



REF: RMC/2018-19/BSE/15

Date: 18.07.2018

To,

Department of Corporate Services,
Listing & Compliance,
BSE Limited,
P J Towers, Dalal Street,
Mumbai - 400 001

Ref: Scrip Code (BSE) – 540358

Sub: Notice of Twenty Fourth Annual General Meeting (AGM)

Dear Sirs,


Pursuant to Regulation 30 of SEBI (Listing Obligations Disclosure Requirements) Regulation, 2015, this is to inform you that the Twenty Fourth Annual General Meeting of the members of the Company is scheduled to be held on Tuesday, the 14th August, 2018 at 11:00 a.m. at the Registered Office of the Company situated at 7 Km. from Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur, Rajasthan -303901. We hereby enclose notice of Annual General Meeting.



The Annual Report of the Company for the year 2017-18 will be submitted to you after the same is approved and adopted in the Twenty Fourth Annual General Meeting of the Company in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to kindly take the same on record.

Thanks & Regards

For RMC Switchgears Limited


Monika Sharma
Company Secretary



CIN : (L 2 5 1 1 1 R J 1 9 9 4 P L C 0 0 8 6 9 8)
Formerly Known As RMC Switch Gears Limited
Registered Office & Factory : 7 K.M. From Chaksu, Khotkawda Road,
Village-Badodtya, Tehsil-Chaksu, Tonk Road, Jaipur (Raj.) 303901,
Corporate Office : B-11, (B&C), Malviya Industrial Area, Jaipur-17 (Raj.),
E-mail : info@rmcindia.in, admin@rmcindia.in
Telefax: +91-141-4400222, website : www.rmcindia.in



RMC SWITCHGEARS LIMITED

(Formerly Known as RMC Switch Gears Limited)

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

Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan

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

E Mail ID: info@rmcindia.in, cs@rmcindia.in CIN: L25111RJ1994PLC008698

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

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of RMC Switchgears Limited (Formerly Known as RMC Switch Gears Limited) will be held on Tuesday, the 14th August, 2018 at 11.00 am at the Registered Office of the Company situated at 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901 Rajasthan to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statement

To receive consider and adopt the Audited Balance Sheet as at 31st March, 2018, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Auditors and Directors thereon.

2. Re-appointment of Mr. Ankit Agrawal as a Director, liable to Retire by Rotation

To re appoint Mr. Ankit Agrawal (DIN: 00793035) as a director, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. Regularization of Appointment of Mr. Himanshu Goyal as an Independent Non Executive Director:-

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

NOTICE OF AGM-1



“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Himanshu Goyal (DIN: 03101053), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from February 28, 2018 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

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

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

**Ashok Kumar Agarwal
Chairman & Managing Director
DIN: 00793152
Place: Jaipur
Date: 18.07.2018**

NOTICE OF AGM-2

NOTES:

1. At the 21st AGM, M/s. Saraswat & Company, Chartered Accountants (Firm Registration No. 004846C) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 26th AGM of the Company. The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.
3. A Member entitled to attend and vote at the meeting is entitled to appoint proxy/ proxies to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

Proxies submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Notice to Annual General Meeting as Annexure "A".
4. The Register of Members and Share Transfer Books of the Company will not close.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. Notice of Annual General Meeting will be sent to those who are members of the Company as on (Cut off date) 13th July, 2018
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt Ltd.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(if declared).

NOTICE OF AGM-3



The Company or its Registrars and Transfer Agents, Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the company or Link Intime India Private Limited.
9. Non-Resident Indian Shareholders are requested to inform Link Intime India Private Limited the Registrar and Share Transfer Agent of the Company immediately about:
 - i) The change in the Residential status on return to India for permanent settlement.
 - ii) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of the Bank, if not furnished earlier.
10. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
11. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company, to support the MCA's Green Initiative in the Corporate Governance.
- 12. Members are requested to:**
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - iv) To address their grievances to the Company Secretary at the Registered Office of the Company.
13. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
14. Members are informed that in case of Joint holders attending the meeting; only the joint holder whose names appear first in Register of members will be entitled to vote.

NOTICE OF AGM-4



15. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
18. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium at the meeting venue.
19. Members may also note that the Notice of 24th Annual General Meeting and Annual Report for the year 2017-2018 is also available on the website of the company www.rmcindia.in for their download.
20. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of ballot paper at the Annual General Meeting.

NOTICE OF AGM-5



ANNEXURE A:

Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

1. Re-appointment of Mr. Ankit Agrawal as a Director

1	Name	Mr. Ankit Agrawal
2	Date of Birth	09.03.1982
3	Date of Appointment	20.11.2008
4	Qualifications	Graduate
5	Expertise in specific functional Area	He has 19 years of rich experience in the field of electrical industry. He is providing his learned guidance and mentoring the senior managerial personnel of the company to execute and implement future growth strategy
6	Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	Nil
7	Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	Nil
8	Number of shares held in the company	569880
9	Relationship between Directors inter-se	Son of Ashok Kumar Agarwal (Managing director), and Spouse of Neha Agrawal (Executive Director).

2. Regularization of Mr. Himanshu Goyal as an Independent Director

1	Name	Mr. Himanshu Goyal
2	Date of Birth	24.06.1982
3	Date of Appointment	28.02.2018
4	Qualifications	Chartered Accountant, LLB
	Expertise in specific functional Area	He has more than 13 years experience as a Chartered Accountant. He has extensive experience of dealing various audit and taxation assignments of Real Estate Companies, Power Sector Companies, Banks, MNCs, External Funding Agencies, Insurance, Infrastructure Companies, Hotels, Petroleum Companies, NBFCs, Telecom Companies and Construction Companies etc. He is member of various associations like ASSOCHAM, CII, All India Federation of Tax Practitioner, Direct Tax Committee of The Institute of Chartered Accountants of India, Rajasthan Tax Consultants Association.
5	Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	Nil
6	Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	Nil
7	Number of shares held in the company	Nil
8	Relationship between Directors inter-se	There is no relationship with other Directors on the Board.



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

ITEM NO. 2

Ankit Agrawal (DIN 00793035) As regards re-appointment of Ankit Agrawal referred to in item no. 2 of the Notice; following necessary disclosures are made for the information of the Members:

Information about the Appointee:

Ankit Agrawal,

Aged 36, Graduate in Commerce, has more than 19 years of rich experience in the field of electrical industry. He is providing guidance and mentoring the management of the company to execute and implement future growth strategy.

He holds 569880 Equity Shares in the Company as on 31 March 2018. He is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company. He is not debarred from holding the office of director by virtue of any SEBI order or orders of any other such authority.

Disclosures of his relationship inter-se with other directors and on the number of Board Meetings attended by him are given above and also in the Annual Report.

He was first appointed on the Board with effect from the date 20.11.2008 and his last drawn remuneration during the year 2017-18 was Rs. 12, 00,000/-. More details about the remuneration are available in the Annual Report.

He is not related to any of the Directors or Key Managerial Personnel of the Company, except Ashok Kumar Agarwal (Managing director), Ankit Agarwal (Whole Time Director) and Neha Agarwal (Executive Director).

None of the Directors or Key Managerial Personnel or their relatives, except Ashok Kumar Agarwal, and Neha Agrawal are concerned or interested in the said item. The Board commends item No. 2 of the Notice for approval by Shareholders.

ITEM NO. 3

Mr. Himanshu Goyal (DIN-03101053) was appointed as an Additional Non Executive Independent Director w.e.f. 28 February, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Himanshu Goyal as an Independent Non Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.



Section 149 and Section 152 inter alia specifies that:

(a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and

(b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mr. Himanshu Goyal he is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independence of the management of the Company and He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of the appointment of him as Independent Non Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non Executive Director. The Board accordingly recommends the Resolutions at Item No. 3 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Himanshu Goyal is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.3 of this Notice.

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

**Ashok Kumar Agarwal
Chairman & Managing Director
DIN: 00793152
Place: Jaipur
Date: 18.07.2018**



RMC SWITCHGEARS LIMITED

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Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan

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

E Mail ID: info@rmcindia.in, cs@rmcindia.in CIN: L25111RJ1994PLC008698

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

Form No. MGT-11

PROXY FORM

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

CIN: L25111RJ1994PLC008698

Name of the Company: RMC Switchgears Limited

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

Name of the Member(s):

Registered address:

E-mail ID:

Folio No/DP ID-Client ID:

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

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

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting to be held on Tuesday, the 14th August, 2018 at 11:00AM at registered office of the Company situated at 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur Rajasthan 303901 India and adjournment thereof in respect of such resolutions as are indicated below:

NOTICE OF AGM-10

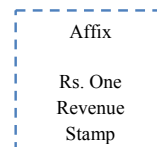


Ordinary Business:

1. Adoption of Financial Statement
 2. Re-appointment of Mr. Ankit Agrawal as a Director, liable to retire by rotation
- Special Business:

Special Business:

3. Regularization of appointment of Mr. Himanshu Goyal as an Independent Non Executive Director.



Signature of Shareholder: _____ Signature of Proxy Holder(s): _____

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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

E Mail ID: info@rmcindia.in, cs@rmcindia.in CIN: L25111RJ1994PLC008698

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

Form No. MGT-12

Polling Paper

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

Name of the Company		RMC Switchgears Limited (Formerly Known as RMC Switch Gears Limited)		
Registered Office		CIN: L25111RJ1994PLC008698 Regd. Office: 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur Rajasthan 303901 India Corporate Office: B-11 (B&C), Malviya Industrial Area, Jaipur-302017 Tel +91 0141-4031516, 4400222 Website: www.rmcindia.in E-mail: info@rmcindia.in , cs@rmcindia.in		
S. No.	Particulars	Details		
1	Name of the First Named Shareholder (In Block Letter)			
2	Postal Address			
3	Registered Folio No./ Client ID No. (* Applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.				
No.	Item No.	No. of shares held by me	I Assent to the Resolution	I Dissent to the Resolution
1	Adoption of Financial Statement (Ordinary Resolution)			
2	Re-appointment of Mr. Ankit Agrawal as a Director, liable to retire by rotation (Ordinary Resolution)			

NOTICE OF AGM-12



SPECIAL BUSINESS:				
3	Regularization of appointment of Mr. Himanshu Goyal as an Independent Non Executive Director (Ordinary Resolution)			
Date: Place: (Signature of the Shareholder)				



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

E Mail ID: info@rmcindia.in, cs@rmcindia.in CIN: L25111RJ1994PLC008698

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

ATTENDANCE SLIP

Name of the Member(s):

Registered address:

E-mail ID:

Folio No/DP ID-Client ID:

Number of Shares held:

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

I hereby record my presence at the 24th Annual General Meeting of the Company to be held at its registered office at 11:00 a.m. on Tuesday, the 14th August, 2018.

Name of the Member / Proxy
(In Block Letters)

Signature of the Member / Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual report 2017-18 for the Meeting.



RMC SWITCHGEARS LIMITED

(Formerly Known as RMC Switch Gears Limited)

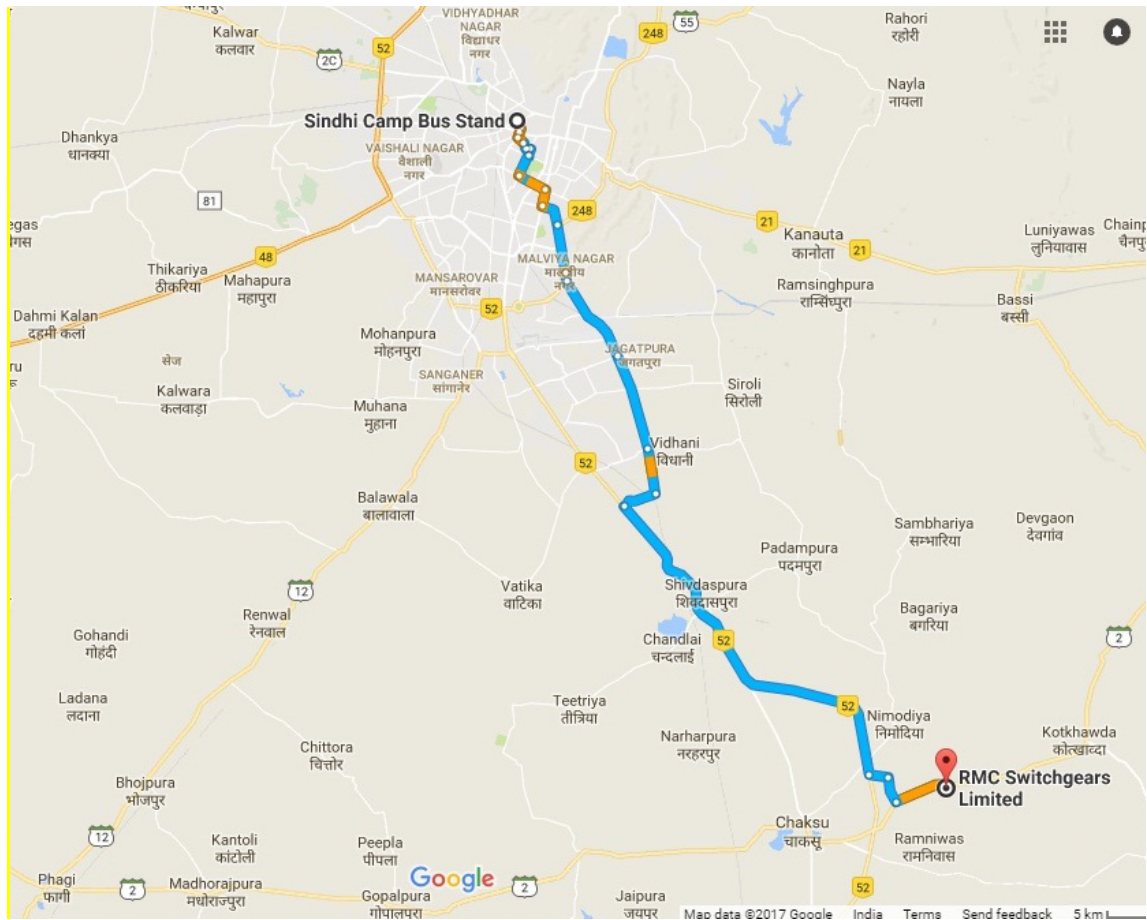
Registered Office: 7 Km. from Chaksu, Khotkawda Road, Village Badodiya,
Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan

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ROUTE MAP



NOTICE OF AGM-15