they have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the act and also a statement on compliance with the Code of Conduct for Directors and Senior Management Personnel formulated by the Company.

- **Separate Meeting of Independent Directors of the Company**

The Independent Directors met once during the year under report, i.e., 23rd January, 2023, without the presence of Non-Independent Directors or members of the management.

The Independent Directors evaluated the performance of the Non-Independent Directors, wherein the evaluation of the performance of the Non-Independent Directors, including the Chairman and also of the Board as a Whole was made, against pre-defined and identified criteria.

BOARD EVALUATION

The evaluation process focused on various aspects of the Board and its Committees such as composition and structure, functioning, the effectiveness of Board processes, information and functioning, etc.

The evaluation of all the Directors and the Board as a whole was conducted by the Board and found to be satisfactory. The flow of information between the Company management and the Board is adequate, qualitative and timely. As required under the provisions of the Act, a meeting of all Independent Directors was convened and held during the year. In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting including the performance of the Board, its Committees and individual directors.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Schedule IV of the Companies Act, 2013, the Directors of the Company are familiar with their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company etc. and updated on changes and developments in the Domestic and Global Corporate and Industry Scenario including those pertaining to statutes, legislations, and economic environment and on matters affecting the Company, to enable them to take well informed & timely decisions. Details of such familiarisation programs are posted on the website of the Company at the <https://rmcindia.in/investors/policies-code-form/familiarization-programme-for-non-executive-directors-pdf/>

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3) (c) & 134(5) of the Act, your Board of Directors to the best of their knowledge and ability hereby confirm that:

- In the preparation of the annual accounts for the financial year ended 31st March 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors have laid down internal financial controls for the Company and these internal financial controls were adequate and operating effectively;
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems were adequate and operating effectively.

DETAILS OF MEETINGS OF THE BOARD OF DIRECTORS HELD DURING THE YEAR

The Board meets at regular intervals to discuss and decide on business policy and strategy apart from other Board Business. The Meetings of the Board of Directors were held at the Corporate Office of the Company situated at B-11 (B&C) Malviya Industrial Area, Jaipur- 302017 Rajasthan. The notices of Board / Committee meetings were given well in advance to all the Directors. The Agenda for the Board and Committee Meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to make informed decisions. All observations, recommendations and decisions of the Committees were placed before the Board for consideration and approval.

During the financial year 2022-23, 16 (sixteen) Meetings were convened and held on 06th April, 2022; 14th May, 2022; 13th June, 2022; 10th August, 2022; 13th August, 2022; 19th August, 2022; 05th September, 2022; 22nd September, 2022; 22nd October, 2022; 02nd November, 2022; 29th November, 2022; 21st December, 2022; 26th December, 2022, 30th December, 2022; 23rd January, 2023 and 13th February, 2023. The gap between two consecutive Board Meetings did not exceed one hundred twenty (120) days as prescribed under the Act and the Listing Regulations. The necessary quorum was present at all the meetings.

The attendance of each Director at the Meetings of the Board of Directors held during the financial year 2022-23 is as follows:

Serial No.	Name of Directors	Designation	No. of Board Meetings Attended	Attendance at the last AGM
1.	Mr. Ashok Kumar Agarwal (DIN: 00739152)	Chairman Cum Managing Director	16	Yes
2.	Mr. Ankit Agrawal (DIN: 00793035)	Whole-time Director & Chief Financial Officer	16	Yes
3.	Mrs. Neha Agarwal (DIN: 07540311)	Executive Director	16	Yes
4.	Mr. Kuldeep Kumar Gupta (DIN: 01591373)	Independent Director	16	Yes
5.	Mrs. Krati Agarwal (DIN: 08789232)	Independent Director	16	Yes
6.	Mr. Himanshu Goyal (DIN: 03101053)	Independent Director	2	NA
7.	Mr. Mane Shriram Vishwasrao (DIN: 09701613)	Independent Director	2	Yes

COMMITTEES OF THE BOARD

As on 31st March, 2023, the Board has 3(Three) committees as per the provisions of the Companies Act, 2013 read with rules, made thereunder, with proper composition of its members which are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees and the risk management framework. The Board periodically evaluates the performance of all the Committees as a whole. All observations, recommendations and decisions of the Committees are placed before the Board for consideration and approval.

The Board has the following committees as under:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee

Audit Committee

The Board of Directors of your Company has duly constituted the Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder. The Audit Committee comprises of Mr. Kuldeep Kumar Gupta (Non-Executive Independent Director) the Chairman of the Committee, Mr. Ashok Kumar Agarwal (Chairman Cum Managing Director) and Mr. Mane Shriram Vishwasrao (Non-Executive Independent Director) as Members of the Committee as on 31st March, 2023.

Mr. Himanshu Goyal, ceased to be Independent Director of the Company w.e.f. 13th June, 2022, so also ceased to be a member of the Committee w.e.f. 13th June, 2022 and Mr. Mane Shriram Vishwasrao, Independent Director of the Company, was appointed as Member of the Committee w.e.f. 13th August, 2022.

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Act and such other functions as may be specifically delegated to the Committee by the Board from time to time. The Board has accepted all recommendations made by the Audit Committee during the year.

6 (six) Audit Committee Meetings were held during the financial year 2022-23. The dates on which the meetings were held are 06th April, 2022; 14th May, 2022; 13th June, 2022; 13th August, 2022; 22nd October, 2022 and 23rd January, 2023. The attendance of each Member at the Audit Committee Meetings held during the financial year 2022-23 is as follows:

Serial No.	Name of Members	Designation	No. of Meetings Attended
1.	Mr. Ashok Kumar Agarwal (DIN: 00739152)	Chairman Cum Managing Director	6
2.	Mr. Kuldeep Kumar Gupta (DIN: 01591373)	Independent Director	6
3.	Mr. Himanshu Goyal (DIN: 03101053)	Independent Director	2
4.	Mr. Mane Shriram Vishwasrao (DIN: 09701613)	Independent Director	1

Nomination and Remuneration Committee

The Committee comprises of Mr. Kuldeep Gupta (Non-Executive Independent Director), Chairman of the Committee, Mr. Mane Shriram Vishwasrao (Non-Executive

Independent Director), and Mrs. Krati Agarwal (Non-Executive Independent Director), as members of the Committee as on 31st March, 2023.

Mr. Himanshu Goyal, ceased to be Independent Director of the Company w.e.f. 13th June, 2022, so also ceased to be member of the Committee w.e.f. 13th June, 2022 and Mr. Mane Shriram Vishwasrao, Independent Director of the Company, was appointed as a member of the Committee w.e.f. 13th August, 2022.

The powers, role and terms of reference of the Nomination and Remuneration Committee cover the areas as contemplated under Section 178 of the Act, besides other terms as may be referred by the Board of Directors. The Board has accepted all recommendations made by the Nomination and Remuneration Committee during the year.

3 (three) meetings of the Nomination and Remuneration Committee were held during the year 2022-23. The dates on which the meetings were held are 14th May, 2022; 10th August, 2022 and 23rd January, 2023. The attendance of each Member at the Nomination and Remuneration Committee Meetings held during the financial year 2022-23 are as follows:

Serial No.	Name of Members	Designation	No. of Meetings Attended
1.	Mr. Kuldeep Kumar Gupta (DIN: 01591373)	Independent Director	3
2.	Mrs. Krati Agarwal (DIN: 08789232)	Independent Director	3
3.	Mr. Himanshu Goyal (DIN: 03101053)	Independent Director	1
4.	Mr. Mane Shriram Vishwasrao (DIN: 09701613)	Independent Director	0

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of Mr. Kuldeep Gupta (Non-Executive Independent Director), Chairman of the Committee, Mr. Mane Shriram Vishwasrao (Non-Executive Independent Director), and Mrs. Krati Agarwal (Non-Executive Independent Director), as members of the Committee as on 31st March, 2023.

Mr. Himanshu Goyal, ceased to be Independent Director of the Company w.e.f. 13th June, 2022, so also ceased to be a member of the Committee w.e.f. 13th June, 2022 and Mr. Mane Shriram Vishwasrao, Independent Director of the Company, was appointed as a member of the Committee w.e.f. 13th August, 2022.

The Committee, inter-alia, reviews the issue of duplicate certificates and oversees and reviews all matters connected with the Company's transfers of securities. It looks into the redressal of shareholders'/investors' complaints related to the transfer of shares, non-receipt of annual reports, non-

receipt of declared dividends and such other functions as may be specifically delegated to the Committee by the Board from time to time. There being no investor grievances complaint pending, the committee reviewed the existing procedures for attending to complaints as and when they arise.

5 (five) Stakeholders Relationship Committee Meetings were held during the financial year 2022-23. The dates on which the meetings were held are 06th April, 2022; 04th July, 2022; 05th September, 2022; 25th October, 2022 and 23rd January, 2023.

The attendance of each Member at the Stakeholders' Relationship Committee Meetings held during the financial year 2022-23 is as follows:

Serial No.	Name of Members	Designation	No. of Meetings Attended
1.	Mr. Kuldeep Kumar Gupta (DIN: 01591373)	Independent Director	5
2.	Mrs. Krati Agarwal (DIN: 08789232)	Independent Director	5
3.	Mr. Himanshu Goyal (DIN: 03101053)	Independent Director	1
4.	Mr. Mane Shriram Vishwasrao (DIN: 09701613)	Independent Director	1

NO DEFAULT

The Company has not defaulted in payment of interest and repayment of a loan to any of the financial institutions and/or banks during the period under review.

RELATED PARTY TRANSACTIONS

As required under the Companies Act, prior omnibus approval was obtained for Related Party Transactions on a quarterly basis for transactions that are of a repetitive nature and/or entered in the ordinary course of business and are at Arm's Length basis, in the first meeting of Audit Committee for the financial year 2022-23.

All contracts, arrangements and transactions entered into by the Company with related parties during the financial year 2022-2023 were in the ordinary course of business and on an arm's length basis. During the year, the Company did not enter into any transaction, contract or arrangement with related parties that could be considered material in accordance with the Company's policy on dealing with related party transactions. During the year there were no material significant related party transactions made by the Company with Promoters, Directors or KMP which may have potential conflict with the interest of the Company at large. All transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee of the Company for its approval. The details of the related party transactions are set out in Notes to the Financial Statements of the Company. The Related Party Transactions Policy as approved by

the Board is uploaded on the Company's website <https://rmcindia.in/investors/policies-code-form/related-party-transactions-policy-pdf/>

None of the Directors or KMP has any pecuniary relationships or transactions vis-à-vis the Company. There were no transactions during the year under review which would require to be reported in Form AOC-2.

AUDITORS AND AUDITORS' REPORTS

Statutory Auditor

M/s. Rakesh Ashok & Co., Chartered Accountants Firm Registration No. 011273C were appointed as Statutory Auditors of the Company by the members at the 28th Annual General Meeting for a period of five years to hold office from the conclusion of the Annual General Meeting held in year 2022 till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027.

The Statutory Auditors of the Company have submitted an Auditors' Report on the financial statements of the Company for the financial year ended 31st March, 2023. The reports do not contain any reservations, qualification or adverse remarks. The information referred to in the Auditors' Report is self-explanatory and does not call for any further comments.

Secretarial Auditor

The Board of Directors of your Company has as per the requirement under Section 204 of the Act and rules made there under, re-appointed B K Sharma & Associates, Company Secretaries (COP No. 12636), to conduct the Secretarial Audit of the Company for the financial year 2022-23.

The Secretarial Audit Report for the financial year 2022-23 forms an integral part of this Report as 'Annexure - A'. There is no audit qualification for the year under review.

Cost Auditor

During the year under review, the Company was not required to appoint a Cost Auditor as per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time. Further pursuant to the provision of section 148(1) of the Companies Act, 2013, maintenance of cost records as specified by Central Government are maintained by the Company.

Internal Auditor

Pursuant to the provisions of Section 138 and any other applicable provisions of the Companies Act, 2013 and the rules made there under, Ms. Ekta Gupta, Chartered Accountant was appointed as the Internal Auditor of the Company for the financial year 2022-23. The Internal Auditor has placed the Internal Audit Report for every quarter and the same was discussed with the Board.

BOARD POLICIES

- **Vigil Mechanism and Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and also report instances of leak of unpublished price sensitive information. The policy provides for adequate safeguards against victimisation of Employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. Your Company hereby affirms that no Director/Employees has been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on the website of the Company at the web link <https://rmcindia.in/investors/policies-code-form/vigil-mechanism-whistle-blower-policy-pdf/>

- **Nomination and Remuneration Policy**

The Company has in place a Nomination and Remuneration policy duly adopted and approved by the Board. The Nomination and Remuneration Policy of the Company includes the terms and conditions for appointment and payment of remuneration to the Directors and KMP and other Senior Management Personnel including criteria for determining qualifications, positive attributes, and independence of a director as per Section 178 and Schedule IV of the Act. There have been no changes in the said policy during the year. The said policy may be accessed on the website of the Company at the web link <https://rmcindia.in/investors/policies-code-form/nomination-remuneration-policy-pdf/>

- **Risk Management Policy**

The Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically. The Risk Management policy may be accessed on the website of the Company viz., <https://rmcindia.in/investors/%20policies-code-form/risk-management-policy-pdf/>

Other Codes and Policies may be accessed on the website of the Company viz., <http://www.rmcindia.in>.

SECRETARIAL STANDARDS

The Directors state that the applicable Secretarial Standards i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to meetings of the Board of Directors and General Meetings respectively, have been duly complied with.

ANNUAL RETURN

A copy of the Annual Return of the Company has been placed on the website of the Company at the web link <http://www.rmcindia.in>.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all Employees in the course of day-to-day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/behaviours of any form and the Board has laid down the directives to counter such acts. The Code has been uploaded on the Company's web link <https://rmcindia.in/investors/policies-code-form/code-of-conduct-pdf/>

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the Designated Employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management Personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

PREVENTION OF INSIDER TRADING

In compliance with the provisions of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct and code of practices and procedures for fair disclosure of unpublished price-sensitive information to preserve the confidentiality of price sensitive information to prevent misuse thereof and regulate trading by designated persons. The code of practices and procedures for fair disclosure of unpublished price-sensitive information is also available on the Company's website i.e. <https://rmcindia.in/investors/policies-code-form/code-of-insider-trading-pdf/>. The Board is responsible for the implementation of the Code. All the Directors and the Designated Employees have confirmed compliance with the Code.

LISTING OF SHARES

The shares of the Company are listed on BSE Limited – SME Platform and the Annual listing fee for the year 2022-23 has been duly paid.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

As per Section 134(5) (e) of the Companies Act, 2013, the Directors have an overall responsibility for ensuring that the Company has implemented a robust system and framework of internal financial controls. The Company has laid down an adequate system of internal controls, policies and procedures for ensuring orderly and efficient Policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The internal financial controls are adequate and operating effectively. The effectiveness of internal financial controls is ensured through management

reviews, controlled self-assessment and independent testing by the Internal Audit Team.

The members of the Audit Committee of your Company are well-versed with the financial management. Such an adequate internal control system helps in the identification of potential operation processes.

BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Reporting as required under Regulation 34(2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to our Company for the financial year 2022-23.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators/ court that would impact the ongoing concern status of the Company and its future operations.

CORPORATE GOVERNANCE

As per regulation 15(2) of the Listing Regulation, compliance with the Corporate Governance Provisions shall not apply in respect of the following class of the Companies:

- a) Listed entity having paid up equity share capital not exceeding ₹10 Crore and Net Worth not exceeding ₹ 25 Crore, as on the last day of the previous financial year;
- b) Listed entity that has listed its specified securities on the SME Exchange.

Since our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form part of the Annual Report for the financial year 2022-23.

In line with same, the Company files the Corporate Governance-Non Applicability Certificate to BSE on a quarterly basis as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report as required under regulation 34 (2) (f) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report as 'Annexure-B'.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The relevant information on the conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the

Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 are given in 'Annexure - C' forming part of this Annual Report.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report as 'Annexure - D'.

The statement containing names of the top ten employees in terms of remuneration drawn and their other details as required to be furnished under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report.

CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE IN ACCORDANCE WITH THE PROVISIONS OF THE PREVENTION OF SEXUAL HARASSMENT ACT AND POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

An Internal Complaints Committee (ICC) has been constituted in accordance with the provisions of the Prevention of Sexual Harassment Act to redress complaints received regarding sexual harassment and all the provisions regarding the constitution are complied with.

The Company has a zero tolerance towards sexual harassment at the workplace and has adopted a Policy on "Prevention of Sexual Harassment of Women at Workplace" and matters connected therewith or incidental thereto covering all the aspects as contained under the Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013.

The role of ICC is not restricted to mere redressal of complaints but also encompasses the prevention and prohibition of sexual harassment. During the year under review, the Company has not received any Complaint pertaining to Sexual Harassment.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review the provisions of Section 135 of the Company Act 2013, with regard to Corporate Social Responsibility (CSR) were not applicable to your Company.

DISCLOSURE WITH RESPECT TO THE DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31st March 2023. Hence, the particulars relating to the aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not applicable.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

There was no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund during the FY 2022-23.

APPLICATION/PROCEEDING PENDING UNDER INSOLVENCY & BANKRUPTCY CODE, 2016

There are no proceedings initiated/ pending against the Company under the Insolvency & Bankruptcy Code, 2016 which materially impact the business of the Company.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation for the valuable support and cooperation received from suppliers, investors, banks, all regulatory and government authorities and all other business associates. The Board

places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organisation and looks forward to the continuance of this supportive relationship in the future. Your Directors proudly acknowledge the contribution and hard work of the employees of the Company at all levels, who, through their competence, hard work, solidarity and commitment have enabled the Company to achieve consistent growth.

For and on behalf of the Board of Directors

Sd/-

Ashok Kumar Agarwal

Chairman & Managing Director

DIN: 00793152

Place: Jaipur

Date: 02nd September, 2023

ANNEXURE – 'A'

TO THE BOARD'S REPORT SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023
[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE 9 OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

To,
The Members
RMC SWITCHGEARS LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RMC Switchgears Limited (hereinafter referred as "the Company") for the financial year ended March 31, 2023 ("period under review"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representative during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the period under review, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, returns filed and other records maintained by the Company for the period under review according to the provisions of applicable law provided hereunder:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder and re-enactment thereof;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECBs); **There was no FDI, ODI and ECBS during the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. **Not applicable to the company during the period under review.**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the company during the period under review.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. **Not applicable to the company during the period under review.**
 - (h) The Securities and Exchange Board of India (Buy Back of securities) Regulations, 2018. **Not applicable to the company during the period under review.**
 - (i) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
 - (j) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018.
- vi. Specific laws applicable to the industry to which the Company belongs, as confirmed by the management: no specific law is applicable to the Company

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE) (SME).

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- The company has delayed in making application to BSE for seeking in-principle approval for preferential issue for 8,20,000 equity shares in terms of the regulation 160(f) of the SEBI (ICDR), 2018, being the company is required to file the application to the stock exchange on the same day when the notice was sent to the shareholders. The application for in principle approval was made to BSE with delay of 14 days. The company has made an application to SEBI under Regulation 300 of the SEBI (ICDR) Regulation, 2018 for condonation of delay and SEBI has acceded the request.

We further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and other applicable laws.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the Board and Committees were carried with requisite majority.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that -

- The Board of Directors of the Company at their meeting held on 22nd September, 2022 has approved issuance of 8,20,000 (Eight Lacs Twenty Thousand) fully paid up Equity Shares having face value of ₹10/-

each through preferential issue on private placement basis at an issue price of ₹ 70/- per share. The same has been approved by shareholders in their meeting held on 17th October, 2022 as special resolution.

- The Board of Directors of the Company at their meeting held on 13th February, 2023 has allotted 7,80,000 Equity Shares of face value of ₹ 10/- each for cash at a price of- ₹ 70/- per Equity Share (including a share premium of ₹ 60 per Equity Share) aggregating to ₹ 5,46,00,000/- (Rupees Five Crores Forty Six Lakh Only) on preferential basis to Promoters, Non- Promoters/ Public.
- Consequently, the paid up equity share capital of the Company has increased from ₹ 6,09,22,000/- to ₹ 6,87,22,000/-.
- During the period under review, the statutory auditors of the company M/s. Manish Borda & Co., Chartered Accounts has resigned w.e.f. 15th May, 2022. The Board of Directors has filled the casual vacancy in its Board meeting held on 13th June, 2022 by appointing M/s Rakesh Ashok & Co., Chartered Accounts as the statutory auditor of the company. The appointment has also been approved by the shareholder in the EGM held on 9th September, 2022.

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms as an integral part of this report.

For B K Sharma and Associates

Company Secretaries
Unique Code: S2013RJ233500

Sd/-

BRIJ KISHORE SHARMA

Proprietor
Membership No. : FCS - 6206
CP No.: 12636

Peer Review Certificate No.: 1172/2021

UDIN: F006206E000541171

Place: Jaipur
Date: 04.07.2023

'Annexure A'

To,
The Members
RMC SWITCHGEARS LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of event, etc.
5. The compliances of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination is limited to the verification of procedures on test-check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For B K Sharma and Associates

Company Secretaries
Unique Code: S2013RJ233500

Sd/-

BRIJ KISHORE SHARMA

Proprietor

Membership No. : FCS - 6206

CP No.: 12636

Peer Review Certificate No.: 1172/2021

UDIN: F006206E000541171

Place: Jaipur

Date: 04.07.2023

ANNEXURE – ‘B’

TO THE BOARD’S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE

The Management of RMC Switchgears Limited (‘the Company’) presents the analysis of the Company for the year ended on March 31, 2023 and its outlook for the future. This outlook is based on the assessment of the current business environment. It may vary due to future economic and other developments both in India and Abroad.

OPPORTUNITIES AND OUTLOOK

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. The electrical industry has immense growth potential, especially considering the increased penetration of electricity and home improvement drive. Over the years, this industry has evolved rapidly with increasing participation of organised players and gave more emphasis on branding. In this environment, we are very well positioned to deliver accelerated growth with an integrated portfolio that enables us to address the design, build and maintain value chains for clients across industries. We have significantly enhanced our ability to address new opportunities that are now emerging.

The developments have increased the demand for electricity, which has been driving the need for power generation as well as transmission and distribution equipment in India. Consequently, the electrical equipment market growth in India has been substantial.

The objective of this report is to share the management’s perspective on the outlook of the business of the Company and the industry in which the Company operates with reference to the external environment; as well as operating and financial performance, risks and opportunities and the adequacy of the internal control systems during the financial year 2022-23. This report should be read in conjunction with the Company’s financial statements together with the schedules and the notes thereto. To enable growth, the country’s economy needs the support of its power sector, which is witnessing heavy investments that will enable it to cater to India’s increasing power demand. India’s electrical equipment industry is expected to play a critical role in improving its power infrastructure. Undoubtedly, the health of the Indian electrical equipment industry is of prime importance. The industry faces challenges both domestically and internationally. Low capacity utilisations, especially in the transmission & distribution (T&D) segment, and the growing threat of low-cost imports are some of the key challenges.

RISKS, THREATS AND CONCERNS

We are passing through a challenging business environment and are exposed to various risks and uncertainties like never before. The Company is closely monitoring the situation on a continuous basis and taking proactive steps to mitigate any adverse impact on account of such volatility. The Company has also established a system to closely monitor the financial health of the customers so as to mitigate any possibility of any distress affecting the smooth working of the Company.

FINANCIAL PERFORMANCE

Stringent lockdown, manpower underutilisation, supply chain and logistics issues and health concerns impacted our business operations. We, however, made concerted efforts to not just successfully mitigate risks and protect business but to also support our employees; customers and communities to adapt to the new normal in a sustainable manner.

Changes in Key Financial Ratio

Particulars	₹ in Lacs	
	2022-23	2021-22
Return On Equity (Roe) (in %)	181.12	9.47
Current Ratio (in times)	1.65	1.53
Debt Equity Ratio (in times)	0.45	0.76
Net Profit Ratio (in %)	9.37	1.39
Net Capital Turnover Ratio (in times)	3.82	2.40
Inventory Turnover Ratio (in times)	8.95	4.13
Trade Receivables Turnover ratio (in times)	3.08	1.54

Management is continuously taking corrective measures to improve the working of the Company. Continuously taking corrective measures, the same is reflected in the EBITA figure of the Company which is improving year on year.

HUMAN RESOURCES

People management is the backbone of your Company and it is regarded as one of the important resources for the success of the Company. The Company strongly believes that the employees’ welfare, development and performance are important contributors to the Company. The Whistle Blower Policy plays an important role as a watchdog. The Company is dedicated to having an optimum level of human resources and believes in the concept of the right talent at the right job since it considers human capital to be the most valuable asset of your Company. RMC has always stepped

up and reviewed its HR policies to ensure transparency, to incorporate its competitiveness in the globally dynamic business environment and to become more powerful and develop itself to be the standard and a successful one. The Human resource managers of the Company have the tools and the opportunity to leverage employee commitment to, and engagement in, the Company's growth strategy.

The Company is proud to have a talented pool comprising professionals from different background with a mix of youth and experience, the leadership and knowledge of the senior management is aligned with the zeal and enthusiasm of the youth brigade. The HR department of the Company was continuously in touch with the employees to guide them and solve their problems. The Company has maintained healthy and cordial industrial relations during the year.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has an adequate internal control system which is commensurate with the nature of its business and the size and complexity of its operations. This internal control system, its adequacy and its effectiveness are periodically reviewed by the Audit Committee. These systems have been designed to ensure optimal utilisation of resources, accurate and timely reporting of financial transactions, compliance with applicable statutes and safeguarding the assets from unauthorised use.

The Audit Committee also monitors the implementation of audit recommendations including those relating to strengthening the Company's risk management policies and systems.

The Company believes in systematic working and placing of proper checks. The Company has a proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, and transactions are authorised, recorded and reported properly. Internal Control is a part of the day-to-day management and administration of your Company. The Company has a proper and adequate system of Internal Control, commensurate with the size, scale and complexity of its operations to ensure orderly and efficient conduct of its business including adherence to corporate policies, safeguarding of assets, prevention of frauds and errors, accuracy and completeness of accounting records and preparation of reliable financial information.

The Internal Audit functions serve to provide independent and objective assurance on the adequacy and effectiveness of the organisation's risk management, control and governance processes assess opportunities for improvement in business processes, systems and controls and provide recommendations designed to add value to the organisation and follows up on the implementation of the agreed audit committee recommendations. The Internal Auditor submits detailed reports periodically to the management and the Audit Committee. The Management makes it a point that the Internal Control is brought under regular review and evaluations in consultation with the Internal Auditor. The Audit Committee actively reviews the adequacy and effectiveness of the internal audit functions of the Company and monitors the implementation of the same.

The Committee also calls for comments from the internal auditors about the Company's internal controls, and scope of audit as and when required which gives them an additional insight on the assessment of such controls. Such an adequate internal control system helps in the identification of potential operation processes.

CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make a significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, and natural calamities over which the Company does not have any direct control.

For and on behalf of the Board of Directors

Sd/-

Ashok Kumar Agarwal
Chairman & Managing Director
DIN: 00793152

Place: Jaipur

Date: 02nd September, 2023

ANNEXURE – 'C'

TO THE BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023
[PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013 AND
RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014]

CONSERVATION OF ENERGY

- a. Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- b. No specific investment has been made in reduction in energy consumption except installation of Solar Plant at Chaksu Plant for reduction of Power Consumption in F.Y. 2022-23.
- c. As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.
- d. Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the Companies (Disclosure of particular in report of Board of Director) Rules, 1988, So we are not required to furnish such information.

TECHNOLOGY ABSORPTION

- I. EFFORTS IN BRIEF, MADE TOWARDS TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:
 - I. The Company continues to perform Product Development activities to improve quality of products and to reduce production cost to serve its customer better.
- II. BENEFITS DERIVED AS A RESULT OF THE ABOVE EFFORTS
 - Improvement in overall productivity
 - Improvement in quality of the products
 - Reduction in process scrap
 - Reduction in Cost
- III. IN CASE OF IMPORTED TECHNOLOGY (IMPORTED DURING THE LAST 3 YEARS RECKONED FROM THE BEGINNING OF THE FINANCIAL YEAR), FOLLOWING INFORMATION MAY BE FURNISHED:
 - Technology Imported - No technology has been imported by the Company.
 - Year of Import- N. A.
 - Has technology been fully absorbed - N.A.
 - If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action:
N. A.
- IV. THE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT
The Company has not incurred any expenditure on Research and Development.

I. FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) ACTIVITIES RELATING TO EXPORTS, INITIATIVES TAKEN TO INCREASE EXPORTS, DEVELOPMENT OF NEW EXPORT MARKETS FOR PRODUCTS AND SERVICES AND EXPORT PLANS: NIL

(B) THE DETAILS OF EARNINGS IN FOREIGN CURRENCY AND OUTGO OF FOREIGN CURRENCY ARE AS UNDER:

PARTICULARS	Year Ended	Year Ended
	31.03.2023 (Amount in ₹)	31.03.2022 (Amount in ₹)
A) Foreign Currency used for:		
a) Raw Materials	-	5,41,502
b) Capital Goods	-	-
c) Expenditure in Foreign Currency	7,28,910.70	-
B) Earnings in Foreign Currency	1,81,49,833.92	-

For and on behalf of the Board of Directors

Sd/-

Ashok Kumar Agarwal

Chairman & Managing Director

DIN: 00793152

Place: Jaipur

Date: 02nd September, 2023

ANNEXURE – ‘D’

TO THE BOARD’S REPORT

PARTICULAR OF EMPLOYEES

[PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

- I. RATIO OF REMUNERATION OF DIRECTORS TO MEDIAN REMUNERATION OF EMPLOYEES (MRE) OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23:

S. No.	Name of Director	Designation	Ratio of Remuneration to MRE	% Increase in Remuneration
1.	Mr. Ashok Kumar Agarwal	Chairman cum Managing Director	18.60:1	20
2.	Mr. Ankit Agrawal	Whole-time Director	16.74:1	20
3.	Mrs. Neha Agarwal	Executive Director	11.63:1	25

- II. THE PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY IN THE FINANCIAL YEAR:

Sl. No.	Name of Person	Designation	% Increase in Remuneration
4.	Mrs. Preeti Khatore	Company Secretary	NIL

- The median remuneration of employees was ₹1,61,276/- as on 31st March, 2023 and ₹ 1,31,714 /- as on 31st March, 2022. There was increase in MRE during the financial year 2022-23 of 22.44 %
- The numbers of permanent employees on the roll of the Company as on 31st March, 2023 were 120.
- The average managerial percentage has been increased by 20.44% in the F.Y. 2022-23, while for others it is increased to 175.51%. This is based on Remuneration policy of the Company that rewards people differentially based on their contribution to the success of the Company and also ensures that external market competitiveness and internal relativities are taken care of. There are no exceptional circumstances in increase in managerial remuneration.
- The Non-Executive Directors of the Company are entitled for sitting fees and commission as per statutory provisions and within the limits approved by the shareholders. The details of remuneration of Non-Executive Directors are provided in the Annual Return (MGT-7). The ratio of remuneration and percentage increase for Non-Executive Directors is therefore not considered for the above purpose.
- The median remuneration calculated on the basis of employee who worked for whole FY 2022-23.
- For calculation of median remuneration of employee total remuneration paid during the year was taken of the all employee except contract labour. Employee Join/ left during the year were not considered for this calculation.
- Remuneration paid during the financial year ended 31st March, 2023 is as per the Remuneration Policy of the Company.

[Pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

I. DETAILS OF TOP TEN EMPLOYEES AS PER REMUNERATION AS ON 31ST MARCH, 2023

Sl. No.	Name	Remuneration received in F. Y. 2022-23	Designation	Date of Commencement of Employment	Nature of Employment	Educational Qualification	Age	Experience in years	Last Employment
1	Ashok Kumar Agarwal	30,00,000	Chairman & Managing Director	23.08.1994	Permanent	B.Com	67	46	Self Employed
2	Ankit Agrawal	27,00,000	Whole-time Director and CFO	20.11.2008	Permanent	B.Com	41	20	Self Employed
3	Neha Agarwal	18,75,000	Executive Director	28.06.2016	Permanent	BBA	40	20	Self Employed
4	Deepika Surana	912420	Manager - Product Design	17.01.2022	Permanent	B.Tech.	32	6	Padmapat engineers
5	Ekta Gupta	608000	Internal Auditor	09.06.2021	Permanent	CA	31	8	APM Projects Pvt. Ltd.
6	Kavindra Pachauri	464249	Manager Inside Sales	16.08.2022	Permanent	B.Tech.	44	20	Insulators & Electricals Company
7	Nilesh Nagdive	432797	Project Manager	03.11.2022	Permanent	B.Tech.	44	20	Jakson Limited
8	Vivek Kumar	414235	Assistant Manager- Sales & Marketing	26.10.2020	Permanent	B.Tech	27	3.5	-
9	Chitra Lekha Chhabra	392700	Manager - Employee Happiness	23.10.2017	Permanent	MBA	37	9	Sunrise Agriland& Development Pvt.Ltd.
10	Preeti Khatore	333266	Company Secretary and Compliance Officer	03.12.2021	Permanent	CS	36	5	-

Note:

- All employments terminable by notice from either side.
- No employee of the Company holds such percentage of equity shares within the meaning of clause (iii) of rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- No employee is relative of any director or manager of the Company other than Directors inter-se.
- No employee of the Company was falling under criteria prescribed in Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- No employee of the Company was falling under criteria prescribed in Rule 5(2)(ii) & 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board of Directors

Sd/-

Ashok Kumar Agarwal

Chairman & Managing Director

DIN: 00793152

Place: Jaipur

Date: 02nd September, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of

RMC SWITCHGEARS LIMITED,

Report on the Standalone Financial Statements

OPINION

that We have audited the financial statements of **RMC SWITCHGEARS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, and statement of Cash Flows for the year the ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the `State of Affairs' of the Company as at March 31, 2023 `Profit' and its `Cash Flows' for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER

Emphasis of Matters is those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined there are no matters to be communicated in our report.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report, Corporate Governance Report, Company's annual report and other information, but does not include the financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to

INDEPENDENT AUDITOR'S REPORT

liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but are not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial results made by the Management and Board of Directors.
4. Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related

to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the standalone financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITOR'S REPORT

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose so of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement (including other comprehensive income) dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Reporting "Annexure B". Our report expresses a modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the matter to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March 2023 on its financial position in its standalone financial statements - Refer Note 28 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2023;
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

INDEPENDENT AUDITOR'S REPORT

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has not declared or paid any dividend during the FY 2022-23. Hence, the provisions of section 123 of Companies Act, 2013 does not apply.

For RAKESH ASHOK AND COMPANY
Chartered Accountants
FRN: 011273C

Place: JAIPUR

Date: 04/05/2023

UDIN: 23407189BGRZRT3280

VIJAY KUMAR GUPTA

(PARTNER)

Membership No.407189

ANNEXURE-A

to the Auditors' Report

The Annexure referred to in the Independent Auditors' Report to the members of the company on the Financial Statements for the year ended 31st March, 2023, we report that:

- i. (a) (i) The company is maintaining proper records showing full particulars, including quantitative details & situation of situation of Property, Plant and Equipment and relevant details of right-of-use assets
 - (ii) The company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the company has a phased program for physical verification of Property, Plant and Equipment and right-of-use assets. In our opinion, the frequency of verification is reasonable, considering the size of the company and nature of its Property, Plant and Equipment and right-of-use assets. Pursuant to the program, physical verification has been carried out during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company. .
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) The inventories lying at its location has been physically verified by the management at reasonable intervals during the year, except for goods in transit and those lying with third parties. In our opinion and according to the information and explanation given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and the nature of its operation. Management has not found discrepancies of 10% or more in the aggregate for each class of inventories on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. The Company has filed quarterly returns or statements with such banks or financial institutions are in agreement with the unaudited books of account and no material discrepancies have been observed.
- iii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to other entities:
 - (A) the aggregate amount during the year with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates is ₹ NIL and balance outstanding at the balance sheet date is ₹ NIL;
 - (B) the aggregate amount during the year with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates is ₹0.55 Crore and out of these, balance outstanding at the balance sheet date is ₹0.55 Crore .
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no stipulation of schedule of repayment of principal and payment of interest or repayable on demand basis.

ANNEXURE-A

to the Auditors' Report

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no overdue amounts in respect of the loans granted to the parties as the company has not demanded the loans.
- (e) The amount is not overdue, on the above loan and advances; hence this clause is not applicable.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has granted loans or advances in the nature of loans repayable on demand or without specifying any terms or period of repayment:

Particulars	All parties	Promoters	Related Parties	Others
Aggregate amount of loans/ advances in nature of loans				
- Repayable on Demand (A)	0.55 Crores	0.00	0.00	0.55 Crores
- Agreement does not specify any terms or period of repayment (B)	0.00	0.00	0.00	0.00
Total (A+B)	0.55 Crores	0.00	0.00	0.55 Crores
Percentage of Loans/ advances in nature of loans to the total advances	100%	0.00	0.00	0.00

- iv. According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.
- vi. As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act and such accounts and records have been so made and maintained.
- vii. (a) According to the records of the company produced for our verification the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, Goods and Services Tax(GST) and any other statutory dues to the appropriate authorities wherever applicable According to the information and explanation given to us, no undisputed arrears of statutory dues were outstanding as on 31/03/2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following:

Name of the Statute	Nature of the Dues	Amount (₹ In lacs)	Period to which the amount relates	Forum where Dispute is pending	Remarks, if Any
Central Excise Deptt.	Excise Duty	18.23	Jan., 2016 to Dec., 2016	CESTAT	The company has deposited ₹1,41,210/- against demand.

- viii. As per information and explanations given to us and based on the records of the company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ANNEXURE-A

to the Auditors' Report

- ix. (a) According to the records of the Company and information given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
 - (b) According to the information and explanations given to us and based on the records of the company, the company has not been declared willful defaulter by any bank or financial institution or government or government authority.
 - (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has utilized funds raised by way of preferential allotment of shares for the purposes for which they were raised.
- xi. (a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of our audit. Hence clause (xi)(a) of the order is not applicable.
 - (b) No Report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) No whistle-blower complaints were received by the company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered the internal audit reports issued to the Company during the year and covering the period up to 31st March, 2023 for the period under audit.
- xv. According to the information and explanation given to us and based on our examination of records of the company, the company has not entered into any non-cash transaction with the directors or person connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a) and (b) of the Order is not applicable.
 - (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
 - (c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- xvii. The company has not incurred any cash loss during the current financial year and in the immediately preceding financial year.
- xviii. There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

ANNEXURE-A

to the Auditors' Report

- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) According to the information and explanation provided to us, the company is not required to comply with section 135 of the Act. Hence the clause (xx)(a) of the order is not applicable.
- (b) As per the records of the company, the company does not have any on-going projects pursuant to section 135 sub-section (5). Hence the clause (xx) (b) of the order is not applicable.

For RAKESH ASHOK AND COMPANY
Chartered Accountants
FRN: 011273C

Place:-JAIPUR

Date: 04/05/2023

UDIN: 23407189BGRZRT3280

VIJAY KUMAR GUPTA
(PARTNER)

Membership No.407189

ANNEXURE-B

to the Independent Auditors' Report

REPORT ON THE INTERNAL FINANCIAL CONTROL UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the Internal Financial Control over Financial Reporting of RMC SWITCHGEARS LTD. ("the Company") as on 31st March, 2023 in conjunction with our audit of the financial statements of the company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls over financial reporting was established and maintained and if such controls operate defectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROL OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding their liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

ANNEXURE-B

to the Independent Auditors' Report

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RAKESH ASHOK AND COMPANY
Chartered Accountants
FRN: 011273C

Place: JAIPUR
Date: 04/05/2023
UDIN: 23407189BGRZRT3280

VIJAY KUMAR GUPTA
(PARTNER)
Membership No.407189

BALANCE SHEET

As at 31st March, 2013

(Amount in ₹ Lacs)

Particulars	Note No.	As At	
		31 st March, 2023	31 st March, 2022
I. EQUITY AND LIABILITIES			
1) Shareholders' Funds			
(a) Share Capital	2	687.22	609.22
(b) Reserves and Surplus	3	3,884.36	2,242.29
		4,571.58	2,851.51
2) Non-Current Liabilities			
(a) Long Term Borrowings	4	1,862.07	2,018.80
(b) Deferred Tax Liabilities (Net)	32	176.80	143.85
(c) Long Term Provisions	5	35.73	14.58
		2,074.60	2,177.23
3) Current Liabilities			
(a) Short Term Borrowings	6	2,787.00	2,130.45
(b) Trade Payables	7		
(i) Total Outstanding dues of micro enterprises and small enterprises		0.00	0.00
(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises		1,147.77	820.05
(c) Other Current Liabilities	8	795.49	313.42
(d) Short Term Provisions	9	279.61	0.00
		5,009.87	3,263.91
TOTAL		11,656.05	8,292.66
II. ASSETS			
1) Non-Current Assets			
(a) Property, Plant and Equipments	10		
(i) Tangible Assets		2,960.89	2,913.71
(ii) Intangible Assets		6.19	9.94
		2,967.07	2,923.65
(b) Non-current Investments		0.00	0.00
(c) Long Term Loans and Advances (Capital Advances)	11	47.16	16.25
(d) Other Non-Current Assets	12	352.94	357.71
		400.10	373.95
2) Current Assets			
(a) Inventories	13	883.28	1,326.84
(b) Trade Receivables	14	5,708.06	2,417.78
(c) Cash and Cash Equivalents	15	458.56	11.10
(d) Short Term Loans and Advances	16	1,149.37	965.96
(e) Other Current Assets	17	89.61	273.38
		8,288.87	4,995.05
TOTAL		11,656.05	8,292.66

The accompanying notes are an integral part of the financial statements

As per our separate report of even date
For **Rakesh Ashok & Company**
Chartered Accountants
FRN 011273C

CA V. K. Gupta
Partner
Membership Number : 407189
UDIN: 23407189BGRZRT3280

Place: Jaipur
Date: 04th May, 2023

For & on behalf of the Board of Directors
RMC Switchgears Limited

Ashok Kumar Agrawal
Chairman Cum Managing Director
(DIN: 00793152)

Ankit Agrawal
Whole-time Director &
Chief Financial Officer
(DIN: 00793035)

Preeti Khatore
Company Secretary

STATEMENT OF PROFIT AND LOSS

For the year ended 31st March, 2023

(Amount in ₹ Lacs)

Particulars	Note No.	For the Year Ended 31 st March, 2023	For the Year Ended 31 st March, 2022
I. Revenue from Operations(Gross)	18	12,527.17	4,156.03
II. Other Income	19	46.23	66.82
III. Total Revenue (I + II)		12,573.41	4,222.86
IV. Expenses			
a) Cost of Materials consumed	20	7,365.12	2,660.56
b) Changes in inventories of Finished Goods & Work-in-Progress	21	51.91	(21.27)
c) Purchases of Stock-in-Trade		50.30	11.15
d) Employee Benefits Expenses	22	504.46	202.21
e) Finance Costs	23	695.63	306.59
f) Depreciation and Amortization Expenses	24	280.12	280.71
g) Other expenses	25	1,930.52	748.47
Total Expenses (a to g)		10,878.06	4,188.43
V. Profit Before Exceptional Items and Tax (III - IV)		1,695.34	34.43
VI. Exceptional Items		0.00	0.00
VII. Profit Before Tax (V - VI)		1,695.34	34.43
VIII. Tax Expenses			
a) Current Tax		332.93	5.37
b) MAT Credit Used (Mat Credit Entitlement)		155.40	(5.37)
c) Deferred Tax Liability	32	32.95	(23.27)
IX. Profit (Loss) After Tax (VII-VIII)		1,174.07	57.70
X Earning per equity share: (Face Value of ₹ 10 each)	29		
a) Basic		18.97	0.95
b) Diluted		18.97	0.95

The accompanying notes are an integral part of the financial statements

As per our separate report of even date
For **Rakesh Ashok & Company**
Chartered Accountants
FRN 011273C

CA V. K. Gupta
Partner
Membership Number : 407189
UDIN: 23407189BGRZRT3280

Place: Jaipur
Date: 04th May, 2023

For & on behalf of the Board of Directors
RMC Switchgears Limited

Ashok Kumar Agrawal
Chairman Cum Managing Director
(DIN: 00793152)

Ankit Agrawal
Whole-time Director &
Chief Financial Officer
(DIN: 00793035)

Preeti Khatore
Company Secretary

CASH FLOW STATEMENT

For the year ended 31st March, 2023

Particulars	(Amount in ₹ Lacs)	
	Year ended on 31 st March, 2023	Year ended on 31 st March, 2022
I) CASH FLOW FROM OPERATING ACTIVITIES		
1 Net Surplus as per Statement of Profit & Loss Before Taxes	1,695.34	34.43
2 Adjustments for:		
(i) Depreciation and Amortisation	280.12	280.71
(ii) Finance Cost	695.63	306.59
(iii) Interest Income	(36.85)	(32.04)
(iv) Provisions	54.10	(12.76)
Operating Profit Before Working Capital Changes	2,688.35	576.94
3 Adjustments for Working Capital changes:		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	443.56	(447.93)
Trade receivables	(3,290.28)	579.24
Short-term loans and advances	(183.41)	(438.24)
Other current assets	183.77	135.93
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	327.72	37.11
Other current liabilities	482.07	(171.86)
Short Term Provisions	279.61	
4 Cash Generated From Operations	931.38	271.19
Less: Direct Taxes	521.28	
NET CASH FROM OPERATING ACTIVITIES [A]	410.10	271.19
II) CASH FLOW FROM INVESTING ACTIVITIES		
(i) Purchase of Tangible / Intangible Assets	(323.54)	(229.40)
(ii) Proceeds on Disposal of Tangible Fixed Assets	0.00	30.00
(iii) Interest Received	36.85	32.04
(iv) Other Non Current Assets	4.77	(80.20)
(v) Long Term Loans and Advances	(30.91)	14.00
NET CASH (USED IN) INVESTING ACTIVITIES [B]	(312.84)	(233.57)
III) CASH FLOW FROM FINANCING ACTIVITIES		
(i) Proceeds/(Repayment) from Short Term Borrowings(Net)	656.56	281.27
(ii) Proceeds from Equity Issue	78.00	0.00
(iii) Proceeds by way of premium on issue of shares	468.00	0.00
(iv) Proceeds/(Repayment) from Long Term borrowings (Net)	(156.73)	(48.14)
(v) Finance Cost Paid	(695.63)	(306.59)
NET CASH FROM FINANCING ACTIVITIES [C]	350.20	(73.47)
NET CASH GENERATED/(USED) [A+B+C]	447.46	(35.84)
Cash & cash equivalents- The beginning of the year	11.10	46.94
Cash & cash equivalents- The end of the year	458.56	11.10
Note:		
1 Components of cash & cash Equivalents:-		
Cash on hand	15.22	10.62
Balances with banks		
In current Accounts	0.20	0.00
In fixed deposits	443.14	0.47
	458.56	11.10
2 The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard -3 on Cash Flow Statement		

The accompanying notes are an integral part of the financial statements

As per our separate report of even date
For **Rakesh Ashok & Company**
Chartered Accountants
FRN 011273C

CA V. K. Gupta
Partner
Membership Number : 407189
UDIN: 23407189BGRZRT3280

Place: Jaipur
Date: 04th May, 2023

For & on behalf of the Board of Directors
RMC Switchgears Limited

Ashok Kumar Agrawal
Chairman Cum Managing Director
(DIN: 00793152)

Ankit Agrawal
Whole-time Director &
Chief Financial Officer
(DIN: 00793035)

Preeti Khatore
Company Secretary

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE NO. 1

i) Corporate Information

RMC Switchgears Limited is a public company domiciled in India. The company is primarily engaged in the business of 'Switchgear Engineering', 'EPC contracts for power distribution/ transmission sector'.

ii) Basis of Accounting

The financial statements have been prepared to comply in all material respects with the Generally Accepted Accounting Principles in India under the historical cost convention on an accrual basis pursuant to Section 133 of the Companies Act, 2013 ("the Act") read with the Accounting Standards issued by the National Advisory Committee on Accounting Standards (NACAS) and The Institute of Chartered Accountants of India (ICAI). Accounting policies have been consistently applied by the company except where a newly issued Accounting Standard is initially adopted or a revision to an existing Standard required a change in accounting policy hitherto in use.

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. The company's financial statements are presented in Indian Rupees, which is its functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated.

Classification of assets and liabilities into Current / Non-current.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule III to the Act.

iii) Changes in Accounting Policies

The Company has reclassified/regrouped/rearranged the previous year figures, wherever necessary, to make them comparable with revised schedule III to the act applicable for current year's figures & groups.

iv) Assets and Depreciation

a) Property Plant & Equipment are stated at cost including attributable cost (net of cenvat/vat credit /GST Credit availed) of bringing the assets to its working condition for the intended use.

b) Depreciation on the assets has been provided as under:

- 1) Depreciation has been provided on the basis of useful lives of the tangible assets as prescribed in Schedule II to the Companies Act, 2013 by using Straight-line method (SLM) of depreciation.
- 2) Depreciation on intangible assets is provided in accordance with AS-26 over the period of 5 years.
- 3) Premium paid on Leasehold Landis amortized over the Lease term which is of 99 years.
- 4) Impairment of Tangible & Intangible Assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using weighted average cost of capital.

Post impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

v) Valuation of Inventory

Inventory of raw material, stores, spares, semi-finished goods and finished goods are valued at lower of cost and net realizable value. Cost is determined on the basis of FIFO/Weighted Average Method. Inventory of rejected material is valued at cost or net realizable value whichever is lower. Work in process generally includes cost of direct material, labour cost and other manufacturing overheads. Goods-in-Transit is valued at cost.

(vi) Income Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961 (the "Income Tax Act").

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of

NOTES

To the Financial Statements for the year ended on 31st March, 2023

losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set-off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

vii) Liquidated Damages:

Liquidated damages are provided based on contractual terms when the delivery/commissioning dates of an individual project have exceeded or are likely to exceed the delivery/commissioning dates as per the respective contract. This expenditure is expected to be incurred over the respective contractual terms upto closure of the contract.

viii) Foreign Currency:

- a) Transactions in Foreign Currency entered into by the Company are accounted at the Exchange Rates prevailing the date of the transaction. Foreign Currency monetary items of the company, outstanding on the Balance Sheet date are restated at the year-end rates. Non- monetary items of the company are carried at historical costs.
- b) Exchange Difference arising on settlement / restatement of short term foreign currency monetary assets & liabilities of the company are recognized as expense in the statement of Profit & Loss or capitalized if such differences pertain to creation of Fixed Assets.

ix) Revenue Recognition:

- a) Sales Revenue is recognized when the risk and rewards of ownership are passed on to the customers, which is generally on dispatch.
- b) Revenue from turnkey contracts is recognized based on the stage of completion determined with reference to the costs incurred on contracts and their estimated total costs. Provision for foreseeable losses/ construction contingencies on turnkey contracts is made on the basis of technical assessments of costs to be incurred and revenue to be accounted for.
- c) Price Escalation and other claims or variations in the contract work are included in contract revenue only when:
 - i) Negotiations have reached to an advanced stage such that it is probable that customer will accept the claim: and
 - ii) The amount that is probable will be accepted by the customer and can be measured reliably.

x) Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as of the date of financial statements and the reported amount of revenue and expenses of the year. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

xi) Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets as Pre-operative Expenses. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred. Interest Capitalised during the year is ₹ 398031/- (Previous year NIL)

xii) Employees Benefits:

a) Defined Contribution Plans:

Employees' own and Employer's contribution to Provident Funds are contributed by company monthly at a determined rate. These contributions are remitted to the Employees' Provident Fund Organization, India and is charged to Profit and Loss Account on accrual basis.

b) Defined Benefits Plans:

Gratuity: The company provides for gratuity, a defined benefit retirement plan, for its employees. The plan provides for lump sum payments to the eligible employees at retirement, death, while in employment, or on termination of employment or otherwise as per the provisions the Payment of Gratuity Act, 1972. The company accounts for liability of future gratuity benefits based on an external actual valuation on projected unit credit method carried out annually for assessing liability as at the balance sheet date.

xiii) Segment Reporting :

a) Primary Segment:

Company is engaged in `Switch Gear Engineering' and `Construction contracts for power distribution / transmission sector' which relate to one primary segment i.e. Power.

b) Secondary Segment:

The Company operates predominantly within the geographical limits of India and accordingly secondary segments have not been considered.

NOTES

To the Financial Statements for the year ended on 31st March, 2023

xiv) Deferred Revenue Expenditure:

Deferred Revenue Expenditure incurred is being written off over the period of 5 years in installment, beginning from 2020-21.

xv) Corresponding Figures of previous year have been reclassified/regrouped or rearranged to make them comparable with the current year figures.

xvi) Other statutory information:

1. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
2. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
3. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
4. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
5. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
6. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
7. The Company is not declared willful defaulter by and bank or financial institution or lender during the year.
8. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
9. Periodical returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
10. The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
11. The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in-progress are held in the name of the Company as at the balance sheet date.
12. The Company does not have any transactions with companies which are struck off.
13. Company is not covered by the Section 135 of the Companies Act, 2013, dealing with the 'Corporate Social Responsibility' during the FY 2022-23.

The accompanying notes are an integral part of the financial statements

As per our separate report of even date
For **Rakesh Ashok & Company**
Chartered Accountants
FRN 011273C

CA V. K. Gupta
Partner
Membership Number : 407189
UDIN: 23407189BGRZRT3280

Place: Jaipur
Date: 04th May, 2023

For & on behalf of the Board of Directors
RMC Switchgears Limited

Ashok Kumar Agrawal
Chairman Cum Managing Director
(DIN: 00793152)

Ankit Agrawal
Whole-time Director &
Chief Financial Officer
(DIN: 00793035)

Preeti Khatore
Company Secretary

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 2 : SHARE CAPITAL

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
Authorized Capital		
110,00,000 (Previous Year: 65,00,000) Equity Shares of ₹10/- each	1,100.00	650.00
Issued, Subscribed and Paid Up Capital		
68,72,200 (Previous Year: 60,92,200) Equity shares of ₹10/- each Fully Paid up	687.22	609.22
TOTAL	687.22	609.22

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos. of Shares	Amount	Nos. of Shares	Amount
Outstanding at the beginning of the Year	60,92,200	609.22	60,92,200.00	609.22
Add: Shares issued during the year	7,80,000	78.00	0.00	0.00
Outstanding at the end of the Year	68,72,200	687.22	60,92,200.00	609.22

(ii) Details of Shareholders holding more than 5 % equity shares :

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos. of Shares	Amount	Nos. of Shares	Amount
(a) Ashok Kumar Agarwal	1582320	23.02%	9,13,800.00	15.00%
(b) Ankit Agarwal	669880	9.75%	5,69,880.00	9.35%
(c) Santosh Agarwal	0	0.00%	5,68,520.00	9.33%
(d) Vitthal Das Agarwal (HUF)	500600	7.28%	5,00,600.00	8.22%
(e) Neha Agrawal	470000	6.84%	4,20,000.00	6.89%
(f) Argent Leasing & Finance Pvt. Ltd.	295120	4.29%	4,13,120.00	6.78%

Note: Shares of Smt. Santosh Agarwal were transmitted in favour of her legal heir Shri Ashok Kumar Agarwal after her sad demise.

(iii) Terms and Rights attached to equity shares:

The Company has only one class of equity shares having a face value of ₹10 per share. Each holder of equity shares is entitled to one vote per equity share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member. All equity shares of the Company rank pari passu in all respects including the right to dividend. The dividend is recommended by the Board of Directors and declared by the members at the ensuing Annual general Meeting.

(iv) Company doesn't have any holding or ultimate holding Company.

NOTES

To the Financial Statements for the year ended on 31st March, 2023

(v) Share Holding of Promoters are given below :

S. No.	Promoter	As at 31 st March, 2023		As at 31 st March, 2022		% Change During The Year
		No. of Shares	% Holding	No. of Shares	% Holding	
(a)	Ashok Kumar Agarwal	1582320	23.02%	9,13,800	15.00%	8.03%
(b)	Ankit Agarwal	669880	9.75%	5,69,880	9.35%	0.39%
(c)	Santosh Agarwal	-	0.00%	5,68,520	9.33%	-9.33%
(d)	Vitthal Das Agarwal (HUF)	500600	7.28%	5,00,600	8.22%	-0.93%
(e)	Neha Agrawal	470000	6.84%	4,20,000	6.89%	-0.05%
(f)	Vitthal Das Agarwal	63200	0.92%	63,200	1.04%	-0.12%
(g)	Rajendra Kumar Agarwal	-	0.00%	40,320	0.66%	-0.66%
(h)	Atika Agarwal	34680	0.50%	34,680	0.57%	-0.06%
(i)	Ashok Kumar Agarwal(HUF)	212840	3.10%	2,12,840	3.49%	-0.40%
(j)	Ankit Agarwal (HUF)	104000	1.51%	1,04,000	1.71%	-0.19%

NOTE 3 : RESERVES AND SURPLUS

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
(a) Share Premium Account		
As per Last Financial Statements	1,068.11	1,068.11
Add: Received during the year	468.00	0.00
Closing Balance	1,536.11	1,068.11
(b) Capital Reserve		
As per Last Financial Statements:		
Capital Investments Subsidy - State	14.50	14.50
CLCS Subsidy-Central Government	15.00	15.00
	29.50	29.50
(c) Retained Earnings		
As per Last Financial Statements	1,144.68	1,086.97
Add : Net Profit transferred from Statement of Profit and Loss	1,174.07	57.70
Net Surplus in Statement of Profit and Loss	2,318.74	1,144.68
TOTAL	3,884.36	2,242.29

Nature and purpose of reserve

Retained Earnings

Retained earnings represents cumulative profits of the company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of Companies Act, 2013.

Securities Premium

The Securities premium was created on issue of shares. This reserve will be utilised in accordance with provisions of the Act.

Capital Reserve

The purpose for which a capital reserve is created is for preparing the company for sudden events like inflation, business expansion, Govt Subsidy to be returned etc.

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 4 : LONG TERM BORROWINGS

(Amount in ₹ Lacs)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Non Current	Current	Non Current	Current
Secured				
I. Term Loans (GECL)				
From Punjab National Bank	182.40	100.71	284.48	76.00
From The Federal Bank Ltd	16.99	33.67	82.64	0.00
II. Term Loan (Equipment Loans)				
From SIDBI	200.87	52.93	0.00	0.00
From Punjab National Bank	0.00	0.00	5.06	105.12
III. Term Loans for Vehicles				
	11.68	10.15	21.83	21.52
Unsecured				
I. From Directors	506.88	0.00	489.83	0.00
II. Inter-Corporate Deposits	869.33	278.79	508.47	453.01
III. Others	73.92	231.50	626.49	83.76
TOTAL	1,862.07	707.74	2,018.80	739.42

(A) Nature of Securities:

I. GECL from PNB and Federal Bank

Secured by way of first charge on the fixed assets of the company, both present and future, situated at Tehsil Chaksu, Jaipur and personal guarantees of Ashok Kumar Agarwal, Ankit Agarwal and Neha Agarwal, Directors of The Company. The loan is also secured by collateral security of immovable properties located at Plot No. B-11(B&C), Malviya Industrial Area, Jaipur and Khasra No.157, 163 & 164, Village Badodiya, Chaksu Jaipur (owned by company), Apartment no. 1302, type 3 BHK-Sky Villa on 13th Floor in wing no.1 in 'The Crest' situated at Airport Enclave Scheme, Tonk Road, Durgapura, Jaipur (owned by Mrs.Neha Agarwal) and Plot No. 84 & 85, Amrit Nagar, Jaipur (owned by Shri Ankit Agarwal, Director) on pari-passu basis with The Federal Bank Ltd.

II. SIDBI Loan- Plant and Machinery

SIDBI Loan is secured by way of first charge in the shape hypothecation on the plant and machinery to be bought out of the term loan disbursed and further secured by lien on the 'Fixed Deposits' amounting ₹ 57.30 Lacs plus accrued interest thereon and the personal guarantees of Ashok Kumar Agarwal and Ankit Agarwal and Smt. Neha Agarwal, Directors of Company,

III. SIDBI Loan- Solar Plant

SIDBI Loan is secured by way of first charge in the shape hypothecation on the plant and machinery to be bought out of the term loan disbursed and further secured by lien on the 'Fixed Deposits' amounting ₹ 66 Lacs plus accrued interest thereon and the personal guarantees of Ashok Kumar Agarwal and Ankit Agarwal and Smt. Neha Agarwal, Directors of Company,

IV. Vehicles loans

Vehicle loans are secured by hypothecation of the respective vehicle.

V. Punjab National Bank- Term Loan for Plant & Machinery

Loans for plant & machinery are secured by hypothecation of the respective machinery created from the loan.

NOTES

To the Financial Statements for the year ended on 31st March, 2023

(B) Terms of repayment of term loans and other loans:

1 Secured Term Loans

Particulars	As at		Terms of Repayment
	31 st March, 2023	31 st March, 2022	
I. SIDBI- Solar Loan	187.77	0.00	Repayment to be made over 60 equal intallments beginning from 10/06/2023 having interest rate of 2.1% over Repo rate. Current effective interest rate is 8.6%
II. SIDBI- Plant and Machinery	66.03	0.00	Repayment to be made over 54 equal intallments beginning from 10/09/2023 having interest rate of 2.1% over Repo rate. Current effective interest rate is 8.60%
III. Punjab National Bank	0.00	110.18	Repayable in 66 Graded Monthly Installments commencing from 30th April, 2018 @ MCLR + Spread of 4.5%, repayable ₹ 876000/- per month plus interest. Stand fully repaid as on 31.03.2023.
IV. GECL from Punjab National Bank- I	106.77	183.55	Repayable in 48 Monthly Installments @ RLLR + 0.85% subject to maximum of 9.25% commencing from October, 2021
V. GECL from Punjab National Bank- II	176.34	176.93	Repayable in 48 Monthly Installments @ RLLR + 0.85% subject to maximum of 9.25% commencing from November, 2023
VI. GECL from Federal Bank	50.66	82.64	Repayable in 36 Equitated Monthly Installments of ₹319163/- @ Repo Rate + 5.25% subject to maximum of 9.25% p.a. commencing from September, 2021.

2 Unsecured Term Loans

Particulars	As at		Terms of Repayment
	31 st March, 2023	31 st March, 2022	
(A) Loan from Directors	506.88	489.83	Loans from directors received in capacity of Promoter Contribution without specific terms & conditions. However the company has unconditional right to defer the payment as and when demanded for a period exeeding 12 months.
(B) Inter-Corporate Deposits	1,148.12	961.49	Repayable not earlier than 12 months on demand.
(C) Others			
(i) Standard Chartered Bank	0.00	394.60	Repayable in 144 Equated Monthly Installments of ₹ 652536/- each commencing in Dec. 2016 @ 9.85% p.a.. Fully repaid as on 31/03/2023
(ii) Standard Chartered Bank	0.00	90.41	Repayable in 120 Equated Monthly Installments of ₹ 131046/- each @ 9.45%. Fully repaid as on 31/03/2023
(iii) Standard Chartered Bank- GECL	56.28	56.28	No installments were paid upto 31/03/2023. Loan stand fully repaid in April, 2023
iv) IDFC First Bank Ltd	4.03	6.37	Repayable in 36 Equated Monthly Installments of ₹ 24065/- each commencing from Oct.2021 @ 9.25% p.a. First 12 months only interest to be paid. 30 Installment has been paid as on 31st March, 2023.

NOTES

To the Financial Statements for the year ended on 31st March, 2023

Particulars	As at	As at	Terms of Repayment
	31 st March, 2023	31 st March, 2022	
(v) IDFC First Bank Ltd	0.00	10.65	Repayable in 36 Equated Monthly Installments of ₹ 141040/- each @ 15.5% p.a. 36 Installments have been paid as on 31 st March, 2023.
(vi) Standard Chartered Bank	57.00	93.01	Repayable in 60 Equated Monthly Installments @ 8% commencing from January, 2022. Fully repaid in April, 2023
(vii) Axis Bank	14.86	19.40	Repayable in 36 Equated Monthly Installments @ 16% commencing from May, 2022.
(viii) ICICI Bank	23.20	39.53	Repayable in 24 Equated Monthly Installments @ 15% commencing from May, 2022.
(ix) Kotak Mahindra Bank Limited	23.34	0.00	Repayment in 13 Graded Monthly Installments of ₹252170/- commencing from January, 2023 @ 15.50% p.a.
(x) IndusInd Bank Limited	32.47	0.00	Repayment in 24 Graded Monthly Installments of ₹172208/- commencing from February, 2023 @ 16.50% p.a.
(xi) IDFC First Bank Limited	46.85	0.00	Repayment in 24 Graded Monthly Installments of ₹245458/- commencing from February, 2023 @ 15.25% p.a.
(xii) Unity Small Finance Bank Limited	47.38	0.00	Repayment in 24 Graded Monthly Installments of ₹252156/- commencing from February, 2023 @ 17% p.a.
	305.41	710.25	

3 Vehicle Loans

Particulars	As at	As at	Terms of Repayment
	31 st March, 2023	31 st March, 2022	
I. ICICI Bank Ltd.	4.13	5.65	Repayable in 60 Equated Monthly Installments of ₹ 16438/- each @ 9.15% p.a. 32 installments have been re-paid in full as on 31 st March, 2023
II. The Federal Bank Ltd	0.00	1.55	Repayable in 60 Equated Monthly Installments of ₹ 20589/- each @ 8.90% p.a. 60 Installments have been paid as on 31 st March, 2023.
III. HDFC Bank Ltd	16.69	23.56	Repayable in 60 Equated Monthly Installments of ₹ 71720/- each @ 8.50% p.a. 35 Monthly Installments have been paid as on 31 st March, 2023.
IV. HDFC Bank Ltd	1.01	12.60	Repayable in 60 Equated Monthly Installments of ₹ 101640/- each @ 8.26% p.a. 59 Monthly Installments have been paid as on 31 st March, 2023.

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 5 : LONG TERM PROVISIONS

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
Provision for Employee benefits	35.73	14.58
TOTAL	35.73	14.58

NOTE 6 : SHORT TERM BORROWINGS

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
Loans repayable on demand:		
Secured		
(a) Cash Credit from banks	2,079.26	1,391.02
(b) Current maturities of Long Term Borrowings:		
Term Loans (Secured)	187.31	181.12
Vehicle Loans (Secured)	10.15	21.52
Other Loans	510.29	536.78
TOTAL	2,787.00	2,130.45

Nature of Securities:

- I First charge on Raw Material, Work-in Progress, Stocks, Finished Good, book debts and entire other Current Assets of the Company's on Pari-Passu with consortium Banks (Present & Future)
- II Cash Credit under the consortium arrangements between Punjab National Bank and The Federal Bank Ltd. are collaterally secured by way of equitable mortgage of immovable properties located at Plot No. B-11(B&C), Malviya Industrial Area, Jaipur and Khasra No.157, 163 & 164, Village Badodiya, Chaksu Jaipur (owned by company), Apartment no. 1302, type 3 BHK-Sky Villa on 13th Floor in wing no.1 in 'The Crest' situated at Airport Enclave Scheme, Tonk Road, Durgapura, Jaipur (owned by Mrs.Neha Agarwal) and Plot No. 84 & 85, Amrit Nagar, Jaipur (owned by Shri Ankit Agarwal, Director) on pari-passu basis with The Federal Bank Ltd.

NOTE 7 : TRADE PAYABLE

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
Micro Enterprises and Small Enterprises	0.00	0.00
Others	1,147.77	820.05
TOTAL	1,147.77	820.05

Trade Payables ageing Schedule as on 31st March, 2023

(Amount in ₹ Lacs)

Particulars	Ourstanding for following periods from due date of payment				Total Outstandings
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i MSME	0.00	0.00	0.00	0.00	0.00
ii Others	1,122.74	11.42	2.44	11.17	1,147.77
iii Disputed Dues- MSME	0.00	0.00	0.00	0.00	0.00
iv Disputed Dues- Others	0.00	0.00	0.00	0.00	0.00
Total	1,122.74	11.42	2.44	11.17	1,147.77

NOTES

To the Financial Statements for the year ended on 31st March, 2023

Trade Payables ageing Schedule as on 31st March, 2022

(Amount in ₹ Lacs)

Particulars	Ourstanding for following periods from due date of payment				Total Outstandings
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i MSME	0.00	0.00	0.00	0.00	0.00
ii Others	737.76	41.48	21.53	19.28	820.05
iii Disputed Dues- MSME	0.00	0.00	0.00	0.00	0.00
iv Disputed Dues- Others	0.00	0.00	0.00	0.00	0.00
Total	737.76	41.48	21.53	19.28	820.05

NOTE 8 : OTHER CURRENT LIABILITIES

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
a) Advance from Customers	352.35	5.88
b) Sundry Creditors others and Provisions	273.15	294.16
c) Statutory & Other Liabilities	169.98	13.37
TOTAL	795.49	313.42

NOTE 9 : SHORT TERM PROVISIONS

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
a) Provisions for Expenses and Income Tax	278.70	0.00
b) Provision for Interest Accrued but not due	0.91	0.00
TOTAL	279.61	0.00

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE : 10 PROPERTY, PLANT & EQUIPMENT

DESCRIPTION OF ASSETS	GROSS CARRYING AMOUNT				DEPRECIATION AND AMORTISATION				NET CARRYING AMOUNT			
	AS AT 1st April 2022		AS AT 31st March, 2023		AS AT 1st April 2022		SALES DELETIONS / AMORTISATION		AS AT 31st March 2023		AS AT 31st March 2023	
	RS.	RS.	RS.	RS.	RS.	RS.	RS.	RS.	RS.	RS.	RS.	
1. TANGIBLE ASSETS												
Freehold Land	18.50	-	18.50	-	-	-	-	-	-	18.50	-	18.50
Leasehold Land	5.98	-	5.98	1.55	-	0.06	-	1.61	4.38	4.38	-	4.43
Buildings	857.55	-	857.55	275.49	-	23.75	-	299.25	558.31	558.31	-	582.06
Plant & Equipment	2,313.52	214.37	2,527.89	985.45	-	129.91	-	1,115.36	1,412.53	1,412.53	-	1,328.07
Miscellaneous Fixed Assts	1,247.09	98.50	1,311.68	374.19	32.11	86.84	428.92	882.76	882.76	882.76	-	872.89
Furniture and Fixtures	47.95	-	47.95	31.23	-	2.94	-	34.17	13.78	13.78	-	16.72
Vehicles	244.45	-	244.07	153.42	19.71	19.73	153.44	70.63	70.63	70.63	-	91.03
TOTAL	4,735.05	312.87	4,993.63	1,821.34	51.82	263.23	2,032.74	2,960.89	2,913.71	2,913.71	-	2,968.73
Previous Year	4,536.54	240.66	4,735.05	1,567.81	-	253.52	1,821.34	2,913.71	2,968.73	2,913.71	-	2,968.73
2. INTANGIBLE ASSETS												
Computer Softwares and Licenses	43.66	-	37.57	33.71	5.78	3.45	31.38	6.19	6.19	6.19	-	9.94
TOTAL	43.66	-	37.57	33.71	5.78	3.45	31.38	6.19	6.19	6.19	-	9.94
Previous Year	42.76	0.90	43.66	26.88	-	6.84	33.71	9.94	9.94	9.94	-	15.88
GRAND TOTAL	4,778.70	312.87	5,031.20	1,855.05	57.60	266.68	2,064.13	2,967.07	2,923.65	2,967.07	-	2,923.65
Previous Year	4,579.30	241.56	4,778.70	1,594.69	-	260.36	1,855.05	2,923.65	2,923.65	2,923.65	-	2,984.61

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 11 : LONG TERM LOANS AND ADVANCES

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
(Unsecured, considered good)		
Capital Advances	47.16	16.25
TOTAL	47.16	16.25

NOTE 12 : OTHER NON - CURRENT ASSETS

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
(Unsecured, considered good)		
(a) Security Deposits	11.49	11.49
(b) Deferred Revenue Expenditure	26.89	40.33
(c) Fixed Deposits with Banks	314.56	305.89
(Pledged with Bank as Margin Money for Bank Guarantees/Letter of Credits)		
TOTAL	352.94	357.71

NOTE 13 : INVENTORIES

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
(a) Raw Materials (Including Goods in Transit of ₹- NIL Previous year ₹NIL)	445.11	828.82
(b) Work in Progress	254.08	204.70
(c) Finished Goods(including Scrap)	132.87	234.15
(d) Stores & spares (Including Goods in Transit of ₹- NIL Previous year ₹NIL)	51.23	59.16
TOTAL	883.28	1,326.84

NOTE 14 : TRADE RECEIVABLES

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
(Unsecured, considered good)		
(a) Current - Outstanding for less than 6 months	4,908.25	1,376.71
(b) Others	799.81	1,041.06
TOTAL	5,708.06	2,417.78

NOTES

To the Financial Statements for the year ended on 31st March, 2023

Trade Receivable ageing schedule as on 31st March, 2023

(Amount in ₹ Lacs)

Sl. No.	Particulars	Outstanding for following periods from due date of payments					Total
		Less Than 6 Months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
i)	Undisputed Trade receivables -considered good	4,908.25	183.65	488.40	16.40	3.49	5,600.19
ii)	Undisputed Trade receivables -considered doubtful	-	-	-	-	0.00	0.00
iii)	Disputed Trade Receivables-considered good	-	-	-	76.38	31.48	107.86
iv)	Disputed Trade Receivables-considered doubtful	-	-	-	-	0.00	0.00
	Total	4,908.25	183.65	488.40	92.78	34.97	5,708.06

Trade Receivable ageing schedule as on 31st March, 2022

(Amount in ₹ Lacs)

Sl. No.	Particulars	Outstanding for following periods from due date of payments					Total
		Less Than 6 Months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
i)	Undisputed Trade receivables -considered good	1,376.71	500.19	419.11	3.81	1.84	2,301.66
ii)	Undisputed Trade receivables -considered doubtful	-	-	-	-	0.00	0.00
iii)	Disputed Trade Receivables-considered good	-	-	76.38	6.71	33.03	116.12
iv)	Disputed Trade Receivables-considered doubtful	-	-	-	-	0.00	0.00
	Total	1,376.71	500.19	495.49	10.51	34.87	2,417.78

NOTE 15 : CASH AND CASH EQUIVALENTS

(Amount in ₹ Lacs)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
(a) Cash on Hand	15.22	10.62
(b) Balances with Banks:		
i) In Current Accounts	0.20	0.00
ii) Fixed Deposits (including Accrued Interest)	443.14	0.47
(Pledged with Bank as Cash Margin Money for Bank Guarantees/ Letter of Credits)		
TOTAL	458.56	11.10

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 16 : SHORT TERM LOANS AND ADVANCES

(Amount in ₹ Lacs)

Particulars	As at	
	31 st March, 2023	31 st March, 2022
(Unsecured, considered good)		
(a) Advances Recoverable in Cash/Kind or value to be received	690.10	659.27
(b) Prepaid Expenses	285.53	106.31
(c) Other Loans & Advances	173.74	195.00
(d) MAT Credit Entitlement for Current year	0.00	5.37
TOTAL	1,149.37	965.96

NOTE 17 : OTHER CURRENT ASSETS

(Amount in ₹ Lacs)

Particulars	As at	
	31 st March, 2023	31 st March, 2022
(Unsecured, considered good)		
(a) Input GST Credit to be adjusted against future tax liabilities	0.28	73.70
(b) Security Deposits	89.34	49.65
(c) MAT Credit Entitlement	0.00	150.03
TOTAL	89.61	273.38

NOTE 18 : REVENUE FROM OPERATIONS

(Amount in ₹ Lacs)

Particulars	For the	
	year ended 31 st March, 2023	year ended 31 st March, 2022
(a) Sale of Products		
Product Sales	11,271.34	3,830.75
Sale of Scrap	27.73	143.99
(b) Sale of Services		
Erection & Commissioning Services	8.61	0.00
Works Contract Services	1,219.49	88.64
	12,527.17	4,063.37
(c) Other Operating Revenues		
Job Work Income/ Commission Income	0.00	92.66
Revenue From Operations (Gross)	12,527.17	4,156.03

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 19 : OTHER INCOME

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
a) Interest on Bank Deposits including Interest Accrued but not due	19.02	18.02
b) Interest earned on Bills of Exchange	0.00	3.10
c) Interest earned on Loans and Advances	15.80	6.02
d) Interest on income tax refund	2.03	4.90
e) Rental Income	3.56	0.00
f) Price & Rate difference	5.82	34.79
TOTAL	46.23	66.82

NOTE 20 : COST OF MATERIALS CONSUMED

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Opening Stock	828.82	390.25
Add : Purchases(Net of Returns)	6,981.41	3,099.13
	7,810.23	3,489.38
Less: Closing Stock	445.11	828.82
TOTAL	7,365.12	2,660.56

NOTE 20.1 : Value of Imported and indigenous Raw material Consumed and their percentage to consumption:

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
a) Value of Imported and Indigenous Raw Materials Consumed during the year :		
Imported		
Value	₹ 0.00	7.18
Percentage	0.00%	0.27%
Indigenous		
Value	₹ 7,365.12	2,653.38
Percentage	100.00%	99.73%
	7,365.12	2,660.56

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 21 : CHANGES IN INVENTORY OF FINISHED GOODS & WORK IN PROGRESS

(Amount in ₹ Lacs)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Opening Inventory	Work In Progress	204.70	135.89
	Finished Goods	234.15	281.70
		438.86	417.59
Closing Inventory	Work In Progress	254.08	204.70
	Finished Goods	132.87	234.15
		386.94	438.86
TOTAL		51.91	(21.27)

NOTE 22 : EMPLOYEE BENEFITS EXPENSES

(Amount in ₹ Lacs)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
a) Salary,Wages & Allowances		457.40	191.35
b) Contribution to Provident Fund /ESI		4.65	2.99
c) Labour & Staff Welfare Expenses		3.09	1.95
d) Staff Transportation Expenses		10.50	8.63
e) Provision/ (Reversal) of Gratuity based on Actuarial Valuation		21.15	(12.76)
f) Stipend to Trainees		7.66	10.04
TOTAL		504.46	202.21

NOTE 23 : FINANCE COSTS

(Amount in ₹ Lacs)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
a) Interest Expense		539.91	231.25
b) Other Borrowing Costs		155.71	75.34
TOTAL		695.63	306.59

NOTE 24 : DEPRECIATION AND AMORTISATION EXPENSES

(Amount in ₹ Lacs)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
a) Depreciation on Property, Plant & Machinery		263.23	253.52
b) Depreciation on Intangible Assets		3.45	6.84
c) Amortisation of Intangible Assets- Deffered Revenue Expenditure		13.44	20.35
TOTAL		280.12	280.71

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 25 : OTHER EXPENSES

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Auditors' Remuneration	3.50	3.50
Conveyance Expenses	4.29	1.79
Directors' Remuneration	117.00	62.50
Discount/ Rate Difference	11.32	0.91
Freight & Carriage Inward	42.82	19.25
Insurance Expenses	11.93	9.53
Job Work Charges	207.78	58.07
Loading, Unloading & Labour Charges	18.06	1.39
Loss on Sale/Discard of Fixed Assets	2.77	0.00
Liquidated Damages (Net)	20.03	0.00
Miscellaneous Expenses	30.19	20.03
Packing Material Consumed	208.09	85.82
Postage & Courier Expenses	1.82	2.32
Power & Fuel	170.83	102.82
Printing & Stationery	2.22	0.66
Professional, Consultancy & Legal Charges	56.47	13.86
Rent	39.63	0.26
Repairs & Maintenance Expenses		
a) Plant & Machinery	16.87	3.78
b) Building	0.00	0.19
c) Others	13.82	9.32
Stores, Spares & Accessories Consumed	289.76	140.31
Selling and Distribution expenses	405.88	151.12
Donation Expenses	50.24	20.21
Interest on late payment of duties, taxes & others	0.00	0.40
Sundry BalanceWritten Off	146.25	0.00
Telephone & Internet Expenses	2.75	2.76
Tour & Travelling Expenses	36.57	34.35
Type-Testing Expenses	18.84	2.41
Vehicle Upkeep Expenses	0.78	0.88
TOTAL	1,930.52	748.47

NOTE : 25.1

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(A) Auditors' Remuneration (Net of GST Input Credit)		
i) As Auditor	3.50	3.50
ii) For Certification	0.00	0.00
TOTAL	3.50	3.50

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 25.2: Value of Imported and Indigenous Stores & Spares Consumed and their percentage to consumption:

(Amount in ₹ Lacs)

Particulars			For the	For the
			year ended	year ended
			31 st March, 2023	31 st March, 2022
a) Value of Imported and indigenous Stores & Spares Consumed and their percentage to consumption :				
Imported	Value	₹	0.00	0.00
	Percentage		0.00	0.00
Indigenous	Value	₹	289.76	140.31
	Percentage		100.00%	100.00%
			289.76	140.31

NOTE 26 : RELATED PARTY TRANSACTIONS

Related Party Disclosures as required by AS-18 are given below:

Name of the related parties and nature of relationships :

a) Companies / firms with whom transactions have taken place during the year :	Nature of Relationship
i) Synergy Solar System	Proprietorship firm of Executive Director
ii) Apex Metawires Private Ltd.	Son-in-law of Chairman cum Managing Director is director
iii) How Sweet	Proprietorship firm of daughter of Chairman cum Managing Director
b) Key Management Personnel	
i) Mr. Ashok Kumar Agarwal,	Chairman Cum Managing Director
ii) Mr. Ankit Agarwal	Whole Time Director
iii) Mrs. Neha Agarwal	Executive Director
iv) Mr. Ankit Agarwal	Chief Finance Officer
v) Mrs Preeti Khatore	Company Secretary cum Compliance Officer
c) Relatives of Key Management Personnel	
i) Mr. Vitthal Das Agarwal	Father of the Chairman cum Managing Director
ii) Mrs. Parvati Bai Agarwal	Mother of the Chairman cum Managing Director
iii) Mr. Amit Agarwal	Son -in- Law of the Chairman cum Managing Director
iv) Mr. Rajendra Agarwal	Brother of the Chairman cum Managing Director

NOTES

To the Financial Statements for the year ended on 31st March, 2023

The following transactions were carried out / outstanding with related parties in the ordinary course of business with parties referred above:

Particulars	(Amount in ₹ Lacs)	
	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Payments		
Details of transactions with relative parties of Key Management Personnel as mentioned in (a) above are as under:		
Material Purchased	112.34	51.12
Job Work	40.12	0.20
Details of transactions with Key Management Personnel as mentioned in (b) above are as under:		
Remuneration to Directors	117.00	62.50
Remuneration to Key Management Persons	4.04	8.17
Rent payment	31.20	0.00
Interest payment	115.96	0.00
Details of transactions with Relatives of Key Management Personnel as mentioned in (c) above are as under:		
Salary Payment	0.00	1.78
Receipts		
Sales	61.06	49.67
Rent Receipts	4.20	0.00
Balance outstanding at the end of period/year :		
Receivables as at the year end	256.56	0.00
Payable as at the year end	525.96	519.84

NOTE 27 : DISCLOSURE UNDER ACCOUNTING STANDARD - 7 (REVISED) "CONSTRUCTION CONTRACTS"

Particulars	(Amount in ₹ Lacs)	
	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(a) (i) Contract Revenue recognized during the year	1,228.10	88.64
(ii) Method used to determine the contract revenue recognized and the stage of completion	{Refer Note 1((ix) (b))}	{Refer Note 1((ix) (b))}
(b) Disclosure in respect of contracts in progress as at the year end:-		
(i) Aggregate amount of costs incurred and recognized profits (less recognized losses)	Included under various cost and expenses head of accounts	Included under various cost and expenses head of accounts
(ii) Advances received, outstanding	0.00	0.00
(iii) Retentions receivable	8.47	137.50
(iv) Amount due from customers (included under Note 14 - Trade Receivables)	2,003.90	803.27
(v) Amount due to customers	0.00	0.00

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 28 : CONTINGENT LIABILITIES AND COMMITMENTS

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
a) Tax Matters pending with CESTAT	18.23	18.23
b) Pending Litigation against the company	5.20	0.00
c) Duty on export obligation under EPCG Scheme on the obligation yet to be fulfilled	92.94	114.54
TOTAL	116.37	132.77

NOTE 29 : EARNINGS PER SHARE

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Basic & Diluted Earnings Per Share (EPS) are computed in accordance with Accounting Standard (AS) 20 "Earnings Per Share"		
a) Weighted Average Equity Shares outstanding at year end	61,89,700	60,92,200
b) Profit for Basic & Diluted Earnings Per Share	1,174.07	57.70
c) Earnings Per Share (Basic)	18.97	0.95
d) Earnings Per Share (Diluted)	18.97	0.95
e) Face Value per Share	10.00	10.00

NOTE 30 : DISCLOSURES SPECIFIED BY MSMED ACT, 2006

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosure relating to amounts unpaid as at the year end together with interest paid/payable to Micro Enterprises and Small Enterprises and others, under this Act could not be given. As per "The Micro, Small and Medium Enterprises Development Act, 2006, the company is required to identify the Micro, Small and Medium Suppliers and pay interest on overdue beyond the specified period. The Management believes that there are no overdue principal amount/interest payable amount for delayed payment to such vendors at the Balance Sheet Date. Accordingly, there is no liability for interest in respect of payments made during the year or on balances brought forward from previous year.

NOTE 31 : CIF VALUE OF IMPORTS, EXPENDITURES AND EARNINGS IN FOREIGN CURRENCY

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(a) Raw Materials	0.00	7.18
(b) Capital Goods	0.00	0.00
(c) Expenditure in Foreign Currency	7.28	0.00
(d) Earnings in Foreign Currency	187.15	0.00
Total	194.43	7.18

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 32 : DEFERRED TAXATION {SEE NOTE 1(VI)}

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Deferred Tax Liabilities		
a) Accumulated Depreciation	1,022.79	993.96
b) Expenses claimed as deducted but deferred in accounts	0.00	0.00
	1,022.79	993.96
Deferred Tax Assets		
a) Expenses allowable for tax purposes on Payment Basis	35.73	14.58
b) Unabsorbed Depreciation	0.00	32.07
c) Loss Short Term	4.83	4.83
d) Preliminary Exp W/o	0.00	20.35
	40.56	71.82
Net Deferred Tax Liability	982.23	922.14
Tax Liability on Net DTL	176.80	143.85

NOTE 33 : EMPLOYEE BENEFITS

A. Defined Contribution Plans

The amount recognized as an expense for defined contribution plans are as under:

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Provident Fund	2.39	1.15
Employee State Insurance	2.15	1.85

B. Defined Benefits Plan (Gratuity)

Valuation in respect of Gratuity has been carried out by independent actuary as at the Balance Sheet date. The details of the same are given as under:

(i) Assumptions:		
(a) Discount Rate (Per Annum)	7.50%	7.00%
(b) Rate of increase in compensation level	10.00%	10.00%
(c) Rate of return on Plan Assets		
(d) Expected Average remaining working lives of employees in no. of years	25.60	27.40
(ii) Changes in the present Value of Obligation:		
(a) Present value of the obligation at the beginning of the year	14.58	27.34
(b) Interest Cost	1.02	1.91
(c) Current Service Cost	5.79	4.57
(d) Actuarial (Gain)/Loss	14.34	(19.25)
(e) Benefits Paid	-	-
(f) Present value of the obligation at the end of the year	35.73	14.58

NOTES

To the Financial Statements for the year ended on 31st March, 2023

(Amount in ₹ Lacs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(iii) Amount recognized as on 31/03/2023		
(a) Present Value of Obligation as at year end	35.73	14.58
(b) Fair value of Plan Assets as at year end	-	-
(c) Net (Asset)/Liability recognized	35.73	14.58
(iv) Expenses recognized as on 31/03/2023		
(a) Current Service Cost	5.79	4.57
(b) Interest Cost	1.02	1.91
(c) Net actuarial (Gain)/Loss	14.34	(19.25)
(d) Expense(Gain) for the year which has been accounted in Profit & Loss A/c	21.15	(12.76)

The accompanying notes are an integral part of the financial statements

As per our separate report of even date
For **Rakesh Ashok & Company**
Chartered Accountants
FRN 011273C

CA V. K. Gupta
Partner
Membership Number : 407189
UDIN: 23407189BGRZRT3280

Place: Jaipur
Date: 04th May, 2023

For & on behalf of the Board of Directors
RMC Switchgears Limited

Ashok Kumar Agrawal
Chairman Cum Managing Director
(DIN: 00793152)

Ankit Agrawal
Whole-time Director &
Chief Financial Officer
(DIN: 00793035)

Preeti Khatore
Company Secretary

NOTES

To the Financial Statements for the year ended on 31st March, 2023

NOTE 34 : ANALYTICAL RATIOS

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022

Sl. No.	Ratio Name	Numerator	Denominator	As at 31 st March, 2023	As at 31 st March, 2022	% Variance	Reasons of variation in excess 25% in the ratio
a	Current Ratio	Current assets	Current liabilities	1.65	1.53	8.11%	NA
b	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.45	0.76	-40.57%	Increase in shareholders equity by way of raising funds by preferential equity issue and internal accruals has resulted in improved DE Ratio
c	Debt Service Coverage Ratio	Earning available for debt service	Debt service	2.60	1.50	73.55%	Improved profitability has given higher cover for debt service
d	Return On Equity (ROE)	Net Profit after taxes-Preference Dividend (if any)	Average Shareholder's Equity	181.12%	9.47%	1812.20%	Improved profitability has given resulted in higher return on equity
e	Inventory Turnover Ratio	Cost of goods sold or sales	Average Inventory	8.95	4.13	116.90%	Due to increase in turnover and using the available inventory efficiently has resulted in improved inventory ratio
f	Trade Receivables Turnover Ratio	Net Credit Sales	Average accounts receivable	3.08	1.54	100.86%	Higher turnover and control over receivables have resulted in improved ratio
g	Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	7.10	3.87	83.51%	Level of creditors has not increased in proportion of the turnover and resulted in better ratio.
h	Net Capital Turnover Ratio	Net Sales	Working Capital	3.82	2.40	59.13%	Efficient use of working capital has resulted in higher ratio
i	Net Profit Ratio	Net Profit	Net sales	9.37%	1.39%	575.01%	Company has succeeded in earning higher margins on product sales and control the expenses.
j	Return On Capital Employed	Earning before interest and taxes	Capital Employed	25.44%	4.77%	433.04%	Due to Better profitability
k	Return On Investment	Income generated from investments	Time weighted average investments	Not Applicable	Not Applicable	Not Applicable	NA

The accompanying notes are an integral part of the financial statements

As per our separate report of even date
For **Rakesh Ashok & Company**
Chartered Accountants
FRN 011273C

CA V. K. Gupta
Partner
Membership Number : 407189
UDIN: 23407189BGRZRT3280

Place: **Jaipur**
Date: **04th May, 2023**

For & on behalf of the Board of Directors
RMC Switchgears Limited

Ashok Kumar Agrawal
Chairman Cum Managing Director
(DIN: 00793152)

Ankit Agrawal
Whole-time Director &
Chief Financial Officer
(DIN: 00793035)

Preeti Khatore
Company Secretary

NOTICE

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Twenty Ninth (29th) Annual General Meeting (hereinafter referred to as "AGM") of the Members of RMC Switchgears Limited ("the Company") will be held on Saturday, the 30th September, 2023 at 10:00 A.M., Indian Standard Time ("IST") at the Registered Office of the Company at 7 Km. from Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur RJ-303901 to transact the following businesses.

ORDINARY BUSINESSES:

Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon:

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2: To appoint a Director, in place of Mrs. Neha Agarwal (DIN: 07540311), who retires by rotation:

To appoint a Director, in place of Mrs. Neha Agarwal (DIN: 07540311), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers her candidature for re-appointment.

SPECIAL BUSINESSES:

Item No. 3: To ratify the remuneration of the Cost Auditor for the financial year 2023-24:

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

"RESOLVED THAT pursuant to the provisions of Section 148 read with applicable provisions of the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration to M/s. Deepak Mittal & Co., Cost Accountants (Firm Registration No. 003076), the Cost Auditors of the Company appointed by the Board of Directors of the Company at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand Only) plus re-imbursment of out of pocket expenses, to conduct the audit of the Cost Records of the Company for the financial year 2023-24, be and is hereby ratified.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4: To increase the Borrowing Limit of the Company upto ₹ 500 Crores:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Member be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding ₹ 500.00 cr. (Rupees Five Hundred Crores) including the money already borrowed by the Company on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

Item No. 5 To increase the overall remuneration of the Directors of the company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT in pursuance of the provisos of Section 197(1), Section 198, read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 02nd September, 2023, the consent of the members of the Company be and is hereby accorded to increase the total limit of remuneration

payable to all Directors including Non-Executive Directors beyond specified limits under Section 197 of Companies Act 2013 but upto 15% of Net Profit computed in the manner laid down in section 198 in respect of any financial year, which includes the overall limit of remuneration payable to Managing Director and Whole-time Director beyond specified limits under Section 197 of Companies Act 2013 but upto 12% of Net Profit and overall limit of remuneration payable to Directors who are neither Managing Directors nor Whole-Time Directors beyond specified limits under Section 197 of Companies Act 2013 but upto 3% of Net Profit.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 6: To approve issuance of Bonus Shares:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Regulation 293 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, Article 61 of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, the consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 3,43,61,000/- (Rupees Three Crore Forty Three Lakhs Sixty One Thousand Only) from and out of the free reserve, Share Premium Account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹10/- (Rupees Ten) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members and in the beneficial records of the depositories (NSDL & CDSL) on the 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten) each for every 2 (Two) existing fully paid-up equity shares of ₹ 10/- (Rupees Ten) each held by Members/Beneficial Owners.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors and/ or distribution of net sale proceeds in respect of fractions to such members may be entitled, be subject to the compliance requirements of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the Board/Committee shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board (which expression shall also include Committee thereof) to the nominee(s) to be selected by the Board/Committee, who would hold them as trustee for the members entitled thereto, and sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed to the members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to file the necessary documents/form(s) with the Registrar of Companies or such other Statutory bodies as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

Item No.7: Approval for RMC Switchgears Limited Employees Stock Purchase Scheme-2023:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations, 2021**")", the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**")", relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory

Guidelines / Circulars in that behalf and subject further to such other approval(s) ,consent(s), permission(s) and/ or sanction(s) as may be necessary from the appropriate regulatory authority(ies) /institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors for approval of RMC Switchgears Limited Employees Stock Purchase Scheme-2023 (“Scheme”) and the Board of Directors (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches not exceeding 2,00,000 (Two Lakhs) Equity Shares (“Shares”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 2,00,000 (Two Lakhs) Equity Shares (“Shares”) of face value of ₹ 10/-each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee (“Committee”) of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented directly, by way of fresh allotment by the Company and the Board/Committee shall have issue and allot shares directly to such Employee(s) .

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to

do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB &SE) Regulations, 2021, and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

By order of the Board of Directors
For RMC Switchgears Limited

Sd/-
Shivi Kapoor
Company Secretary and Compliance Officer
(Membership No: A61427)

Place: Jaipur
Date:08.09.2023

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), statement setting out material facts concerning Special Business (Item no. 3 to 7) to be transacted at the Annual General Meeting ("AGM") is annexed hereto and forms part of the notice.
2. The information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with secretarial standards 2 issued by ICSI, regarding the Directors seeking appointment/re-appointment in the AGM is annexed hereto and forms part of the notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 COMPANY. 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 AGM is enclosed herewith at the end of Annual Report.
4. 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.
5. Members / Proxies / Authorized Representatives attending the meeting are requested to bring the duly filled attendance slip enclosed herewith at the end of Annual Report
6. 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 AGM on their behalf.
7. 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.
8. The Register of Directors and KMP and their share-holding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at the AGM. The members desirous of getting any information on the Company's accounts and / or operations of the Company are requested to write to the Company at least seven days before the date of AGM to enable us to keep the information ready at the AGM.
9. 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 29th AGM.
10. Members are requested to send their Demat/Remat applications, request for share transmission, intimation of change of address and other correspondence to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400 083.
11. Members who hold shares in electronic form are requested to notify immediately, any change in their addresses to their respective depository participants.
12. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Pursuant to SEBI circular shareholders, whose ledger folios do not have or have incomplete details with regard to PAN and Bank Particulars are required to compulsorily furnish the details to RTA /to the Company for registration in their folio. The Companies Act, 2013 and rules made thereunder also require the further details to be submitted to the Company like PAN, email address, Father's/ Mother's/ Spouse's name and bank particulars. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining Demat Account.
14. As per the provisions of section 72 of the Act, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.- SH-13.
15. The Notice of AGM along with the Annual Report 2022-23 is being sent to all the Members whose name appear in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on (Cut Off date) 01st September, 2023 by electronic mode to those members whose email address is registered with the Company/Depositories. Members are requested to update their preferred e-mail ids with the Company / Depository Participants / RTA which will be used for the purpose of sending the communications in future.

16. In compliance with the MCA Circular and latest SEBI Circular dated May 13, 2022, Notice of the AGM alongwith the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose email address are registered with the Company/Depositories. Printed copy of the Annual Report (including Notice) is not being sent to the members in view of MCA and SEBI Circular. Members may note that the Notice convening the AGM and Annual Report 2022-23 have been uploaded on the website of the Company at www.rmcindia.in and website of the Listed Stock Exchange (www.bseindia.com).
17. 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". The Register of Members and Share Transfer Books of the Company will not close.
18. 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 AGM.
19. 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.
20. Company is exempted from conducting E - Voting vide Rule 20(2) of Companies (Management & Administration) Rule, 2014 as amended. Therefore, voting will be conducted by means of ballot paper at the Annual General Meeting.
21. The Board of Directors has appointed Mr. Brij Kishore Sharma, Practicing Company Secretary (FCS 6206, CP 12636), as Scrutinizer for conducting the voting process in a fair and transparent manner.
22. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.rmcindia.in. The results shall simultaneously be communicated to the Stock Exchanges.

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

Item No. 3

The Board 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-imbusement of out of pocket expenses for the financial year 2023-24.

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 2023-24.

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. 3 of the notice except of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the shareholders.

Item No. 4

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the Paid-up Capital of the Company, its Free Reserves and Securities Premium at any one time except with the consent of the members of the Company in a General Meeting. Members of the Company at Extra-Ordinary General Meeting held on 09th January, 2014, approved the Borrowing limit of the Company upto ₹100 (One Hundred) Crores.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/ or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the Paid-up Capital, Free Reserves and Securities Premium of the Company. Hence it is proposed to increase the maximum borrowing limits upto ₹ 500.00 Crores for the Company.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Hence, the Special Resolution at Item No. 4 of the Notice is being proposed. The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Item No.5

As per Section 197 of the Companies Act, 2013, total remuneration payable by the Company to its directors,

including Managing Director and Whole-time Director in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 197 and 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 02nd September, 2023, recommended to increase in overall limit of remuneration payable to Managing Director and Whole-time Director by the Company in respect of any financial year beyond specified limits under Section 197 but upto 12% of Net Profit, computed in the manner laid down in Section 198 of the Companies Act, 2013 and overall limit of remuneration payable to Director other than Managing Director and Whole-time Director by the Company in respect of any financial year beyond specified limits under Section 197 but upto 3% of Net Profit, computed in the manner laid down in Section 198 of the Companies Act, 2013. So the total limit of remuneration payable to all the Directors including Non-Executive Directors shall be upto 15% of Net Profit, computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 5 for approval of members as Special resolution.

None of the Directors and Key Managerial Personnel except managing director and whole time directors are concerned or interested in the resolutions.

Item No. 6

As you all are aware that the Company's shares have been listed on SME platform of BSE Limited since 14th March, 2017. Over the years, the Company has performed significantly well both in terms of profit and business. In order to share the growth of the company with the existing shareholders, the Company proposes to issue shares by way of Bonus issue. The Authorised Share Capital of the Company is ₹ 1100 Lakhs and the Paid-up Share Capital is ₹ 6,87,22,000/- (comprising 68,72,200 equity shares of ₹10/- each). The Reserves & Surplus as per the audited financial statement as on 31st March 2023 is ₹ 3884.36 Lakhs. With a view to capitalize the Securities Premium Account and to rationalize the capital structure of the company, the Board of Directors at their meeting held on 2nd September, 2023 have recommended the issuance of bonus shares in the proportion of 1:2 i.e. 1 (one) new equity share of ₹ 10/- each to be issued for every 2 (Two) existing equity share of ₹ 10/- each fully paid up held by the shareholders as on Record Date to be hereafter fixed by the Board / Committee of the Board, by capitalization of a sum of ₹ 3,43,61,000/- (Rupees Three Crore Forty Three Lakhs Sixty Once Thousand Only) from the Share Premium Account. The same is proposed to be applied in full by issuing at par 34,36,100 (Thirty Four Lakhs Thirty Six Thousand One Hundred) new equity shares of ₹ 10/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase from ₹ 6,87,22,000/- (Rupees Six Crore Eighty Seven Lakhs Twenty Two Thousand Only) to ₹ 10,30,83,000/- (Rupees Ten Crore

Eighty Thirty Lakhs Eighty Three Thousand Only) consisting of 1,03,08,300 equity shares of ₹ 10/-each.

The proposed issue of bonus shares will be made pursuant with the provisions of Section 63 of the Companies Act 2013 & Regulation 293 of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), and subject to such approvals, if required, from the statutory authorities. As per Article 61 of the Articles of Association of the Company, it is necessary to obtain the approval of the members for issue of bonus shares by capitalization of reserves.

Further, it is proposed to authorize the Board of Directors/ Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI, MCA and Stock Exchanges on which the Company's shares are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 6 as an Ordinary Resolution.

The Directors and KMPs of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Item No. 7

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the Employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on 2nd September, 2023, approved the RMC Switchgears Limited Employees Stock Purchase Scheme-2023 ("**Scheme**") to or for the benefit of such Employees as defined in the Scheme.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["**SEBI (SBEB & SE) Regulations**"] and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the issue of Equity Shares under an Scheme requires approval of the shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 7 is to seek your approval for the said purpose.

The main features and other details of the Scheme as per Regulation 6(2) of the SEBI (SBEB &SE) Regulations, 2021 are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as RMC Switchgears Limited Employees Stock Purchase Scheme-2023. The purpose

of the Scheme includes the followings:

- a) To attract new talent into the Company to drive its growth plans.
- b) To motivate the employees to contribute to the growth and profitability of the Company.
- c) To retain the employees and reduce the attrition rate of the Company.
- d) To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- e) To create a sense of ownership and participation amongst the employees to share the value they create for the Company in the years to come, and
- f) To provide deferred rewards to employees.

2. The total number of shares to be granted under the Scheme:

The maximum number of shares that may be granted pursuant to this Scheme shall not exceed 2,00,000 (Two Lakhs) Shares which shall be convertible into equal number of Shares.

Out of the overall pool of 2,00,000 Shares, the Board (the term shall deem to include Nomination and Remuneration Committee ("NRC"), will issue and allot shares directly to the Employee(s) by the way of fresh allotment.

If any Shares granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Shares shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Shares that can be granted and the Shares arising upon exercise of these Shares shall stand adjusted in case of Corporate Actions.

3. Identification of classes of Employees entitled to participate in the Scheme:

- a. An Employee as designated by the Company, who is exclusively working in India or outside India; or
- b. A Director of the Company, whether a Whole Time Director or not, including a Non –Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director.

4. Requirement of Vesting and period of Vesting:

Vesting Period shall commence after 7 days from the Grant Date and a maximum of 7 (Seven) years from the Grant Date, at the discretion of and in the manner prescribed by the Board of Directors and set out in the Grant Letter.

Vesting of Shares can vary from Grantee to Grantee as per the discretion of the Board of Directors/Committee whose decision shall be final and binding.

The Vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria's, as determined by the Committee and mentioned in the Grant Letter.

5. Maximum period within which the Shares shall be vested:

Maximum period within which the Shares shall be vested is 7 (Seven) years from the Date of Grant.

6. Exercise Price or Pricing Formula:

Under this Scheme, the Exercise Price of the Shares will be decided by the Board of Director/ Committee.

The Committee has the power to provide a suitable discount, as deems fit, on such price as arrived above. However, in any case, the exercise price shall not go below the par value of Share of the Company.

7. Exercise period and process of Exercise:

After Vesting, Shares can be exercised, either wholly or partially, within a maximum period of 7 (Seven) years from the date of respective vesting, through Cash Mechanism after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

8. Appraisal process for determining the eligibility of the Employees to the Scheme:

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of Shares under the Scheme, the number of Shares to be granted and the terms and conditions thereof.

- Longevity of Service: It will be determined on the basis of tenure of employment of an Employee in the Company.
- Performance of Employee: Employee's performance during the financial year in the Company on the basis of decided parameters.
- Performance of Company: Performance of the Company as per the standards to be Set by the Board of Directors from time to time.
- Any other criteria as decided by the Board of Directors in consultation with the Board of Directors from time to time.

9. The Maximum number of Shares to be granted per Employee and in aggregate:

The maximum number of options that may be granted pursuant to this Scheme shall not exceed 2,00,000 (Two Lakhs) in aggregate which shall be convertible into equal number of Shares.

Subject to availability of Shares in the pool under the Scheme, the maximum number of options that can be

granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of Grant. The Committee may decide to Grant such number of Shares equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible employee under the Scheme will be the difference between the market value of Company's share on the recognized stock exchanges as on the Date of Exercise of Shares and the Exercise Price paid by the Employee.

11. Whether the Scheme is to be implemented and administered directly by the Company:

The Scheme shall be implemented directly by way of fresh allotment of shares by the Company, subject to Applicable Laws and the framework laid down by the Board of Directors, the Scheme shall be administered by the Committee as per the Applicable Laws, for proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme involves issue and allotment of 200000 equity shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not Applicable as the Scheme shall be implemented directly by way of fresh allotment by the Company. No amount of loan to be provided for implementation of the Scheme by the Company.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not Applicable as The Scheme shall be implemented directly by way of fresh allotment by the Company.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Shares:

The Company shall make all the necessary disclosures required under the provisions of the SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws. The Company shall comply with the requirements of

IND-AS 102 and shall use Fair value method and the fair value of Shares would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares transferred to the Grantees pursuant to Exercise of Shares will be subject to lock-in period of One Year from the date of allotment of shares.

19. Terms & conditions for buy-back, if any, of specified securities: Not Applicable

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of the RMC Switchgears Limited Employees Stock Purchase Scheme-2022 ("Scheme").

The Board of Directors of the Company recommend the Special resolutions as set out at item No.7 for approval by members.

None of the Directors and Key Managerial Personnel of the Company, and any relatives of such Director and Key Managerial Personnel are in anyway concerned or interested in the resolution.

RMC Switchgears Limited Employees Stock Purchase Scheme-2022 ("Scheme") and other documents referred to in the aforesaid resolutions are available for inspection electronically in the website of the Company.

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

Sd/-
Shivi Kapoor
Company Secretary and Compliance Officer
(Membership No: A61427)

Place: Jaipur
Date: 08.09.2023

**PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT 29TH ANNUAL GENERAL MEETING**

Name	Mrs. Neha Agarwal
Category / Designation	Executive Director
Director Identification No (DIN)	07540311
Date of Birth	05.10.1982
Nationality	Indian
Date of first appointment on the Board	28.06.2016
Brief Profile / Expertise in Specific field/ Qualification	<p>Mrs. Neha Agarwal possesses an experience of 14 years in the field of management and administration and looks after the overall administration of the Company. She is providing her learned guidance and mentoring the senior managerial personnel of the company to execute and implement future growth strategy.</p> <p>She has been awarded several awards in the name of the Company.</p>
Board Meetings held & attended during the FY 2022-23	16 attended out of 16 meetings held
Directorship held in other companies	Explora IOT solutions Private Limited
Memberships/Chairmanships of Committees of other Companies	Nil
Number of shares held in the company	4,70,000 equity shares
Relationship with other directors / KMP	Daughter in Law of Mr. Ashok Kumar Agarwal (Chairman cum Managing Director) and Spouse of Mr. Ankit Agrawal (Whole-Time Director)

By order of the Board of Directors
For RMC Switchgears Limited

Sd/-
Shivi Kapoor
Company Secretary and Compliance Officer
(Membership No: A61427)

Place:Jaipur
Date:08.09.2023

RMC SWITCHGEARS LIMITED

CIN: L25111RJ1994PLC008698

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

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

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

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

MGT-11 PROXY FORM

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

29th Annual General Meeting

30th September, 2023

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 29th Annual General Meeting of the Company, to be held on Saturday, 30th September, 2023 at 10:00 A.M. (IST) at the Registered Office of the Company at 7 Km. from Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur RJ-303901 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
Ordinary Businesses:			
1.	Adoption of Audited Financial Statements together with the Reports of the Board of Directors and Auditors thereon for the financial year 2022-23.		
2.	Re-appointment of Mrs. Neha Agarwal (DIN: 07540311) as a Director, liable to retire by rotation.		
Special Businesses:			
3.	Ratification in the remuneration of the Cost Auditor for the financial year 2023-24.		
4.	Approval of Borrowing Limit of Company in excess of Paid up Capital and Free Reserve but upto ₹ 500 Crores.		
5.	To increase the overall remuneration of the Directors of the company.		
6.	To approve issuance of Bonus Shares.		
7.	Approval for RMC Switchgears Limited Employees Stock Purchase Scheme-2023		

Affix
Revenue
Stamp

Signed this-----day of -----2023

Signature of Shareholder

Signature of First proxy holder

Signature of Second proxy holder

Signature of Third proxy holder

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.
- A proxy need not be a member of the Company and shall provide his identity at the time of attending the meeting.
- 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.
- 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.
- 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.
- 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.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- 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.
- 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

CIN: L25111RJ1994PLC008698

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

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

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

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

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 29th Annual General Meeting of the members of the Company held on Saturday, the 30th September, 2023 at 10:00 A.M. (IST) at the Registered Office of the Company at 7 Km. from Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur RJ-303901.

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

Registered Office: 7 Km. from Chaksu, Kotkhawda Road, Village Badodiya,

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

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

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

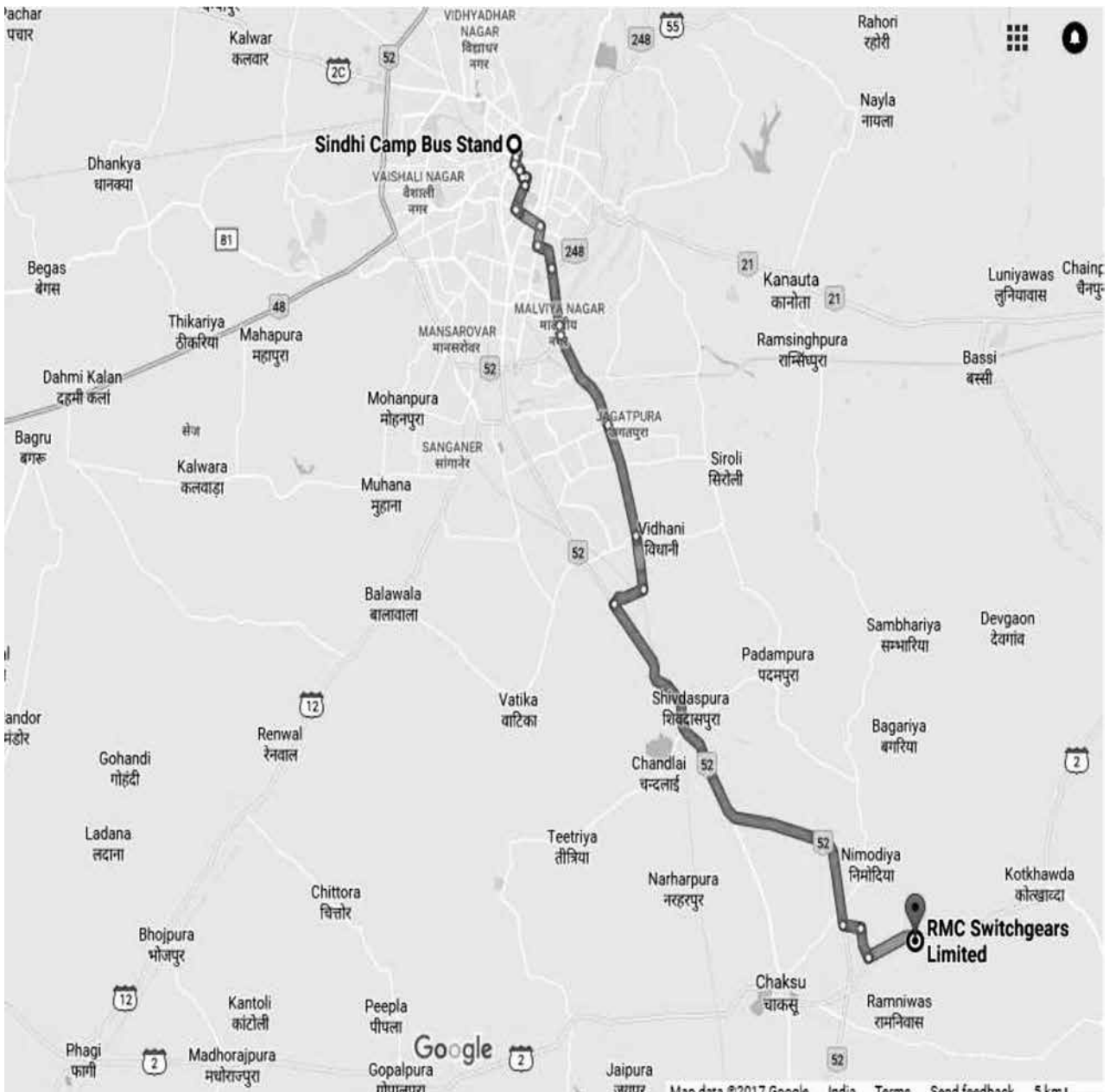
Website: www.rmcindia.in, Contact No : 0141-4031516, 4400222

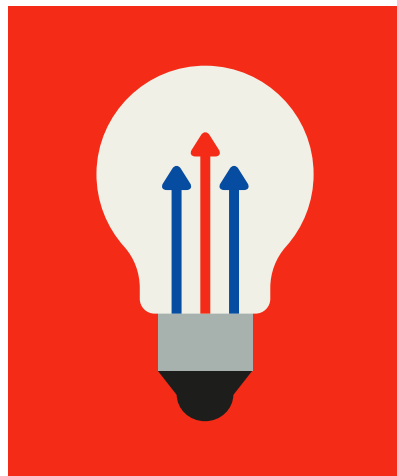
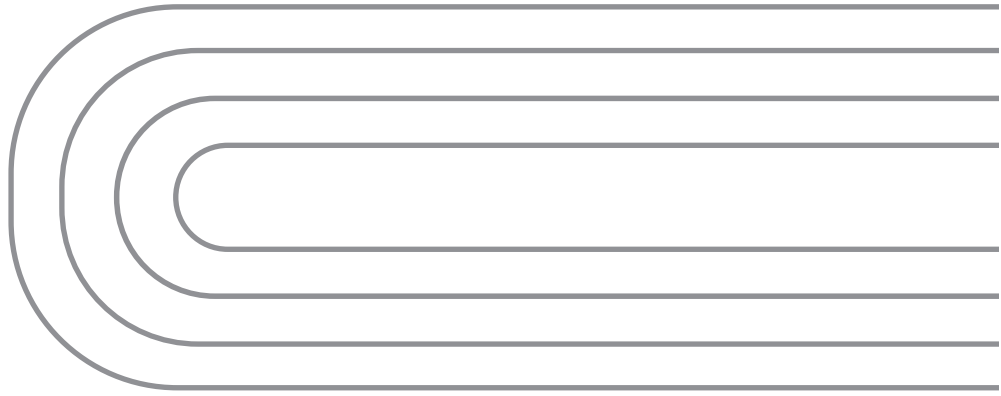
ROUTE MAP OF THE AGM VENUE

RMC SWITCHGEARS LIMITED

7 Km. from Chaksu, Kotkhawda Road, Village Badodiya

Tehsil Chaksu, Tonk Road, Jaipur, Rajasthan, India





REGISTERED OFFICE

7 KMs from Chaksu, Kotkhawda Road, Village Badodiya,
Tehsil : Chaksu, Tonk Road, Jaipur-303901,
Rajasthan, India

CORPORATE OFFICE

B-11 (B & C), Malviya Nagar Industrial Area,
Jaipur -302017, Rajasthan, India

