



REF: RMC/2021-22/BSE/547

Date: 03.09.2021

To,

Department of Corporate Services,
Listing and Compliance
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Sub.: Annual Report for the Financial Year 2020-21 and Notice calling 27th Annual General meeting ("AGM") of RMC Switchgears Limited ("the Company")

Scrip Code (BSE): 540358

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the Financial Year 2020-21 along with Notice calling 27th AGM of the Company.

The 27th AGM of the Company is scheduled to be held on Wednesday, the 29th Day of September, 2021 at 11:00 A.M. at the registered office of the Company situated at 7 K.M. from Chaksu, Kotkhawda Road, Village-Badodiya, Tehsil-Chaksu, Tonk Road, Jaipur-303901, Rajasthan.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For RMC Switchgears Limited
For RMC Switchgears Limited

Ashok Kumar Agarwal
Chairman & Managing Director
DIN-00793152
Chairman cum Managing Director
(Din: 00793152)

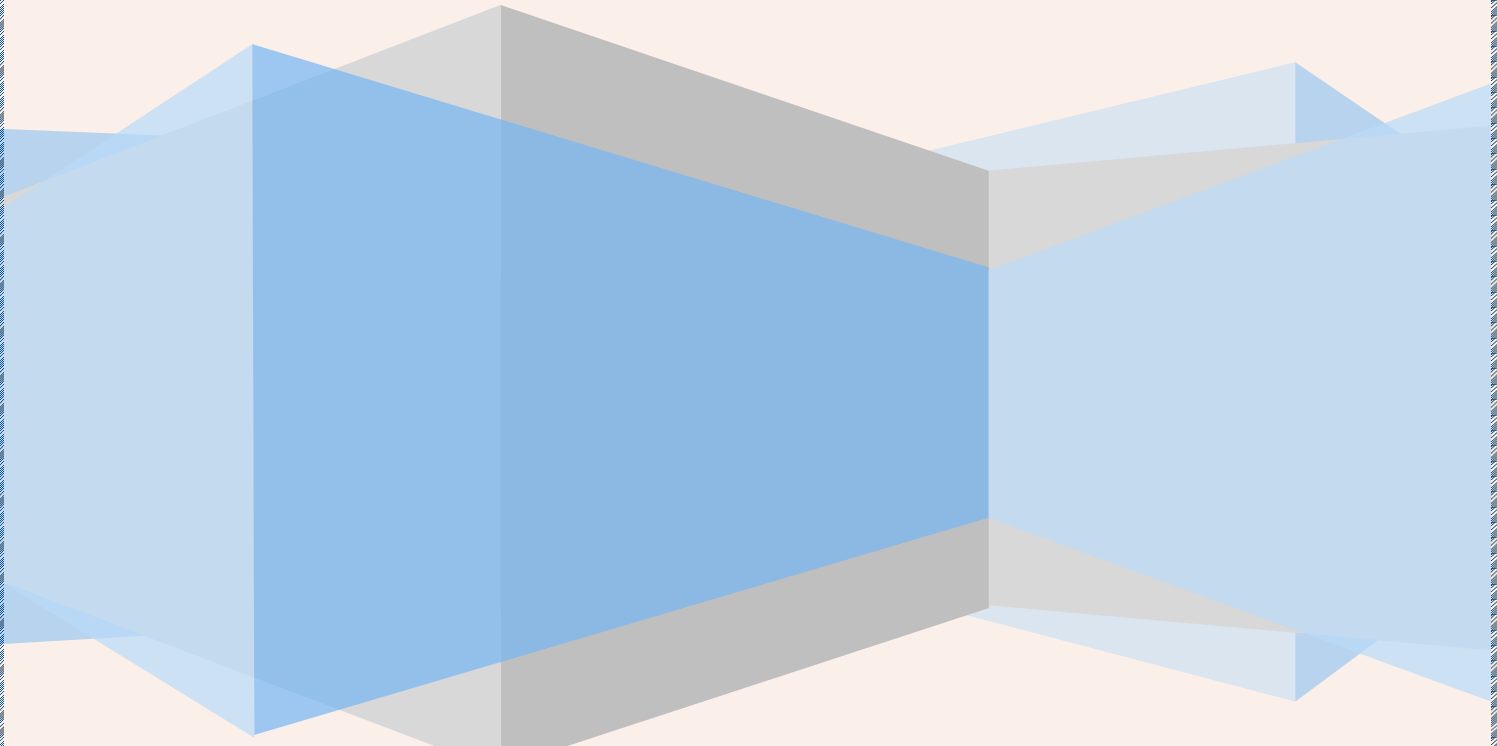
Lamina
A Reflection of Your Interior Life

C I N : 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 SWITCHGEARS LIMITED
Registered Office & Factory : 7 K.M. From Chaksu, Kotkhawda Road,
Village-Badodiya, 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





2020-21
ANNUAL REPORT



REPORT CONTENTS

Chairman's Communiqué	2
Director's Communiqué	3
Financial Highlights	4-5
Company & Its Overview	6
Vision, Mission & Values	7
Relation with our Stakeholders	8
Our Products and Annual capabilities	9-11
Board's Profile	12-13
Accolades	14
Contribution to Society	15
Corporate Information	16
Notice calling AGM	17-21
Board's Report and its Annexure	22-61
Audited Financial Statements	62-88
Notes	89
Proxy Form	90-91
Attendance Slip	92
Route Map	93



Route Map of the Annual Report

CHAIRMAN'S COMMUNIQUE



Mr. Ashok Kumar Agarwal
Chairman cum Managing Director

Dear Stakeholders,

I feel fortunate to be able to furnish before you all our 27th Annual Report. I wish to take you through the performance and the highlights of the year along with the Annual Report.

We all are in the middle of the biggest crises ever seen in our lifetime i.e. the COVID-19 pandemic. But, as we all know that: “The world ain’t all sunshine and rainbows” which means the time is not always favourable. We can even face the worst time as never expected as we are facing now. The value of hard work and commitment is judged during the hard times. As Stallone says: “It ain’t about how hard you hit, it’s about how hard you can get it and keep moving forward.”

This pandemic has created unprecedented socioeconomic disruption, fear and the tragic loss of human life. But, we strive to conduct our business in a manner reflecting our Safety and Environment Protection Policy. Company always prioritize the health and safety of its employees, kept customers’ mission critical systems running under very difficult circumstances and pitched in to help communities across the world battle the pandemic. We are committed to achieve this through integrity and sound corporate governance.

The fiscal year 2020-21 posed a challenging operating environment for the Indian economy, marked by liquidity constraints, muted investments, weak consumption and volatile commodity prices. Various macro indicators as well as overall GDP growth witnessed consistent deceleration. These challenges were further exacerbated by outbreak of novel corona virus (COVID-19) pandemic towards the end of the fiscal year. Weakening macroeconomic environment, sectoral liquidity tightening and slowdown in infrastructure segment impacted the demand for industrial products within cables, professional lighting and switchgear. In addition, muted consumer sentiment impacted the demand for electrical goods.

As a Company, our focus will be on enhancing revenues and profitability and getting our working capital right. We have an ambitious target of growing our business and improving return on equity. The single-most important factor that, we believe, shall enable us to achieve this will be capacity utilisation. We will be targeting to maximise shareholders’ value and will continue with cost optimisation initiatives as well.

In the end, I would like to thank our management and staff members for their hard work and contribution. Their continuous support during this hard time gave us strength in attaining progressive success and realizing our vision and goals. I would also like to take the opportunity to express my gratitude to our partners, suppliers, invaluable consumers, our bankers, government authorities and to all our shareholders for the unwavering trust and support reposed in us. We will be delighted if you continue accompanying us in our journey as we work towards building the RMC Switchgears Ltd of tomorrow.

Thank You,
Ashok Kumar Agarwal
Chairman cum Managing Director

DIRECTOR'S COMMUNIQUE



Mr. Ankit Agrawal

Whole Time Director

Dear Stakeholders,

With the immense pleasure, I welcome you all to the 27th Annual general meeting of RMC Switchgears Limited. I wish to take a moment to thank you all for your invariable support over the years during the thick and thin of the Company. We are, each day, working towards the attainment of our goal and I assure you that our dedication and commitment is at top notch.

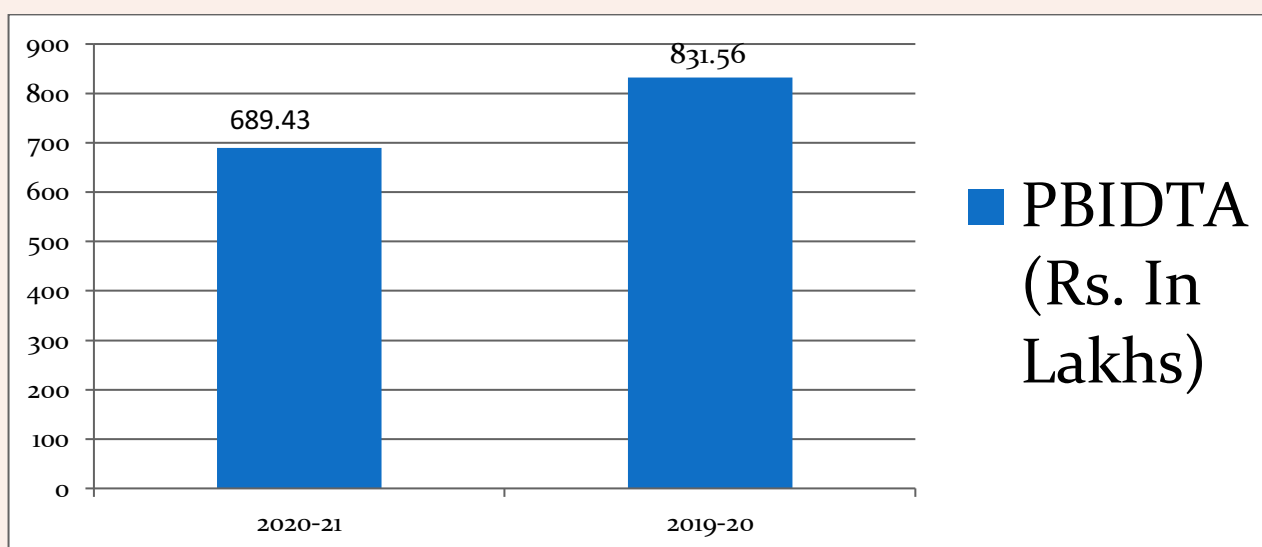
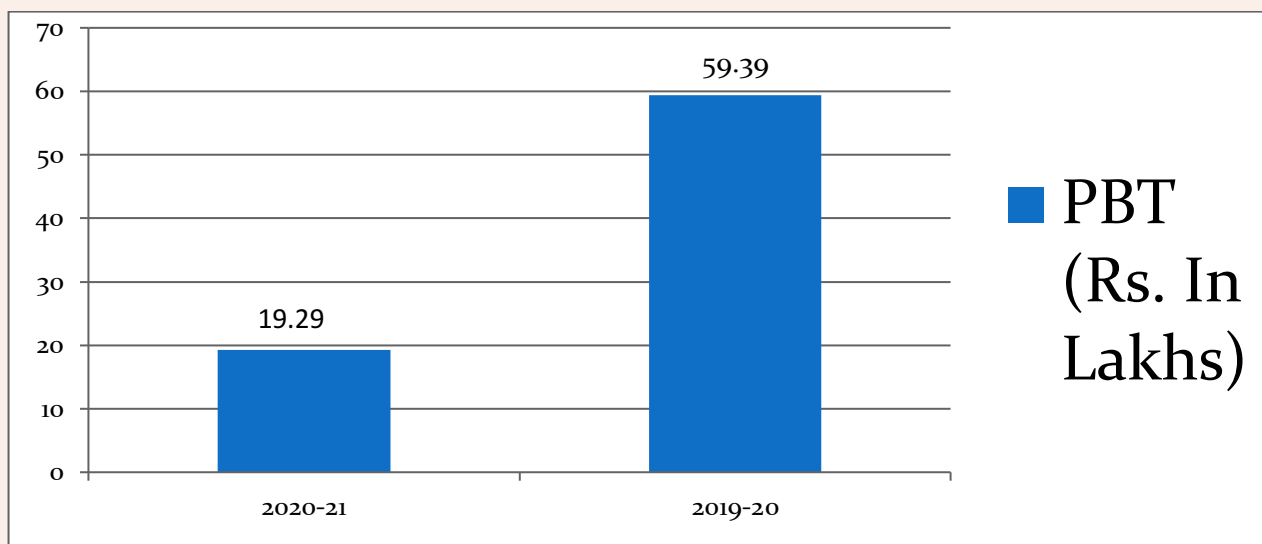
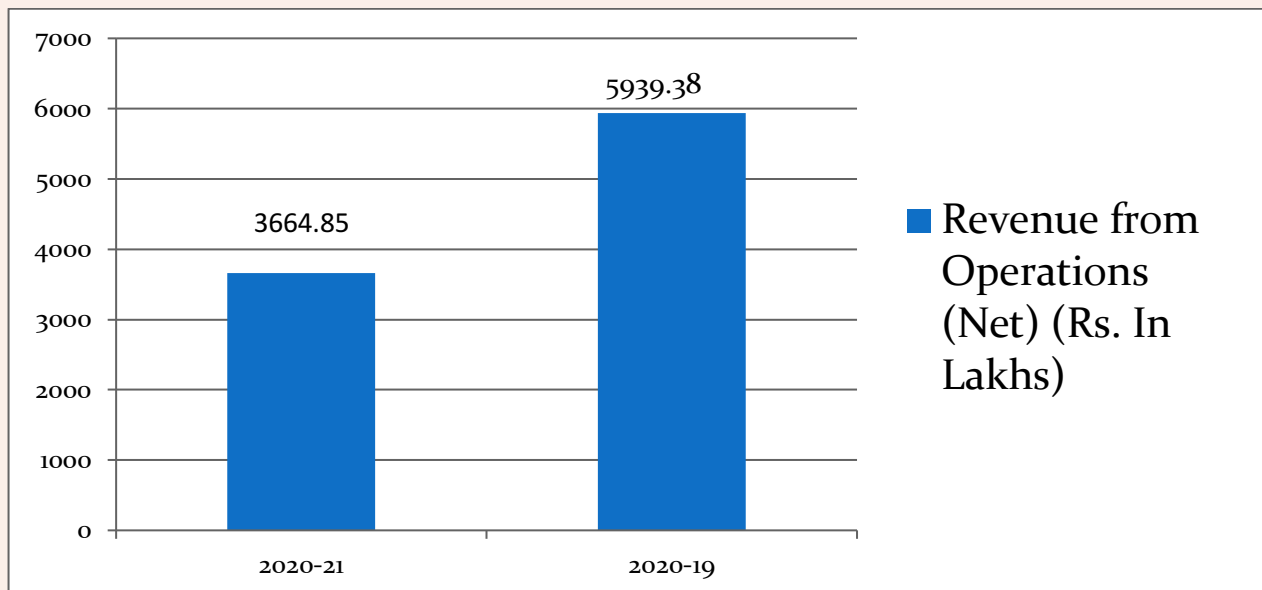
At RMC, our constant endeavour is to put people at the centre of all the efforts towards innovation and technology. We passionately believe that this is the right approach to make a meaningful difference in the lives of our stakeholders and get the best out of human potential.

The year has been a roller coaster ride not only for us but for the entire industry. The challenges posed by COVID-19 led to closing our plant operations as per Government of India's directives and thus impacting production. We are utilising this opportunity to prepare ourselves to respond to the post COVID-19 reality by focussing on readiness to jumpstart operations. We are continuously scanning the external headwinds and market trends that may impact our business segments, as part of our strategy planning. This approach gives us first mover advantage by anticipating consumer sentiments that further provides us opportunities to launch innovative solutions for them. Our strategy is derived considering risks and opportunities that could affect the industry and we expect that our strategy will help us to work on the future business model so that we remain as competitive as ever; on the other side of COVID-19.

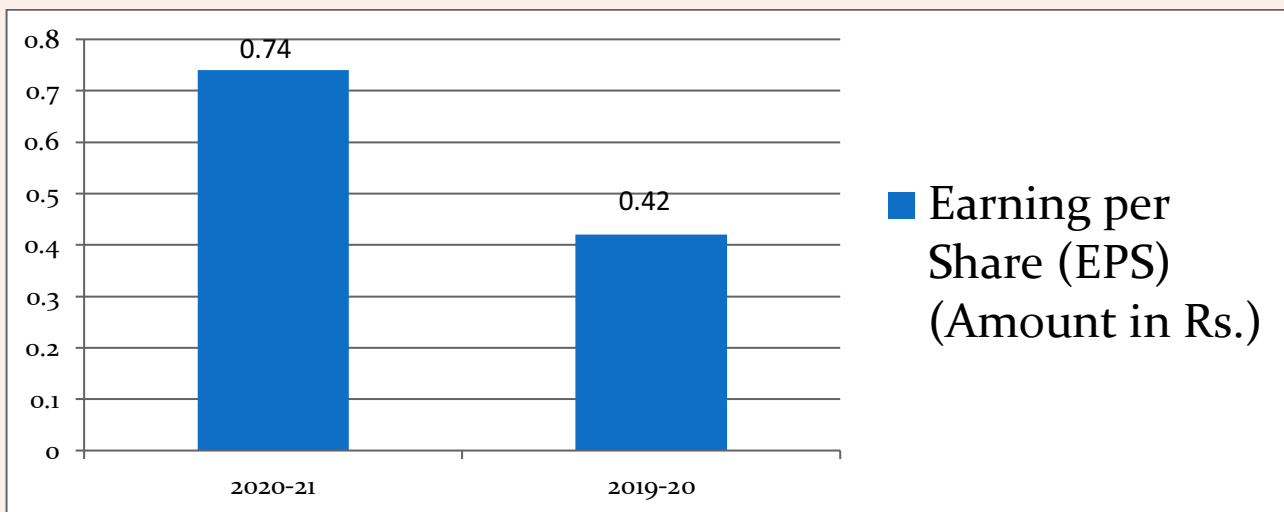
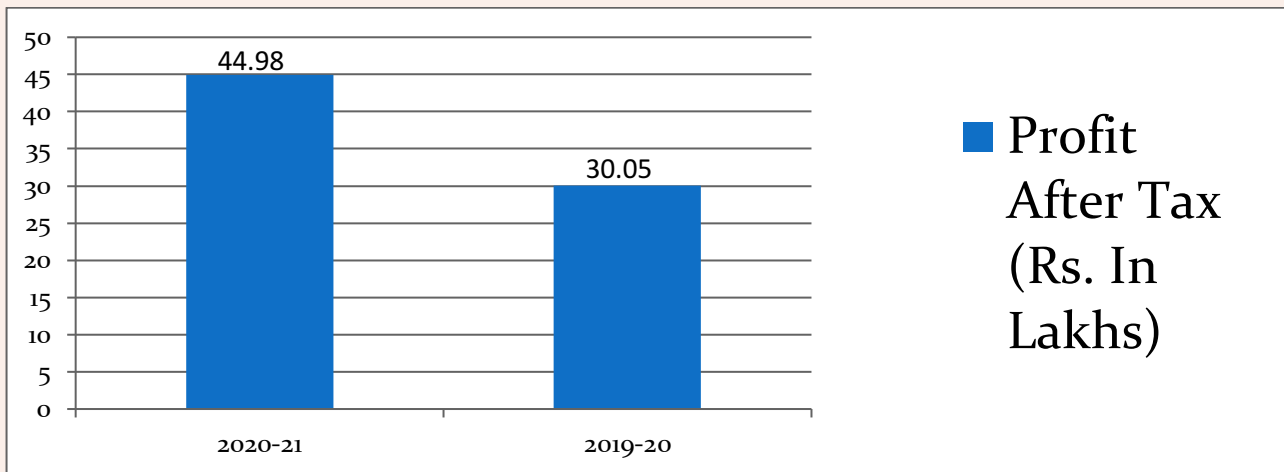
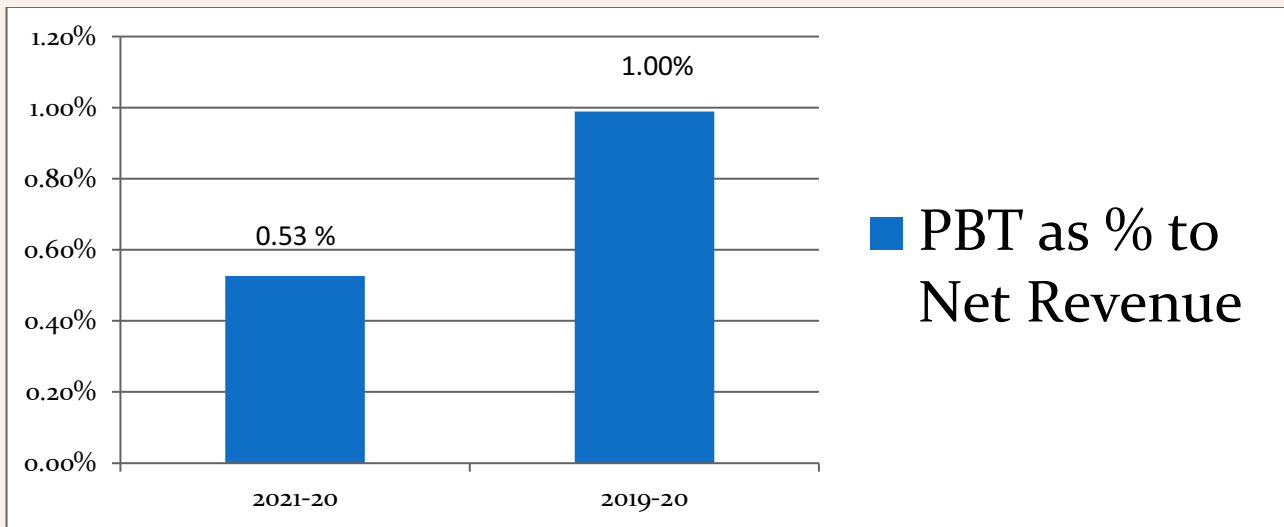
I thank all our stakeholders for their support and trust. The Company is fundamentally strong in terms of back-end like R&D, specialised manpower and manufacturing facilities. Our focus on consumer satisfaction is building up quite strong. The coming years are going to be more exciting and we are committed to do our best and take the Company to greater heights.

***Warm Regards,
Ankit Agrawal
Whole Time Director***

Financial Highlights



Financial Highlights

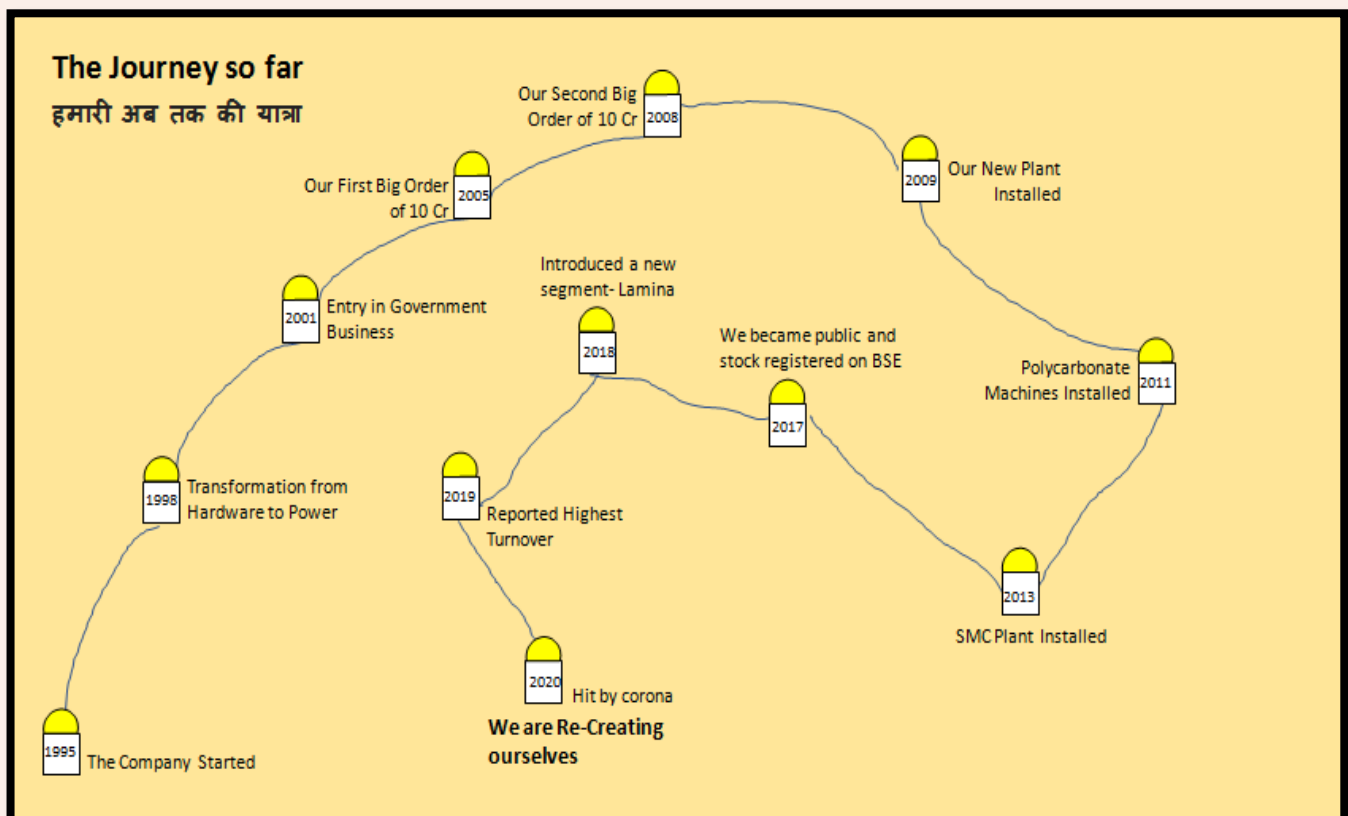


Company & Its Overview

We are proud to be the only Indian Electrical Enclosure Manufacturing Company offering enclosures in all types of materials. Our infrastructure is spread over an area of more than 800000 sq. ft. with all ultramodern manufacturing and testing facilities. As one of the leaders in the electro-technical industry of India, we have been providing our esteemed customers with the best possible products, services and solutions since its incorporation in 1994.

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 Equipments, 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 27 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.





OUR VISION

To become India's most promising brand by 2030.

OUR MISSION

RMC stands for **R**eliable partner and **M**eticulous in work while providing **C**onsistency in experience.

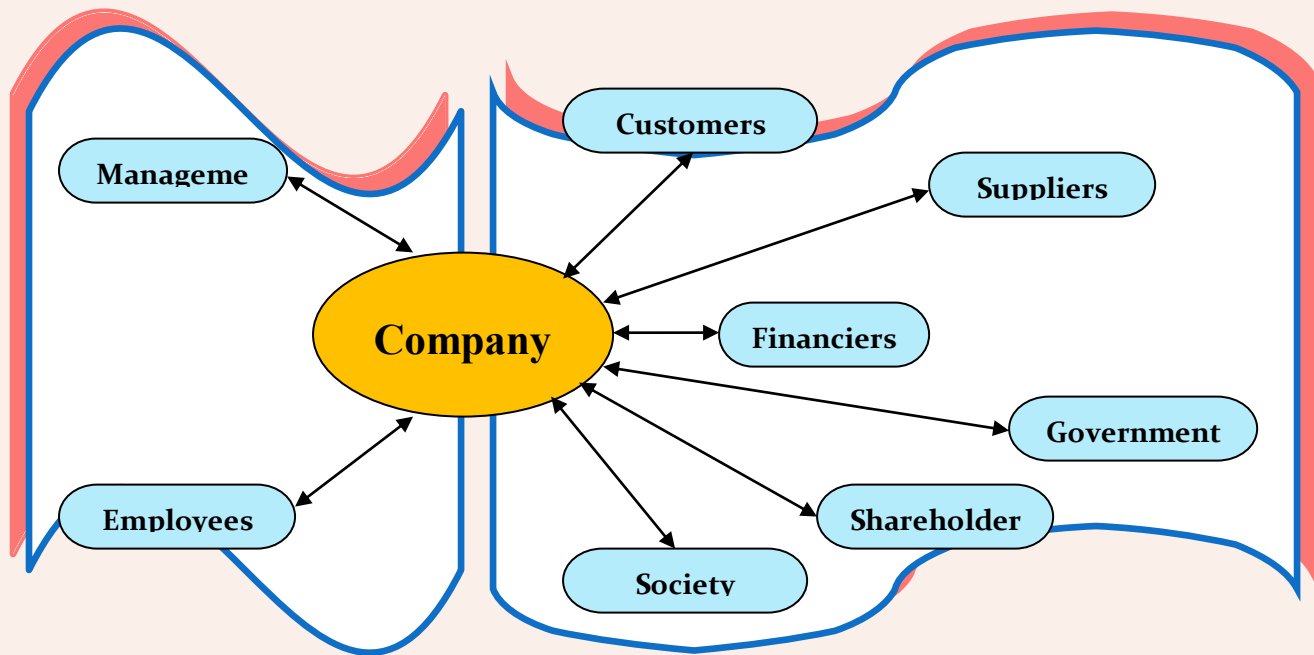
CORE VALUES

- ✓ Reliable
- ✓ Meticulous
- ✓ Consistent
- ✓ Dedication
- ✓ Commitment
- ✓ High Moral Values

CULTURE STATEMENT

We make work fun and inspiring

Stakeholders' Relations- Value Creation



We are a highly stakeholders oriented Company. We interact and engage with our stakeholders in a variety of ways, and our key stakeholders are our customers, employees, investors, suppliers and the society at large. We put ourselves in the shoes of each type of stakeholder and see things from their point of view. Our deliverables to our stakeholders:

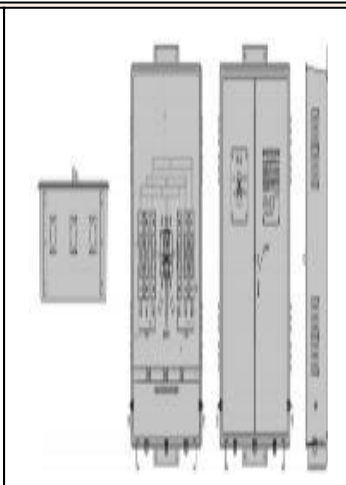
Customers	Quality product/service at right time and competitive price
Suppliers and Vendors	Timely payment
Financiers	Timely payment of Interest and principal
Governments	Contribution to GDP and Timely payment of taxes
Investors/Shareholders	Good return on investments as per the Industry norms
Society	Health, safety, economic development and contribution to society in several ways
Employees	Hygienic environment, stress free remunerative employment with job satisfaction & security
Management	Profit & Growth

Our Products and Annual Capabilities



OUR ANNUAL CAPABILITIES

<ul style="list-style-type: none"> DISTRIBUTION BOXES 1,20,000 	<ul style="list-style-type: none"> ENGINEERING PLASTIC COMPONENTS 5,000 MT
<ul style="list-style-type: none"> ENERGY METER 30,00,000 Enclosures 	<ul style="list-style-type: none"> MOLDED CASE CIRCUIT BREAKERS 5,00,000
<ul style="list-style-type: none"> SMC AND BMC 6,000 MT 	<ul style="list-style-type: none"> MILD STEEL COMPONENTS 3,000 MT





Lamina
A Reflection of Your Interior Life



To adorn every space with grandeur and finesse we introduce to you, **LAMINA**. A brainchild of **RMC** , we have created a mystery, to make your interiors look and feel luxurious.

LAMINA is a 100% engineered product made from no natural composites. It is processed with additives to make it ' flame and water proof', giving it durability and long life and is a ' value of money' product. We especially treat it to make it resistant from chemicals and mechanical stress. All these treatments will help you use **LAMINA** as a no worry product in all your applications. **LAMINA** products last longer and generations will enjoy the beauty of the homes/offices/commercial establishments.

LAMINA PRODUCTS



PVC Laminates:- Unique collection of PVC sheets available in the thickness 1.2 mm which allows you to use them as wall panels, pillars, cabinets and give your home a rich look.

PVC marble sheets:- A large variety of PVC marble sheets are available in thickness 3mm for places requiring more thick coatings such as ceilings, counter tops.



PVC profiles:- keeping in view of modern design requirements a range of 10 PVC profiles is available for skirting and modern arts.

Pure acrylic Solid Surface:- these are made of acrylic minerals and pigments. Our surfaces are scratch free, germ resistant, 100% non-porous, fire retardant and the most exclusive feature being its super thermoformability, which gives you complete freedom to experiment and allows you to create your unique work of art..



Lamina™ Designer UV Sheets



Our Brand “**Lamina**” is known for its quality in the world of interiors and exterior Decor. Our Product line includes products such as:

- ❖ PVC Marble Sheets
- ❖ PVC Laminates
- ❖ Pure Acrylic solid surfaces

We had appointed M/s Sequence Pro LLP as Stockiest cum Distributor for Lamina products in whole south region which includes Andhra Pradesh, Karnataka, Kerala, Tamil Nadu and Telangana.

Lamina.....Express yourself.

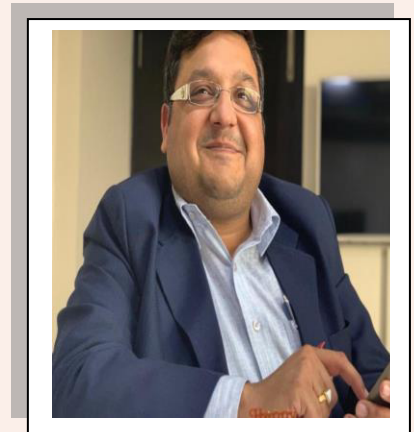
Our Board



*Mr. Ashok Kumar Agarwal
Chairman cum Managing
Director*

Mr. Ashok Kumar Agarwal, aged 65 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 41 years out of which 23 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, aged 39 years, Whole Time Director of our Company is a man of sharp vision with 20 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.



*Mr. Ankit Agrawal
Whole-time Director*



*Mrs. Neha Agrawal
Executive Director*

Mrs. Neha Agrawal, aged 39, possesses an experience of 13 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 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. Himanshu Goyal, aged 38, has been associated with the Company since 2018. He has been practicing as a Chartered Accountant for over 16 years now. Along with the degree of Chartered Accountant, he holds the degree of Law and Bachelors of Commerce. Apart from RMC, he also holds the directorship of several other Companies.



*Mr. Himanshu Goyal
Independent Director*



*Mr. Kuldeep Kumar Gupta
Additional Director
(Non-Executive Independent)*

Mr. Kuldeep Kumar Gupta, aged 59 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 36 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, aged 41 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.



*Mrs. Krati Agarwal
Additional Director
(Non-Executive Independent)*

Accolades



Our company was incorporated in year 1994 as RFH Metal Castings Private Limited.

We became a public limited company in the year 2008 and were rechristened as RFH Metals Castings Limited.

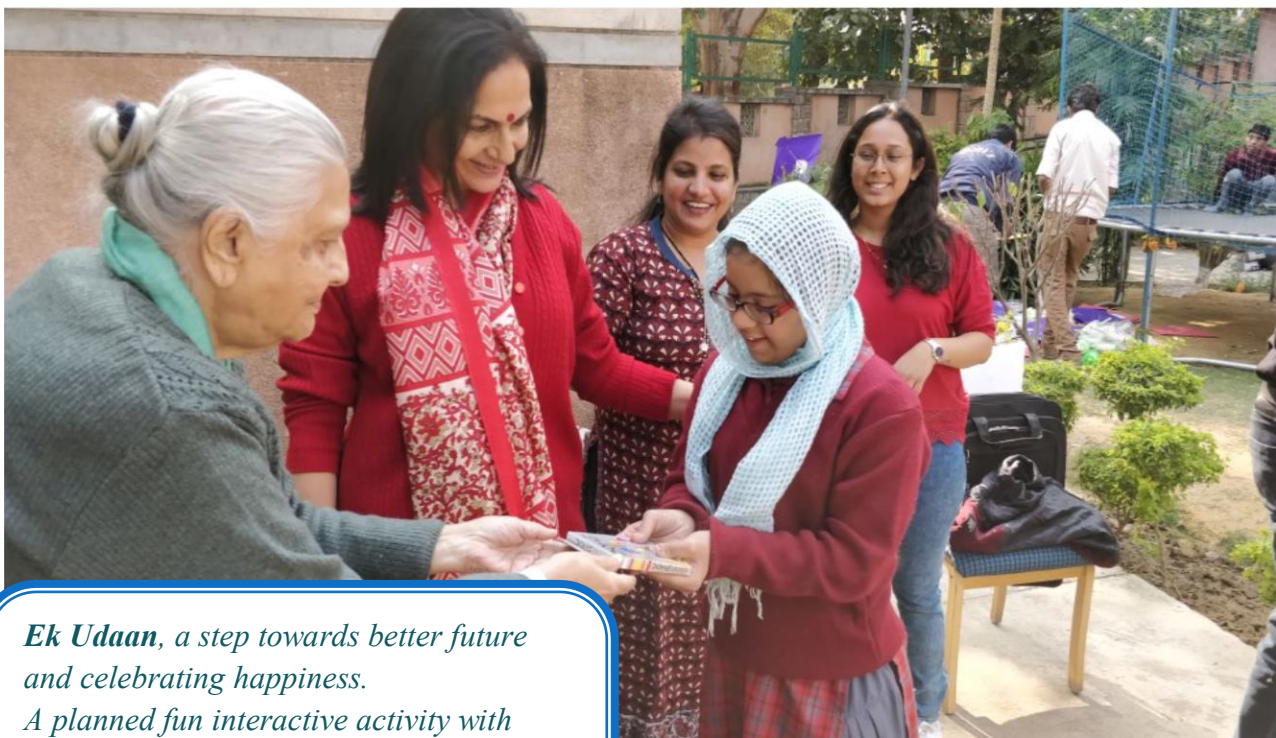
In 2016 the name was changed to RMC Switchgears Limited.

Since then, we have been felicitated with many awards like Industry Champion Award 2019.

It has been a great honour for all of us to receive accolades and award and we



Our Contribution to Society



Ek Udaan, a step towards better future and celebrating happiness. A planned fun interactive activity with kids at Disha Foundation, Sunshine Hope and JKMS Apna Ghar.

Employees are the key part and the greatest asset of RMC Family. RMC takes initiative to engage its employees in various activities and interactive sessions.

An Interaction event at SRNG Auditorium, Jaipur



Corporate information

BOARD OF DIRECTORS & KEY MANAGEMENT PERSONNEL

Board of Directors

Mr. Ashok Kumar Agarwal (Chairman cum Managing Director)
Mr. Ankit Agrawal (Whole-time Director)
Mrs. Neha Agrawal (Executive Director)
Mr. Himanshu Goyal (Independent Director)
Mr. Kuldeep Kumar Gupta (Independent Director)
Mrs. Krati Agarwal (Independent Director)

BOARD COMMITTEE

Audit Committee

Mr. Himanshu Goyal (Chairman)
Mr. Ashok Kumar Agarwal (Member)
Mr. Kuldeep Kumar Gupta (Member)

Nomination & Remuneration Committee

Mr. Kuldeep Kumar Gupta (Chairman)
Mr. Himanshu Goyal (Member)
Mrs. Krati Agarwal (Member)

Stakeholders Relationship Committee

Mr. Kuldeep Kumar Gupta (Chairman)
Mr. Himanshu Goyal (Member)
Mrs. Krati Agarwal (Member)

CHIEF FINANCIAL OFFICER (CFO)

Mr. Ankit Agrawal

COMPANY SECRETARY (CS)

Ms. Deepa Soni

STATUTORY AUDITORS

M/s Manish Borad & Company
Chartered Accountants, Jaipur

SECRETARIAL AUDITORS

M/s B K Sharma & Associates
Company Secretaries, Jaipur

INTERNAL AUDITOR

Mrs. Ekta Gupta

PRINCIPAL BANKERS

Punjab National Bank
The Federal Bank Limited

RTA

Link Intime India Private Limited
C-101, 247 Park, Lal
Bahadur Shastri Marg,

Vikhroli (West), Mumbai-40008
Maharashtra.

Tel: +91 22 4918 600

Fax: +91 22 4918 606

E-mail: mumbai@linkintime.co.in

Website: www.linkintime.co.in

STOCK EXCHANGE WHERE COMPANY'S

SECURITIES ARE LISTED

BSE Limited –SME Platform

Registered Office Address:

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

Corporate Office:

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

Contact Details:

Phone: +91-141-403156,
+91-141- 4400222
Fax:+91-141-4031516
E-Mail- admin@rmcindia.in
cs@rmcindia.in
website: www.rmcindia.in
www.laminadecor.com



RMC SWITCHGEARS LIMITED

CIN: L25111RJ1994PLC008698

Registered Office: 7 Km. from Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan
Corporate Office: B-11 (B&C) Malviya Industrial Area, Jaipur-302017 E Mail ID: admin@rmcindia.in cs@rmcindia.in
Website: www.rmcindia.in, Contact No: 0141-4031516, 4400222

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of RMC Switchgears Limited will be held on Wednesday, the 29th September, 2021 at 11.00 A.M. at the Registered Office of the Company situated at 7 Km. From Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901 Rajasthan to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon

2. Re-appointment of Mrs. Neha Agrawal as a Director, liable to retire by rotation.

To appoint a Director in place of Mrs. Neha Agrawal (DIN: 07540311), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Statutory Auditor

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

“RESOLVED THAT pursuant to the provisions of Sections 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification or variation thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C be and are hereby appointed as the Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2026, to examine and audit the accounts of the Company at the remuneration Rs 3,62,000 per annum.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

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

**Ashok Kumar Agarwal
Chairman cum Managing Director
(Din: 00793152)**

**Place: Jaipur
Date: 25.08.2021**



NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), statement setting out material facts concerning Special Business (Item no. 4 to 8) 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 HIMSELF/ 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 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/Authorised 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 shareholding 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 26th 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



Compulsory 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 2020-21 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) 27th August, 2021 by electronic mode to those members whose email address is registered with the Company/Depositories. The soft copy of Annual Report will be sent via mail to the shareholders and will be uploaded on the Company's website www.rmcindia.in
16. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are therefore requested to bring their copies of the Annual Report in the meeting.
17. The Annual Report of the Company circulated

to the Members of the Company is made available on the Company's corporate website at www.rmcindia.in.

18. **GO GREEN INITIATIVE:** 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.
19. The Register of Members and Share Transfer Books of the Company will not close.
20. 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.
21. 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.
22. 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.
23. 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.
24. 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.

The route map showing direction to reach the venue of the 27th AGM is annexed at the end of the Report.

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

**Place: Jaipur
Date: 25.08.2021**

**Ashok Kumar Agarwal
Chairman cum Managing Director
(Din: 00793152)**



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

Item no.3

The Board of Directors proposed the name of M/s Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C on the recommendation of Audit Committee to appoint M/s Manish Borad & Co., as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2026, to examine and audit the accounts of the Company at the remuneration Rs 3, 62,000 per annum.

In the view of above, the Board of Directors proposes to the members to approve the appointment of M/s Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C as Statutory Auditors for a period of five years from the conclusion of this AGM till the conclusion of the 32nd AGM at the remuneration Rs 3, 62,000 Per Annum

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

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

**Place: Jaipur
Date: 25.08.2021**

**Ashok Kumar Agarwal
Chairman cum Managing Director
(Din: 00793152)**



Profile of Directors seeking appointment/re-appointment at 27th Annual General Meeting

Re-appointment of Mrs. Neha Agrawal as a Director, liable to retire by rotation

Name	Mrs. Neha Agrawal
Category / Designation	Executive Director
Director Identification No (DIN)	007540311
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	Mrs. Neha Agrawal possesses an experience of 12 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. She has been awarded several awards in the name of the Company
Board Meetings held & attended during the FY 2020-21	Sixteen attended out of Eighteen meetings held
Directorship held in other companies	Explora IOT solutions Pvt. Ltd.
Memberships/Chairmanships of Committees of other Companies	Nil
Number of shares held in the company	4,20,000 equity shares
Remuneration paid during financial year 2020-21	Rs. 3,21,,600
Relationship with other directors / KMP	Daughter in Law of Mr. Ashok Kumar Agarwal (Chairman cum Managing Director) and Spouse of Mr. Ankit Agarwal (Whole Time Director)

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

**Ashok Kumar Agarwal
Chairman cum Managing Director
(Din: 00793152)**

**Place: Jaipur
Date: 25.08.2021**

BOARD'S REPORT

To,
The Members,
RMC Switchgears Limited

Your Board of Directors are pleased to present the 27th (Twenty Seventh) Annual Report on the affairs, business and operations of the company together with the Audited Financial Statements for the Financial year ended 31st March, 2021.

FINANCIAL PERFORMANCE & HIGHLIGHTS

The Audited Financial Statements of the company for the year ended 31st March, 2021 are as follows:

(Rs. In Lakhs)

PARTICULARS	2020-21	2019-20
Revenue From Operations	3664.85	5939.38
Other Income	20.80	29.21
Profit Before Depreciation, Finance Costs, Exceptional items and Tax Expense	689.43	836.39
Less: Depreciation & Amortization Expenses	259.93	233.63
Less: Finance Cost	410.21	538.54
Less: Exceptional Items	-	4.83
Profit Before Tax Expense (PBT)	19.29	59.39
Less: Tax Expenses (Current & Deferred)	25.68	29.33
Profit After Tax (PAT)	44.98	30.06
Total comprehensive Income	44.98	30.06

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

OPERATIONS AND STATE OF COMPANY'S AFFAIRS

The Company is engaged in the business of Manufacturing, LT/HT Distribution Boxes and Panels, Junction Boxes, Feeder Pillars, other Power Distribution, Circuit Protection Switchgears, PVC designer UV Sheets & Acrylic Solid Surface products.

The Company has faced the hardship during the end of the year under review. Company has earned the revenue of Rs. 3664.85 Lakh during the year under review.

Similarly, Profit Before Depreciation, Finance Costs, Exceptional items and Tax Expense is Rs. 689.43 Lakh against Rs. 836.39 Lakh in the previous year and Net Profit before Tax amounting to Rs. 19.29 Lakh against Rs. 59.39 Lakh in the previous year. The net profit after tax of the company for the year under review is Rs. 44.98 Lakh as against Rs. 30.06 Lakh in the previous year.

DIVIDEND

The Board of Directors of the Company have not recommended any dividend for the year under review.

TRANSFER TO RESERVES & SURPLUS

The Board of Directors of the Company have decided not to transfer any amount to the Reserves but the Company has transferred profit of Rs. 44.98 Lakh from profit and loss account to Surplus.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENT

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013, are given in the respective notes to the Annual financial statements of the Company.

DEPOSITS

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014. There are no outstanding deposits as on 31st March, 2021.

LOAN FROM DIRECTORS

During the Financial Year under review, the Company has not borrowed any amount from Directors.

DETAILS OF HOLDING AND SUBSIDIARY COMPANIES

During the Financial year 2019-20, the Company had divested 100% of Equity Investment held by the Company in Explora IOT Solutions Private Limited (Wholly Owned Subsidiary Company formed on 10th May, 2018) on 30th September 2019. Hence, during the year under review, the Company does not have any holding or subsidiary Company.

CHANGE IN CAPITAL STRUCTURE

During the financial year 2020-21, there has been no change in capital structure of the Company and paid up share capital of the Company stands at Rs. 6,09,22,000/- (Rupees Six Crore Nine Lakhs Twenty Two Thousand only). The Company has not issued Debentures, shares with differential voting rights, stock options and sweat equity during the year.

CREDIT RATING

During the year, the Brickwork ratings was appointed as the Credit rating agency and the Company's credit rating for long-term bank facilities was reaffirmed as BWR BB+ (BB Plus). The rating outlook is stable. The short-term bank facilities were also reaffirmed as BWR A4+ (A Four Plus).

MEMORANDUM AND ARTICLES OF ASSOCIATION

During the year, the Company has not altered its Memorandum and Articles of Association.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE

COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

As required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to material changes and commitments, the directors confirm that there are no such material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the year under review, there have been changes in the management. The changes are as follows:

NAME	DATE OF APPOINTMENT	DATE OF CESSATION
Radhika Agarwal	01/08/2016	16/07/2020
Devi Shankar Goyal	01/08/2016	17/07/2020
Krati Agarwal	17/07/2020	-
Kuldeep Kumar Gupta	17/07/2020	-

BOARD EVALUATION AND REMUNERATION POLICY

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, its committees and Individual Directors (including Independent Directors) and expressed its satisfaction on the same. The manner and procedure of performance evaluation is attached herewith as Annexure-A.

The Nomination and Remuneration Policy of the Company, containing selection and remuneration criteria of Directors, senior management personnel and performance evaluation of Directors/ Board/ Committees/ Chairman, has been designed to keep pace with the dynamic business environment and market-linked positioning. The policy has been duly approved and adopted by the Board, pursuant to the recommendations of the Nomination and Remuneration Committee of the Board.

BOARD MEETING

During the year under review, Eighteen (18) Board Meetings were convened & held, the details of which are given in Annexure-I.

DECLARATION BY INDEPENDENT DIRECTOR

All Independent Directors of the Company have given the declaration that they meet the criterion of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) , Regulations, 2015. Further, all necessary declarations with respect to independence have been received from all the Independent Director along with the confirmation that they have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013. The terms and conditions for the appointment of Independent Director are available on the website.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

RMC believes that a well informed and familiarized Board can significantly and effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors of the Company are 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.

COMMITTEES OF THE BOARD

The Company's governance structure is based on the principles of autonomy to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles and the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has formed following three Committees of Directors 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.

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee

The details of the committee along with their composition, number of meetings and attendance at the Meetings are given in Annexure-I.

AUDITORS AND AUDITORS' REPORTS

STATUTORY AUDITOR

M/s. Saraswat & Company, Chartered Accountants, Jaipur having firm registration no: 004846C were appointed as Statutory Auditors of the Company by the members at the 21st Annual General Meeting to hold office until the conclusion of the Annual General Meeting of the Company to be held in the Year 2020. Thus, in the Annual General Meeting held in the Year 2020, M/s. Saraswat & Company, Chartered Accountants, Jaipur retired by rotation and M/s L Kasat & Company, Chartered Accountants having Firm Registration No. 014580C were appointed as the Statutory Auditors of the Company for a period of five years to hold office from the conclusion of Annual General Meeting held in year 2020 till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2025.

Further, M/s L Kasat & Company, Chartered Accountants having Firm Registration No. 014580C expressed his inability to continue as the Statutory Auditor of the Company and resigned from the same on 06th November, 2020.

The casual vacancy occurred due to the resignation of M/s L Kasat & Company, Chartered Accountants having Firm Registration No. 014580C was filled by the Board in its meeting held on 06th November, 2020 by appointing M/s Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C as Statutory Auditor till the conclusion of the next Annual General Meeting, which was further confirmed by the members in the Extra-Ordinary General meeting of the Company held on 05th February, 2021.

The Statutory Auditors of the Company have submitted Auditors' Report on the financial statements of the Company for the financial year ended 31st March, 2021. The reports do not contain any reservation, qualification or adverse remark. Information referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDITOR

Pursuant to provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, , M/s B K Sharma & Associates, Jaipur was appointed to conduct the Audit for the Financial Year 2020-21. The Secretarial Audit Report as required under section 204 (1) of the Companies Act, 2013 in the prescribed form MR-3 is

enclosed as Annexure-D. The report does not contain any reservation, qualification or adverse remark. Information referred to in the Secretarial Auditor Report are self-explanatory and do not call for any further comments.

COST AUDITOR

During the year under review, the Company was not required appoint Cost Auditor to 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 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, Mr. Ravindra Kumar Sharma was appointed as an Internal Auditor of the Company for the financial year 2020-21. Further, Mr. Ravindra Kumar Sharma resigned as the Internal Auditor of the Company w.e.f. 16th December, 2020. Upon his resignation, Mrs. Nidhi Agrawal, Chartered Accountant was appointed as the Internal Auditor of the Company for the financial year 2020-21 w.e.f. 17th December, 2020. The Internal Auditor has placed the Internal Audit Report for every quarter and the same was discussed with the Board.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

In pursuance to the provisions of section 177(9) & 177(10) of the Companies Act, 2013, the Company has formulated a Vigil Mechanism and Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or policy. The Vigil Mechanism and Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The Policy is available on the Company's website at www.rmcindia.in.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, an extract of the annual return in the prescribed form MGT-9 is annexed herewith as Annexure-C. The same is also available on the website of the Company, i.e. www.rmcindia.in

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 order passed by the Regulators/ court that would impact the going concern status of the company and its future operations.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons and their relatives which may have a potential conflict with the interest of the Company at large. The format for Particulars of contracts or arrangements with related parties as referred in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is annexed herewith as Annexure-B.

Detail of all related party transactions were placed before the Audit Committee as well as the Board of Directors. The Audit Committee has granted omnibus approval for related party transactions as per the provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015. The Board has also framed a policy on related party transactions and the same is available on the Company's website, i.e. www.rmcindia.in

Related party transactions have been disclosed under the Note No. 24 of significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18".

LISTING OF SHARES

The shares of the Company are listed on BSE Limited – SME Platform and the Annual listing fee for the year 2021-22 has been duly paid.

ENVIRONMENT AND SAFETY

The Company is driven by principles of sustainability for employees and society. We are focused on employees' well-being, developing safe and efficient products, minimizing environmental negative impact of our operations and products and minimizing the negative impact of our operations on society. The Company is conscious of the importance of environmentally clean and safe operations and ensures all concerned compliances, environmental regulations and preservation of natural resources. RMC Switchgears Limited recognizes quality and productivity as a pre-requisite for its operations and has implemented ISO 9001:2015. Continuous efforts to preserve the environment are pursued.

Employees' well-being and safety is of paramount importance to us. Creating a safe and healthy work environment is the most material issue in our operations. The focus is to continuously improve our health and safety performance. Our operations are safe and do not use significant amount of hazardous materials. All our employees are provided with relevant personal protective equipment according to the nature of work handled. They are also imparted relevant training on safety and handling of hazardous materials.

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, in preparation of annual accounts for the financial year ended 31st March, 2021 and states that:

1. In the preparation of annual accounts of the Company for the financial year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures from the same, if there any;
2. The Directors had 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 as at 31st March, 2021 and profit of the Company for that period;

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularity;
4. The annual accounts have been prepared on a going concern basis;
5. Proper internal financial control have been laid down which are adequate and were operating effectively; and
6. Proper systems have been devised ensure compliance with the provision of all applicable law and that such system operating effectively.

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 the separate section forming part of this Annual Report as Annexure-F.

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 2020-21.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations if any. The Audit Committee gives valuable suggestions from time to time for improvement of the company's business processes, systems and internal controls. All efforts are being made to make the internal control systems more effective.

NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company have approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Objective, Role of Committee, Appointment and removal of directors/KMP/ Senior Management, Terms & tenure, Evaluation, Policy For Remuneration To Directors/ KMP/ Senior Management Personnel etc.

HUMAN RESOURCE MANAGEMENT, HEALTH AND SAFETY

At RMC, we consider our employees as the most valuable resource and ensure strategic alignment of Human Resource practices to business priorities and objectives. Our constant endeavour is to invest in people and processes to improve human capital for the organization and service delivery to our customers. Attracting, developing and retaining the right talent will continue to be a key strategic imperative and the organization continues its undivided attention towards that. We would like to take this opportunity to express appreciation for the hard work and commitment of the employees of the Company and look forward to their continued contribution.

RMC strives to provide a conducive and competitive work environment to help the employees excel and create new benchmarks of productivity, efficiency and customer delight. At RMC, the Human Resource agenda continues to remain focused on reinforcing the key thrust areas i.e. being the employer of choice, building an inclusive culture and a strong talent pipeline and building capabilities in the organization. To maintain its competitive edge in a highly dynamic industry, we recognize the importance of having a work force which is consumer-focused, performance-driven and future-capable. In keeping with this, a number of policies and initiatives have been drawn up like regular employee engagement surveys, focusing on objective performance management system with key result areas and performance indicators. These initiatives ensure a healthy balance between business needs and individual aspirations.

At RMC, we ensure that there is full adherence to the code of ethics and fair corporate practices. RMC provide equal opportunity in all aspects of employment, including recruitment, training, work conditions, career progression, etc. that reconfirms our commitment to equal employment opportunity is a component of our growth and competitiveness. Further, RMC is committed to maintaining a workplace where each employee's privacy and personal dignity is respected and protected from offensive or threatening behaviour including violence. The Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility

PARTICULARS OF EMPLOYEES

Information required pursuant to Section 197(12) of the Companies Act, 2013, read with rules made thereunder as amended from time to time has been given as Annexure-E, which forms a part of this Report.

RISK MANAGEMENT

The Company has framed and implemented a Risk Management policy to identify the various business risks. This framework seeks to create transparency, minimise adverse impact on business objectives and enhance the Company's competitive advantage. The risk management policy defines the risk management approach across the enterprise at various levels, including documentation and reporting.

The Audit Committee has also been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risks which the Company may be exposed to. The Board also reviews the risk management assessment and minimization procedures.

(A) COMMODITY PRICE RISK

For us, Commodity price risk is the risk of price fluctuation on basic raw materials used in the process of manufacturing as well as finished goods. Our Company commands excellent business relationship with both suppliers and buyers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value added products helps in lowering the impact of price fluctuation in finished goods. Many

of the tenders awarded to us includes price escalation clause which reduces the Commodity Price risk.

(B) INTEREST RATE RISK

Any increase in interest rate can affect the finance cost of the Company. Our Company continuously monitors the interest rate on debt and switches to debt facility which attracts low rate of interest.

(C) HUMAN RESOURCE RISK

Our Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non availability of the required talent resource can affect the overall performance of the Company. We ensure continuous benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. By putting in place production incentives on time bound basis and evaluating the performance at each stage of work, we increase satisfactory level amongst the employees. Also recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming years.

(D) COMPETITION RISK

Our Company is exposed to competition risk domestically and internationally, particularly from China. The increase in competition can create pressure on margins, market share etc. However, by continuous efforts to enhance the brand image of the Company by focusing on, quality, cost, timely delivery, best customer service and by introducing new product range commensurate with demands, the Company plans to mitigate the risks so involved. Company is diversifying into new products to balance the risk of depending on sole product.

(E) COMPLIANCE RISK

Any default can attract penal provisions. Our Company regularly monitors and reviews the changes in regulatory framework through various legal compliance management tools to avoid any such compliance related risk.

(F) INDUSTRIAL SAFETY, EMPLOYEE HEALTH AND SAFETY RISK

The Electrical industry is labour intensive and is exposed to accidents, health and injury risk due to machinery breakdown, etc. We ensure development and implementation of critical safety standards across the various departments of the factory. All the insurable interests of the Company including Properties, Equipment and stocks etc. are adequately insured.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Our Company is fully committed to uphold and maintain the dignity of women working in the Company. Pursuant to the provisions of Section 21 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, and Redressal) Act, 2013, the Company has formulated Workplace Anti-Harassment Policy. All employees (permanent, contractual, temporary and trainees) are covered under this policy. During the year under review, the Company has not received any complaint pertaining to sexual harassment. The Company has duly constituted Internal Complaint Committee for the Prevention of Sexual Harassment at Workplace.

DEMATERIALIZATION OF SHARES

The shares of our Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2021, 100% of the share capital stands dematerialized.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Provisions of Section 135 of the Company Act 2013, and rules made there under, the requirement of constituting Corporate Social Responsibility Committee is not applicable on your company for the Financial Year 2021-22.

TRADE & INVESTOR RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The Directors place on record their appreciation for the valuable contribution made by the employees of the Company.

CORPORATE GOVERNANCE

Pursuant to the provisions of Regulation 15 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the provisions of Regulation 27 and Para C, D, E of Schedule V is not mandatory in respect of the listed entities which have listed its specified securities on SME platform

Since, the Company falls under the ambit of the above mentioned limits, compliance with the provisions of Regulation 27 and Para C, D, E of Schedule V of the Listing Regulations is not mandatory for the Company for the time being and consequently, the Compliance Report on Corporate Governance as stipulated under Schedule V of the Regulations does not form part of this Annual Report for the Financial Year 2020-21.

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

SECRETARIAL STANDARDS

During the year, the Company has complied with all applicable secretarial standards.

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 website www.rmcindia.in.

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 work place, 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.

Declaration by Chairman cum Managing Director regarding compliance by board members and senior management personnel with the company’s code of conduct is given in the report.

PREVENTION OF INSIDER TRADING

In compliance with the provisions of 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. www.rmcindia.in. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”), mandates that the companies to transfer the amount of dividend, which remained unclaimed for a period of seven years, from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules also mandate that the share on which dividend has not been paid or claimed for seven consecutive years or more be transferred to the IEPF.

1. Unclaimed dividend transferred to IEPF during the year 2020-21 – NIL
2. Shares transferred to IEPF during the year 2020-21 – NIL

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2021 are given at Annexure-G and forms part of the Board’s Report.

COMPANY'S POLICIES

The Company strive to conduct its business and strengthen the relationships in a manner that is dignified, distinctive and responsible. Thus, the Board of Directors have adopted various codes and policies to carry out the duties in an ethical manner. The various codes and policies are as under:

1. Board's Performance Evaluation Policy
2. Code of Conduct of board of directors and senior management personnel;
3. Code of Conduct for Prohibition of Insider Trading;
4. Nomination and Remuneration Policy
5. Policy on determination of materiality for disclosures
6. Related Party Transaction Policy
7. Risk Management Policy;
8. Whistle Blower Policy and Vigil Mechanism;
9. Workplace Anti-Harassment Policy.

Codes & Policies as above mentioned may be accessed on the Company's website at the www.rmcindia.in

ACKNOWLEDGEMENT

The Directors acknowledge a deep sense of gratitude for the continued support extended by Investors, Customers, Business Associates, Bankers and Vendors and place on record its appreciation for the significant contribution made by the employees at all levels through their hard work and dedication at all levels which has continued to be Company's major strength.

We also take this opportunity to express our deep sense of gratitude to all the Government, non-government agencies, Regulatory Authorities, Bankers and Vendors for their continued support. We also express gratitude to shareholders for their patronage, support and faith in the Company. The Board looks forward to their continued support in future.

For and on behalf of the Board of Directors

Place: Jaipur
Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152

Certificate of Compliance with Code of Conduct

I hereby confirm that the Company has obtained from all members of the Board and Management Personnel affirmation that they have complied with the Code of Conduct for the Financial Year 2020-21.

Place: Jaipur

Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152

CEO/CFO Certification

**To,
The Board of Directors,
RMC Switchgears Limited.**

- (A) We have reviewed a financial statement and the cash flow statement for the year ended 31st March, 2021 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. These statements together present a true & fair view of the Company's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge & belief, no transactions entered into by the Company's during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee:
- i. Significant changes, if any, in the Internal control over financial reporting during the year.
 - ii. Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of the significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's Internal control System over financial reporting.

Place: Jaipur

Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152

Annexure-A to the Board's Report

Board Evaluation & Remuneration Policy

The overall effectiveness of the Board shall be measured on the basis of the ratings obtained by each Director and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. For this reason, based on the fore stated criteria of evaluation, the remuneration of the Directors and Key Managerial Personnel shall be determined and reviewed from time to time.

RESPONSIBILITY OF BOARD/ INDEPENDENT DIRECTOR

It shall be the duty of the Board, who shall be supported by the Management, to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the directors' and committees' effectiveness, to maximize their strength and to tackle their shortcomings.

THE BOARD OF DIRECTORS SHALL UNDERTAKE THE FOLLOWING ACTIVITIES ON AN ANNUAL BASIS:

- I. Review the various strategies of the Company and accordingly set the performance objectives for directors, in consistency with varying nature and requirements of Company's business.
- II. The Board as a whole shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.

In conformity with the requirement of the Act, the performance evaluation of all the directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Independent Directors are duty bound to evaluate the performance of non - independent directors and board as a whole. The independent directors of the Company shall hold at least one meeting in a year to review the performance of the non-independent directors, performance of chairperson of the Company and board as a whole, taking into account the views of executive directors and non-executive directors.

EVALUATION FACTORS

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director:

In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and of its committees and individual directors as, such evaluation factors may vary in accordance with their respective functions and duties.

Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated. Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.

RATING SCALE

SCALE PERFORMANCE	RATING SCALE
Exceptionally good	5
Good	4
Satisfactory	3
Needs improvement	2
Unacceptable	1

The Company has chosen to adopt the following Board Performance Evaluation Process:

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

Some of the specific issues and questions that should be considered in a performance evaluation of Independent Director, in which the concerned director being evaluated shall not be included, are set out below:

Name of Director being assessed: _____

S.NO.	ASSESSMENT CRITERIA	RATING	REMARKS/ COMMENTS
1.	Attendance and participations in the Meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings		
5.	Initiative in terms of new ideas and planning for the Company		
6.	Safeguarding interest of whistle-blowers under vigil mechanism		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any		

PERFORMANCE EVALUATION OF CHAIRPERSON/NON-INDEPENDENT DIRECTOR / EXECUTIVE DIRECTOR

Some of the specific issues and questions that should be considered in a performance evaluation of Chairperson/Non-Independent Director / Executive Director by Independent Directors, in which the concerned director being evaluated shall not be included, are set out below:

Name of Director being assessed: _____

S.NO.	ASSESSMENT CRITERIA	RATING	REMARKS/ COMMENTS
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving, and decision making		
4.	Compliance with policies of the Company, ethics, code of conduct, etc.		
5.	Reporting of frauds, violation etc.		
6.	Safeguarding of interest of whistle blowers under vigil mechanism		
7.	Timely inputs on the minutes of the meetings of the Board and Committee, if any		

PERFORMANCE EVALUATION OF BOARD OF DIRECTORS

Some of the specific issues and questions that should be considered in a performance evaluation of the entire Board by Independent Directors are set out below:

S.NO.	ASSESSMENT CRITERIA	RATING	REMARKS/ COMMENTS
1.	The Board of Directors of the company is effective in decision making.		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings, meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10.	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
11.	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.		
12.	The board considers the independent audit plan and provides recommendations.		

PERFORMANCE EVALUATION OF COMMITTEES OF BOARD

The Board has constituted the following committees:

- I. Audit Committee;
- II. Nomination and Remuneration Committee; and
- III. Stakeholders Relationship Committee

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects as set out in the annexure below:

S.NO.	ASSESSMENT CRITERIA	RATING	REMARKS/ COMMENTS
Audit Committee (for Audit Committee members only)			
1.	Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues		
2.	Timely inputs on the minutes of the meetings		
Nomination and Remuneration Committee (For Nomination and Remuneration Committee members only)			

1.	Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.		
2.	Timely inputs on the minutes of the meetings		
Stakeholders Relationship Committee (For Stakeholders Relationship Committee members only)			
1.	Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.		
2.	Timely inputs on the minutes of the meetings		

PERFORMANCE EVALUATION OF KEY MANAGERIAL PERSONNEL AND SENIOR EXECUTIVES

For evaluating the performance of Key Managerial Personnel and other Senior Executives, the Board of Directors shall pay regards to the following aspects as set out below:

Name of person being assessed: _____

S. NO.	ASSESSMENT CRITERIA	RATING	REMARKS/ COMMENTS
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company		
2.	Interpersonal and communication skills		
3.	Compliance with policies of the Company, ethics, code of conduct, etc.		
4.	Safeguarding interest of whistle-blowers under vigil mechanism		
5.	Team work attributes		
6.	Safeguard of confidential information		

REVIEW & AMENDMENT

The performance evaluation process will be reviewed annually by the "Nomination and Remuneration Committee". Subject to the approval of Board of Directors, the Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company.

DISCLOSURE

Company will disclose details of its Board Performance Evaluation processes in its Board's Report. The Board's report containing such statement shall indicate the manner in which formal evaluation has been made by the Board of its own performance and that of the committees of the Board and individual directors of the Company.

For and on behalf of the Board of Directors

**Place: Jaipur
Date: 25.08.2020**

**Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152**

Annexure-B to the Board's Report

AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

- a) Name(s) of the related party and nature of relationship: **Nil**
- b) Nature of contracts/arrangements/transactions: **Nil**
- c) Duration of the contracts / arrangements/transactions: **Nil**
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Nil**
- e) Justification for entering into such contracts or arrangements or transactions: **Nil**
- f) Date(s) of approval by the Board: **Nil**
- g) Amount paid as advances, if any: **Nil**
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **Nil**

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS:

- a) Name(s) of the related party and nature of relationship: **Nil**
- b) Nature of contracts/arrangements/transactions: **Nil**
- c) Duration of the contracts / arrangements/transactions: **Nil**
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Nil**
- e) Date(s) of approval by the Board: **Nil**
- f) Amount paid as advances, if any: **Nil**

For and on behalf of the Board of Directors

Place: Jaipur
Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152

Annexure-C to the Board's Report

Form no. MGT-9

Extract of Annual Return

As on the Financial Year ended on 31st March, 2021

[Pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & DETAILS:

i	CIN	L25111RJ1994PLC008698
ii	Registration Date	23/08/1994
iii	Name of the Company	RMC Switchgears Limited
iv	Category/Sub-category of the Company	Public Company Limited By Shares / Non-Govt Company
v	Address of the Registered office & contact details	7 Km. From Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901 Rajasthan Tel. No.: 0141-4400222 Email id: cs@rmcindia.in Website: www.rmcindia.in
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai Maharashtra- 400083 Email id: mumbai@linkintime.in Website: www.linkintime.co.in Tel. No.: 022-49186000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated hereunder:

S. No.	Name & Description of main Products/Services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacturing of Electrical Equipment (Meter/Distribution Boxes)	279	79.66%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS A PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding										
Sr. No	Category of Shareholders	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	3427840	0	3427840	56.2660	3427840	0	3427840	56.2660	0
(b)	Central Government	0	0	0	0	0	0	0	0	0
(c)	State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(e)	Banks/FI	0	0	0	0	0	0	0	0	0
(f)	Any Other (Specify)									
	Sub Total (A)(1)	3427840	0	3427840	56.2660	3427840	0	3427840	56.2660	0
[2]	Foreign	0	0	0	0	0	0	0	0	0
(a)	NRIs-Individuals	0	0	0	0	0	0	0	0	0
(b)	Other-Individuals	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(d)	Banks/FI	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	3427840	0	3427840	56.2660	3427840	0	3427840	56.2660	0
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
(b)	Banks/FI	0	0	0	0	0	0	0	0	0
(c)	Central Government	0	0	0	0	0	0	0	0	0
(d)	State Governments	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0
(g)	FIIIs	0	0	0	0	0	0	0	0	0
(h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i)	Any Other (Specify)									

	Sub Total (B)(1)	0	0	0	0	0	0	0	0	0
[2]	Non-Institutions									
(a)	Bodies Corporate									
(i)	Indian	444720	0	444720	7.2998	444720	0	444720	7.2998	0
(ii)	Overseas	0	0	0	0	0	0	0	0	0
(b)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	648000	0	648000	10.6366	644000	0	644000	10.5709	-0.0657
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1184640	0	1184640	19.4452	1190640	0	1190640	19.5437	0.0985
(c)	Other (Specify)									
(i)	Hindu Undivided Family	337000	0	337000	5.5317	345000	0	345000	5.6630	0.1313
(ii)	Clearing Member	6000	0	6000	0.0985	0	0	0	0	-0.0985
(iii)	Non Resident Indians (Non Repat)	8000	0	8000	0.1313	6000	0	6000	0.0985	-0.0328
(iv)	Non Resident Indians (Repat)	36000	0	36000	0.5909	34000	0	34000	0.5581	-0.0328
(v)	Trusts	0	0	0	0	0	0	0	0	0
(vi)	NBFC registered with RBI	0	0	0	0	0	0	0	0	0
	Sub Total (B)(2)	2664360	0	2664360	43.7340	2664360	0	2664360	43.7340	0
	Total Public Shareholding(B)=(B)(1)+(B)(2)	2664360	0	2664360	43.7340	2664360	0	2664360	43.7340	0
(C)	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	6092200	0	6092200	100	6092200	0	6092200	100	0

(ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares Held	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares Held	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Ashok Kumar Agarwal	610880	10.0272	0	610880	10.0272	0	0
2	Ankit Agrawal	569880	9.3543	0	569880	9.3543	0	0
3	Santosh Agarwal	568520	9.3319	0	568520	9.3319	0	0
4	Vitthal Das Agarwal HUF	500600	8.2171	0	500600	8.2171	0	0
5	Neha Agrawal	420000	6.8941	0	420000	6.8941	0	0

6	Parwati Bai Agrawal	302920	4.9723	0	302920	4.9723	0	0
7	Ashok Kumar Agrawal HUF	212840	3.4936	0	212840	3.4936	0	0
8	Ankit Agarwal HUF	104000	1.7071	0	104000	1.7071	0	0
9	Vitthal Das Agrawal	63200	1.0374	0	63200	1.0374	0	0
10	Rajendra Kumar Agrawal	40320	0.6618	0	40320	0.6618	0	0
11	Atika Agrawal	34680	0.5693	0	34680	0.5693	0	0
	Total	3427840	56.2660	0	3427840	56.2660	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares Held	% of total Shares of the company	No. of Shares Held	% of total Shares of the company
1	Ashok Kumar Agarwal				
	At the beginning of the Year	610880	10.0272	610880	10.0272
	Increase / Decrease	No Change			
	At the end of the Year			610880	10.0272
2	Ankit Agrawal				
	At the beginning of the Year	569880	9.3543	569880	9.3543
	Increase / Decrease	No Change			
	At the end of the Year			569880	9.3543
3	Santosh Agarwal				
	At the beginning of the Year	568520	9.3319	568520	9.3319
	Increase / Decrease	No Change			
	At the end of the Year			568520	9.3319
4	Vitthal Das Agrawal HUF				
	At the beginning of the Year	500600	8.2171	500600	8.2171
	Increase / Decrease	No Change			
	At the end of the Year			500600	8.2171
5	Neha Agrawal				
	At the beginning of the Year	420000	6.8941	420000	6.8941
	Increase / Decrease	No Change			
	At the end of the Year			420000	6.8941
6	Parwati Bai Agrawal				

	At the beginning of the Year	302920	4.9723	302920	4.9723
	Increase / Decrease	No Change			
	At the end of the Year			302920	4.9723
7	Ashok Kumar Agrawal HUF				
	At the beginning of the Year	212840	3.4936	212840	3.4936
	Increase / Decrease	No Change			
	At the end of the Year			212840	3.4936
8	Ankit Agarwal HUF				
	At the beginning of the Year	104000	1.7071	104000	1.7071
	Increase / Decrease	No Change			
	At the end of the Year			104000	1.7071
9	Vitthal Das Agrawal				
	At the beginning of the Year	63200	1.0374	63200	1.0374
	Increase / Decrease	No Change			
	At the end of the Year			63200	1.0374
10	Rajendra Kumar Agrawal				
	At the beginning of the Year	40320	0.6618	40320	0.6618
	Increase / Decrease	No Change			
	At the end of the Year			40320	0.6618
11	Atika Agrawal				
	At the beginning of the Year	34680	0.5693	34680	0.5693
	Increase / Decrease	No Change			
	At the end of the Year			34680	0.5693

(iv) Shareholding Pattern Of Top Ten Shareholders (Other Than Directors, Promoters & Holders Of GDRs & ADRs)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares Held	% of total Shares of the company	No. of Shares Held	% of total Shares of the company
1	Argent Leasing and Finance Pvt. Ltd.				
	At the beginning of the Year	413120	6.7811	413120	6.7811
	Increase / Decrease	No Change			
	At the end of the Year			413120	6.7811
2	Sunit Karnawat				
	At the beginning of the Year	304000	4.9900	304000	4.9900
	Increase / Decrease	No Change			
	At the end of the Year			304000	4.9900

3	Vikram Karnawat				
	At the beginning of the year	304000	4.9900	304000	4.9900
	Transfer (19.02.2021)	(288000)	(4.7274)	16000	0.2626
	Transfer (26.03.2021)	288000	4.7274	304000	4.9900
	At the end of the year			304000	4.9900
4	Ishwar Prasad Agarwal and Sons				
	At the beginning of the Year	121000	1.9861	121000	1.9861
	Increase / Decrease	No Change			
	At the end of the Year			121000	1.9861
5	Manoj Kumar Kothari HUF				
	At the beginning of the Year	62000	1.0177	62000	1.0177
	Increase / Decrease	No Change			
	At the end of the Year			62000	1.0177
6	Shyam Sunder Agarwal				
	At the beginning of the Year	52000	0.8536	52000	0.8536
	Increase / Decrease	No Change			
	At the end of the Year			52000	0.8536
7	Sunita Kothari				
	At the beginning of the Year	50000	0.8207	50000	0.8207
	Increase / Decrease	No Change			
	At the end of the Year			50000	0.8207
8	Garvit Kothari				
	At the beginning of the Year	38000	0.6237	38000	0.6237
	Increase / Decrease	No Change			
	At the end of the Year			38000	0.6237
9	Rahul Vijayraj Jain				
	At the beginning of the Year	36000	0.5909	36000	0.5909
	Increase/Decrease	No Change			
	At the end of the Year			36000	0.5909
10	Harsha Jain				
	At the beginning of the Year	36000	0.5909	36000	0.5909
	Transfer (08.05.2020)	4000	0.0657	40000	0.6566
	Transfer (20.09.2019)	(4000)	(0.0656)	36000	0.5909
	At the end of the Year			36000	0.5909

(v) Shareholding Of Directors & KMP

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares Held	% of total Shares of the company	No. of Shares Held	% of total Shares of the company
1.	Ashok Kumar Agarwal (Chairman cum Managing Director)				
	At the beginning of the Year	610880	10.0272	610880	10.0272

	Increase / Decrease	No Change			
	At the end of the Year			610880	10.0272
2.	Ankit Agrawal (Whole-time Director)				
	At the beginning of the Year	569880	9.3543	569880	9.3543
	Increase / Decrease	No Change			
	At the end of the Year			569880	9.3543
3.	Neha Agrawal (Executive Director)				
	At the beginning of the Year	420000	6.8941	420000	6.8941
	Increase / Decrease	No Change			
	At the end of the Year			420000	6.8941

Note: No other Director and KMP held any shares during the financial year 2020-21.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	20,06,83,318	20,64,89,796	-	40,71,73,114
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	20,06,83,318	20,64,89,796	-	40,71,73,114
Change in Indebtedness during the financial year				
Additions	2,02,44,738	-	-	2,02,44,738
Reduction	-	3,57,94,344	-	3,57,94,344
Net Change	2,02,44,738	(3,57,94,344)		(1,55,60,606)
Indebtedness at the end of the financial year				
i) Principal Amount	22,09,17,056	17,06,95,452	-	39,16,12,508
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	22,09,17,056	17,06,95,452	-	39,16,12,508

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) Remuneration To Managing Director, Whole Time Directors And/Or Manager					
S. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Mr. Ashok Kumar Agarwal (Chairman cum Managing Director)	Mr. Ankit Agrawal (Whole-Time Director)	Mrs. Neha Agrawal (Executive Director)	
1.	Gross salary				

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,00,000/-	4,50,000/-	3,00,000/-	12,50,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21,600/-	21,600/-	21,600/-	64,800/-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others	-	-	-	-
	Total (A)	5,21,600/-	4,71,600/-	3,21,600/-	13,14,800/-

Note: The remuneration paid to Executive Directors is within the ceiling under Section 197 of the Companies Act, 2013 and shareholders' approval.

(B) Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of the Directors					Total amount (in Rs.)
		Mr. Devi Shankar Goyal	Mr. Himanshu Goyal	Mrs. Radhika Agarwal	Mr. Kuldeep Kumar Gupta	Mrs. Krati Agrawal	
1.	Independent Directors	Mr. Devi Shankar Goyal	Mr. Himanshu Goyal	Mrs. Radhika Agarwal	Mr. Kuldeep Kumar Gupta	Mrs. Krati Agrawal	NIL
	Fee for attending board/committee meetings						
	Commission						
	Others						
	Total (B) (1)						
2.	Other Non-Executive Directors						NIL
	Fee for attending board/committee meetings						
	Commission						
	Others						
	Total (B) (2)						
	Total (B) = (B)(1)+(B)(2)	NIL	NIL	NIL	NIL	NIL	NIL

(C) Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S.No.	Particulars of Remuneration	Key Management Personnel		Total Amount (in Rs.)
		Mr. Bharat Bhushan Gupta (CFO)	Ms. Srishti Kulshrestha (Company Secretary)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	13,33,800/-	2,31,292/-	15,65,092/-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others	-	-	-
	Total (A)	13,33,800/-	2,31,292/-	15,65,092/-

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

For and on behalf of the Board of Directors

Place: Jaipur
Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152

Annexure-D to the Board's Report
Form no. MR-3
Secretarial Audit Report

As on the Financial Year ended on 31st March, 2021

[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 called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ 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 Representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit period covering the Financial Year ended on March 31, 2021 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 and returns filed and other records maintained by M/s. RMC Switchgears Limited ("the Company") for the Financial Year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing; *(Not Applicable during the period under review.)*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (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. *There was no issue of securities during the period under review.*

- (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; *Not Applicable during the period under review.*
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015. *Not Applicable 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, 2009; *Not Applicable during the period under review.*
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; *Not Applicable during the period under review.*
- (i) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (vi) As informed and certified by the management, there are no other laws that are specifically applicable to the company based on their sector/industry.

We have also examined compliance with the applicable clause 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 BSE Limited (BSE) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

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.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda, and detailed notes on agenda were sent at least seven days in advance except where consent of all the Director were received for circulation of Notices and Agendas at shorter notice, 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 Meetings and Committees Meetings 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.

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**

**[BRIJ KISHORE SHARMA]
Proprietor
M. N.: FCS-6206
COP No.: 12636
UDIN: F006206C00847046**

**PLACE: Jaipur
DATE: 28th August, 2021**

**To
The Members
RMC SWITCHGEARS LIMITED**

Our 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 followed by us 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. Where ever 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 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**

**[BRIJ KISHORE SHARMA]
Proprietor
M. N.: FCS-6206
COP No.: 12636
UDIN: F006206C00847046**

**PLACE: Jaipur
DATE: 28th August, 2021**

Annexure-E 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 2020-21:

S. No.	Name of Director	Designation	Ratio of Remuneration to MRE	% Increase in Remuneration
1.	Mr. Ashok Kumar Agarwal	Chairman cum Managing Director	3.23:1	-77.99 %
2.	Mr. Ankit Agrawal	Whole-time Director	2.91:1	-78.01%
3.	Mrs. Neha Agrawal	Executive Director	1.94:1	-78.13%

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

S. No.	Name of Person	Designation	% Increase in Remuneration
1.	Mr. Bharat Bhushan Gupta	Chief Financial Officer (CFO)	-25%
2.	Ms. Srishthi Kulshrestha	Company Secretary	NIL

Note:

1. The median remuneration of employees was Rs. 1,54,830/- as on 31st March, 2021 and Rs. 3,36,596 as on 31st March, 2020. There was decrease in MRE during the financial year 2020-21 of 54 %
2. The numbers of permanent employees on the roll of the Company as on 31st March, 2021 were 89.
3. The average managerial percentage has been decreased by 65% in the F.Y. 2020-21, while for others it is decreased to 38% .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.
4. 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 Extract of Annual Return (MGT- 9). The ratio of remuneration and percentage increase for Non-Executive Directors is therefore not considered for the above purpose
5. The median remuneration calculated on the basis of employee who worked for whole FY 2020-21.
6. 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.
7. Remuneration paid during the financial year ended 31st March, 2021 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, 2021

S. No.	Employee Name	Designation	Remuneration received in F.Y. 2020-21	Date of Commencement of employment	Nature of Employment *	Educational Qualification	Age	Experi-ence (In years)	Last Employment
1	Bharat Bhushan Gupta	Chief Financial Officer	13,33,800/-	01.08.2018	Permanent	CA	49	26	Nandan Terry Pvt. Ltd.
2	Subrata Biswas	Regional Manager (EAST)	11,34,932	01.11.2019	Permanent	Electrical Engineering	48	21	Century Plyboards India Ltd.
3	Radhamohan Gupta	Deputy General Manager-HR	9,74,903/-	27.11.2019	Permanent	MBA	37	11	Consulting Engineers Group Ltd.
4	Tarun Kumar Sharma	Vice President	5,60,000/-	02.09.2011	Permanent	MSC, MBA	50	31	Genus Power Infrastructure Ltd.
5	Sudhir Bishnoi	Deputy General Manager-Sales	5,18,952/-	01.08.2005	Permanent	PGDBM	40	21	Marg CompuSoft
6	Ashok Kumar Agarwal	Chairman cum Managing Director	5,21,600/-	23.08.1994	Permanent	B.Com	65	47	Self Employed
7	Kamlesh Kumar Patel	Manager	4,78,900/-	01.05.2013	Permanent	ITI	38	19	EPP Composite
8	Ankit Agarwal	Whole-time Director	4,71,600/-	20.11.2008	Permanent	B.Com	39	21	Self Employed
9	Mihir Jha	Assistant manager	3,72,877/-	25-03-2019	Permanent	B.Tech	29	9	Brady Sereies Pvt Ltd.
10	Ashok Dadhich	Manager	3,65,033/-	04.09.2011	Permanent	M.B.A	45	16	Bank Capital Market Ltd.

Note:

1. All employments terminable by notice from either side.
2. 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.
3. No employee is relative of any director or manager of the Company other than Directors interse.
4. 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.
5. 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

**Place: Jaipur
Date: 25.08.2020**

**Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152**

Annexure-F to the Board's Report

Management Discussion and Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENTS

India's electrical equipment industry is highly diverse and manufactures a wide range of high and low technology products. The industry directly employs around half million persons and provides indirect employment to another one million people. The industry can be broadly classified into two sectors – generation equipment and T&D equipment. Other electrical equipment, including instrument transformers, surge arrestors, stamping and lamination, insulators, insulating material, industrial electronics, indicating instruments, winding wires, etc., contributed to `25,000 crore (US\$ 5.2 billion).

There has been an overall growth in most segments of the electrical equipment industry — in boilers, turbines, generators, transformers, switchgears, and wires and cables due to the high demand from central and state power utilities. India's EE industry is expected to grow steadily and witness growth opportunities as a result of the government's focus on capacity augmentation across generation, transmission and distribution.

Company started its operations in the year 1994 initially in the building hardware segment. It started production of Enclosures of Energy Meters, LT/HT Distribution Boxes and Panels in the year 2000. Over the years, we have gradually expanded our product base. Now the company is ISO 9001:2015 certified Company engaged in the business of designing and manufacturing of Enclosures of Energy Meters, LT/HT Distribution Boxes and Panels, Junction Boxes, Feeder Pillars and other Power Distribution and Circuit Protection Switchgears made from Mild Steel, Stainless Steel in Fabrication and Deep Drawn Process along with Sheet Moulding Compound and Bulk Moulding Compound (DMC) materials. The company has also been undertaking work involving laying of energy transmission lines and establishing electric substation, fixing of new energy meters and shifting of existing energy meters from inside to outside etc in different regions of the country.

The company will be creating the networks also in various circles. Indian energy sector has registered rapid growth in the last few years. It continues to remain the key focus area for the country with our revered PM's slogan "Har Ghar Bijali" by 2022. The company is quite hopeful with the opportunities available in this segment and we are expecting this to be another profit centre for us in the coming years. We have been continuously strengthening and updating our manufacturing capacity to cope up with the market demands. With the experience of our promoters & senior management, we have been able to sustain and grow continuously, all thanks to our customers like KEI Industries Limited, NCC Limited, Capital Electec Pvt. Ltd. and all Government owned power utilities of the States of Rajasthan, Haryana, Uttar Pradesh, Madhya Pradesh, Bihar, Karnataka, Gujarat, Kerala, Jharkhand and Uttaranchal, to name a few. This year, the company has also undertaken projects under the Central funded schemes like DDUGJY and IPDS schemes in the states of Karnataka and Gujarat, to ensure theft-free and safe power.

The Indian electrical equipment industry comprises of two broad segments – generation equipment (boilers, turbines, generators) and transmission & distribution (T&D) and allied equipment like transformers, cables, transmission lines, switch gears, capacitors, energy meters, instrument transformers, surge arrestors, stamping and lamination, insulators, insulating material, industrial electronics, indicating instruments, winding wires, etc.

- The present scenario of the transmission & distribution industry is very dynamic with increasing resources of state government to provide power supply to consumers.
- The generation equipment sector is around 15% of the total industry, while the T&D equipment sector is the rest 85% of the Industry. Generators, Generating Sets & Parts, Switchgear and Control gear, Transformers & Parts, Cables, Industrial Electronics, Boilers & Parts, transmission Line Towers etc.
- The sector boasts of a diversified, matured and strong manufacturing base backed by a robust supply chain. Rugged performance design of equipment to meet tough network demand and presence of major foreign players,

either directly or through technical collaborations with Indian manufacturers is a testimony of unique advantages India holds in this sector.

- With state-of-the-art technology in most sub-sectors at par with global standards, the major export markets for Indian electrical equipment are USA, Germany, UAE, Saudi Arabia, France, UK, Nigeria, China, Kenya and Brazil. The major export products are Rotating Machines (Motors, AC Generators, and Generating Sets) & Parts, Switchgear and Control gear, Trans- formers & Parts, Cables, Industrial Electronics, Boilers & Parts, and Transmission Line Towers etc. (Source:)

SWOT ANALYSIS

(A) STRENGTHS

- Quality of the products gives a market edge.
- Manufacturing of SMC enclosures, demand for which is continuously rising.
- Competitive edge in terms of quality and competitive bidding.
- The company has well knit marketing network.
- Long Experience of Promoter in this Field.
- Strong Management Team and a motivated and efficient work force.
- Profit making company since incorporation (except initial years) with proven track record.

(B) WEAKNESSES:

- Company has to mainly depend on the financially weak SEBs for its sales. Though the payment is almost secure but the delay in payment is normal feature of some of the SEBs.
- Uncertainty and slow pace of reforms.
- Macroeconomic challengers which constrain public and private funding.

(C) OPPORTUNITIES:

- The Government is focusing on increasing the penetration of power supply in villages.
- Expansion of key industry sector like power, steel, petrochemicals, telecom and others.
- Per capita consumption of energy being relatively low, the growth potential for this industry in medium and long term is high.
- Govt's plan to convert traditional meters into smart meters
- Replacement and retrofitting programmes.
- Government's focus on improving health of Electricity Boards through various schemes and other measures
- Manufacturing of SMC enclosures, demand for which is continuously rising

(D) THREATS

- Stiff competition in the Electrical industry.
- Change of technology.
- Opening of the Indian economy for overseas players
- Any unfavourable change in Govt. Policies may affect the profitability of the company.
- Scarcity of technically skilled personnel.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company is mainly engaged in the business of manufacturing of Distribution Boxes and Panels, Junction Boxes, Feeder Pillars, so the Management considers as this is the major business segment of the Company.

SWITCHGEARS

Growing transmission and distribution network and rural electrification Programme coupled with infrastructure development are the key factors driving the switchgear market in India. Further, favourable government schemes and initiatives such as UDAY and Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) are also expected to ensure a positive slope in switchgear demand in future. Switchgears perform some of the most critical functions in the power distribution system such as protection, isolation and control in the electrical systems. The switchgear industry in India is expected to gain strong growth momentum as the need of the hour for the Government to have a safe, reliable, and efficient power distribution setup at both micro and macro levels intensifies. According to Niti Aayog, the Government of India is planning to reach a renewable energy capacity of 175 GW by 2022. With the Government's thrust on renewable energy and efficient T&D distribution system, the Indian switchgear market is projected to reach USD 3.7 billion by 2022.

INDUSTRY OUTLOOK

There is still lot of potential for growth in the turnover of the Company because the demand of Company's products in the market is increasing. The Company is developing innovative and different type of product as per requirement of the market. There is a strong Demand of SMC enclosures in the market hence management has planned to expand its production capacity to cater the increased demand.

RISK AND CONCERN

The Company continuously ascertains risks and concerns in the Electrical Industry affecting its present operations, future performances and business environment. In order to overcome such risks and concerns your Company adopts preventive measures as considered expedient and necessary. The overarching objective of the Company is one of responsible risk management. The Company has evolved a risk-management framework encompassing effective processes and catalysed by a talented pool of qualified professionals. As a result, its business decisions balance risk and reward, leading to profitable and sustainable growth.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. The Audit Committee gives valuable suggestions from time to time for improvement of the company's business processes, systems and internal controls. All efforts are being made to make the internal control systems more effective

DISCUSSIONS ON FINANCIAL PERFORMANCE VIS-À-VIS OPERATIONAL PERFORMANCE

Financial performance of the Company has been good and your company is doing well on fulfilling its objectives of growth, profitability and maximization of shareholders wealth. During the year company made net profit Rs. 44.98 Lakhs and last year net profit was Rs. 30.06 Lakh. This Year the turnover of our company is Rs 3664.85 Lakh and last year turnover was Rs. 5939.38 Lakh.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company always believes that its growth is closely linked with the growth and overall development of its employees. The Company is committed to upgrade the skill of its employees and to create an environment where

excellence is recognized and rewarded. The target is to place right people at right position and to enhance the efficiency, working speed, competency and time management skill of its employees. The Company's endeavor is to create an environment where people can use all of their capabilities in promoting the business of the Company. Number of on rolls people employed, as on 31/03/2021 is 89.

CAUTIONARY STATEMENT

The report may contain certain statements that the Company believes are, or may be considered to be "forward looking statements" that describe our objectives, plans or goals. All these forward looking statements are subject to certain risks and uncertainties, including but limited to, Government action, economic development, risks inherent in the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward looking statements.

For and on behalf of the Board of Directors

Place: Jaipur
Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152

Annexure-G to the Board's Report **Conservation of Energy, Technology Absorption** **and Foreign Exchange Earnings and Outgo**

For the Financial Year ended on 31st March, 2021

[Pursuant to Section 134(3) of the Companies Act, 2013 and
Rule 8(3) of the Companies (Accounts) Rules, 2014]

I. 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.
- 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.

II. TECHNOLOGY ABSORPTION

a. EFFORTS IN BRIEF, MADE TOWARDS TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

The Company continues to perform Product Development activities to improve quality of products and to reduce production cost to serve its customer better.

b. 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

c. 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.

d. THE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT

The Company has not incurred any expenditure on Research and Development.

III. 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 31.03.2021	Year Ended 31.03.2020
A)	Foreign Currency used for:		
a)	Raw Materials	45,137	97,96,341.85
b)	Capital Goods	-	11,70,418
c)	Expenditure in Foreign Currency	-	8,82,064.15
B)	Earnings in Foreign Currency	-	-

For and on behalf of the Board of Directors

Place: Jaipur
Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152

Annexure-H to the Board's Report **Details of Composition of the Board,** **Board Meetings and Committee Meetings**

For the Financial Year ended on 31st March, 2021

BOARD OF DIRECTORS

The Board of Directors of the Company have an optimum combination of Executive and Independent Non Executive Directors. Mr. Ashok Kumar Agarwal is the Chairman cum Managing Director of the Company. The Board comprises of three Independent Directors in the Company out of its total strength of six. Accordingly, composition of the Board is in conformity with the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Following is the composition of the Board of Directors of the Company:

Name of Directors	Category	Directorship held in Companies as on 31.03.2021	Committee Membership/ Chairmanship held in other Companies as on 31.03.2021
Mr. Ashok Kumar Agarwal DIN: 00793152	Chairman cum Managing Director	2	NIL
Mr. Ankit Agrawal DIN: 00793035	Whole-time Director	2	NIL
Mrs. Neha Agrawal DIN: 07540311	Executive Director	2	NIL
Mr. Devi Shankar Goyal* DIN: 07559565	Independent Director	1	NIL
Mr. Himanshu Goyal DIN: 03101053	Independent Director	3	NIL
Mrs. Radhika Agarwal* DIN:07579658	Independent Director	2	NIL
Mr. Kuldeep Kumar Gupta** DIN: 01591373	Independent Director	3	NIL
Mrs. Krati Agrawal** DIN: 08789232	Independent Director	1	NIL

Note: It includes both Public Company & Private Company.

* Mr. Devi Shankar Goyal & Mrs. Radhika Agarwal has resigned w.e.f. 17.07.2020.

** Mr. Kuldeep Kumar Gupta and Mrs. Krati Agrawal were appointed as Additional Director on 17.07.2020 and then regularized as Independent Director on 25.09.2020

NO. OF BOARD MEETINGS

During the financial year ended on 31st March, 2021, the Board of Directors have duly met Eighteen (18) times on 12.05.2020, 21.05.2020, 01.06.2020, 04.06.2020, 24.06.2020, 17.07.2020, 31.07.2020, 11.08.2020, 21.08.2020, 27.08.2020, 26.09.2020, 06.11.2020, 13.11.2020, 17.12.2020, 07.01.2021, 23.01.2021, 09.02.2021 and 10.03.2021. The intervening gap between any two meetings was within the time period and quorum at these meetings was in conformity with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-1 on Board Meetings.

The attendance records of the Directors at the Board Meetings during the year ended on 31st March, 2021 and at the last AGM is as under:

Name of Directors	Category	No. of Board Meetings held	No. of Board Meeting attended	Attendance at last AGM
Mr. Ashok Kumar Agarwal DIN: 00793152	Chairman cum Managing Director	18	18	Yes

Mr. Ankit Agrawal DIN: 00793035	Whole-time Director	18	16	Yes
Mrs. Neha Agrawal DIN: 07540311	Executive Director	18	16	Yes
Mr. Devi Shankar Goyal DIN: 07559565	Independent Director	5	3	NA
Mr. Himanshu Goyal DIN: 03101053	Independent Director	18	14	Yes
Mrs. Radhika Agarwal DIN:07579658	Independent Director	5	4	NA
Mr. Kuldeep Kumar Gupta** DIN: 01591373	Independent Director	12	9	Yes
Mrs. Krati Agrawal** DIN: 08789232	Independent Director	12	11	Yes

* **Mr. Devi Shankar Goyal & Mrs. Radhika Agarwal has resigned w.e.f. 17.07.2020.**

** **Mr. Kuldeep Kumar Gupta and Mrs. Krati Agrawal were appointed as Additional Director on 17.07.2020 and then regularized as Independent Director on 25.09.2020.**

KEY MANAGERIAL PERSONNEL

The Company duly complies with the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details of Key Managerial Personnel (KMP's) in the company as on 31st March, 2021 are as under:

Name of Key Managerial Personnel (KMP)	Category
Mr. Ashok Kumar Agarwal	Chairman cum Managing Director
Mr. Ankit Agarwal	Whole-time Director
Mrs. Neha Agrawal	Executive Director
Mr. Bharat Bhushan Gupta	Chief Financial Officer
Ms. Srishti Kulshrestha	Company Secretary

AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee. The Committee comprises of 3 members. All the members of the Committee possess sound knowledge on accounts, audit, finance, internal control etc.

I. BROAD TERMS OF REFERENCE

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations. It inter-alia includes the following:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditor's report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- All other matters specified in the Companies Act, 2013 and SEBI (LODR) regulations, 2015

II. COMPOSITION & MEETINGS

During the financial year 2020-21, Seven (7) Audit Committee Meetings were held. The meetings were on 12.05.2020, 31.07.2020, 20.08.2020, 06.11.2020, 13.11.2020, 17.12.2020 and 06.02.2021. The Audit Committee meets at regular interval to transact the required business (s). The attendance of each committee members of Audit committee is as under:

Name of Directors	Category	No. of Board Meetings held	No. of Board Meeting attended
Mr. Himanshu Goyal DIN: 03101053	Independent Director & Chairman	7	7
Mr. Ashok Kumar Agarwal DIN: 00793152	Managing Director & Member	7	7
Mr. Devi Shankar Goyal DIN: 07559565	Independent Director & Member	1	1
Mr. Kuldeep Kumar Gupta** DIN: 01591373	Independent Director & Memeber	6	6

**** Mr. Kuldeep Kumar Gupta was appointed as Additional Director on 17.07.2020 and then regularized as Independent Director on 25.09.2020. On 17.07.2020, he was included in Audit Committee as a member.**

NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted a well-qualified Nomination and Remuneration Committee. The Committee comprises of 3 members. All the members are Non-executive Independent Directors.

I. BROAD TERMS OF REFERENCE

The Committee is empowered to-

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors;
- Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors/Independent Directors on the Board and as Key Managerial Personnel;
- Support Board in evaluation of performance of all the Directors & in annual self- assessment of the Board's overall performance;
- Conduct Annual performance review of MD, WTD, ED and senior management employees;
- Formulate a policy relating to remuneration for the Directors, Committee and also the senior management employees.
- All other matters specified in the Companies Act, 2013 and SEBI (LODR) regulations, 2015

II. COMPOSITION & MEETINGS

The Nomination and Remuneration Committee consists of three members. During the financial year 2020-21, two (2) Nomination and Remuneration Committee Meetings were held on 17.07.2020 and 20.08.2020. The attendance of the members at the meeting is as under:

Name of Directors	Category	No. of Board Meetings held	No. of Board Meeting attended
Mr. Devi Shankar Goyal DIN: 07559565	Independent Director & Chairman	0	0
Mr. Himanshu Goyal DIN: 03101053	Independent Director & Member	2	2
Mrs. Radhika Agarwal DIN:07579658	Independent Director & Member	1	1
Mr. Kuldeep Kumar Gupta** DIN: 01591373	Independent Director & Member	1	1
Mrs. Krati Agrawal** DIN: 08789232	Independent Director & Member	1	1

**** Mr. Kuldeep Kumar Gupta and Mrs. Krati Agrawal were appointed as Additional Director on 17.07.2020 and then regularized as Independent Director on 25.09.2020. On 17.07.2020, they were included in Nomination & Remuneration Committee as members**

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted a well-qualified Stakeholders Relationship Committee. The Committee comprises of 3 members. All the members are Non-executive Independent Directors.

I. BROAD TERMS OF REFERENCE

The Committee shall-

- Address the share- holder's investor's complaints with respect to transfer, transmission of shares, duplicate issuance of share certificate, non-receipt of Annual Report, non-receipt of dividend etc.
- Overlook the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the Quality of Investor services.
- Ensure proper its stakeholder relationship.

II. COMPOSITION & MEETINGS

The Stakeholders' Relationship Committee consists of three members The Committee met Four (4) times on 15.05.2020, 30.07.2020, 28.10.2020 and 23.02.2021 during the financial year ended on 31st March, 2020. The attendance of the members at the meeting is as under:

Name of Directors	Category	No. of Board Meetings held	No. of Board Meeting attended
Mr. Devi Shankar Goyal DIN: 07559565	Independent Director & Chairman	1	1
Mr. Himanshu Goyal DIN: 03101053	Independent Director & Member	4	4
Mrs. Radhika Agarwal DIN:07579658	Independent Director & Member	1	1
Mr. Kuldeep Kumar Gupta** DIN: 01591373	Independent Director & Member	3	3
Mrs. Krati Agrawal** DIN: 08789232	Independent Director & Member	3	3

**** Mr. Kuldeep Kumar Gupta and Mrs. Krati Agrawal were appointed as Additional Director on 17.07.2020 and then regularized as Independent Director on 25.09.2020. On 17.07.2020, they were included in Nomination & Remuneration Committee as members**

For and on behalf of the Board of Directors

Place: Jaipur
Date: 25.08.2020

Ashok Kumar Agarwal
Chairman cum Managing Director
DIN: 00793152



FINANCIAL STATEMENTS

For the Financial Year 2020-21

- ❖ **Independent Auditors' Report on Financial Statements**
- ❖ **Balance Sheet**
- ❖ **Statement of Profit and Loss**
- ❖ **Cash Flow Statement**
- ❖ **Notes to the Financial Statements**

INDEPENDENT AUDITOR'S REPORT

**To the Members of
*RMC SWITCHGEARS LIMITED,***

Report on the Financial Statements

Opinion

We have audited the financial statements of *RMC SWITCHGEARS LIMITED* (“the Company”), which comprise the Balance Sheet as at 31st March 2021, 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 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, 2021, ‘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 thereunder, 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management’s Responsibility 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 liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are 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 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 is 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.

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.

Emphasis of Matter:

We draw your attention to following note to the financial statements:

As described in Note 1(XV) to the Financial results, as regards the management's evaluation of COVID-19 pandemic on future performance of the company.

Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("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 dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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 Report in "Annexure B".
- g) 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 did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Manish Borad & Co.
Chartered Accountants
FRN: 007214C**

**CA Dheeraj Borad
Partner
Membership number: 405815**

**Jaipur
Dated: 30th June, 2021**

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 2020, we report that:

1. (a) The company is maintaining proper records showing full particulars, including quantitative details & situation of Fixed Assets;

(b) These fixed assets have been physically verified by the management at reasonable intervals; No such material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties are held in the name of the company except for the cases below:

Asset Category	Gross Block as at March31,2021 (Rs. in lacs)	Net Block as at March31,2021 (Rs. in lacs)	Remarks
Freehold Land at Chaksu, Jaipur	Rs.18.50	Rs.18.50	Correction in land records Company’s name is pending

2. The Physical Verification of Inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed;

3. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

4. In respect of loans, investments, guarantees, and security all the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. The company has not accepted any deposit from the public within the meaning of Section 73 to 76 of the Act and Rules framed there-under to the extent notified.

6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government under Section 148 (1) of the Act and are of the opinion, that prima facie, the prescribed cost records have been made and maintained. However, we have not made a detailed examination of such records with a view to determine whether they are accurate or complete.

7. (a) 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.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

8. The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders other than moratorium availed by the company due to Covid 19 Pandemic as per guidelines issued by the Govt of India.

9. No money was raised during the year by way of initial public offer by the company. Term Loans raised have been used by the company for the purpose for which they were sanctioned and raised.

10. No Fraud by the Company or fraud on the company by its Officers or employees has been noticed or reported during the year.

11. The Managerial Remuneration has been paid and provided in accordance with the provisions of section 197 read with Schedule V of the Companies Act, 2013. Company’s case is covered by the Part II of the Schedule V of the Companies Act, 2013 and requisite compliances, in the case of inadequate profits, are pending.

12. The company is not a Nidhi Company and hence reporting under clause 12 of the CARO, 2016 Order is not applicable.

13. All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment of shares during the year under review.
15. The Company has not entered into any non-cash transaction with the Directors or person connected with him/her under the provisions of section 192 of Companies Act, 2013.
16. According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Manish Borad & Co.
Chartered Accountants
FRN: 007214C**

**CA Dheeraj Borad
Partner
Membership number: 405815**

**Jaipur
Dated: 30th June, 2021**

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 2021 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 operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 the reliability 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.

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 2021, 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.

Jaipur
Dated: 30th June, 2021

For Manish Borad & Co.
Chartered Accountants
FRN: 007214C

CA Dheeraj Borad
Partner
Membership number: 405815

RMC SWITCHGEARS LIMITED
(CIN: L25111RJ1994PLC008698)
BALANCE SHEET AS AT 31st MARCH, 2021

(Amount in Rs.)

Particulars		Note No.	As At March 31, 2021	As At March 31, 2020	
I.	EQUITY AND LIABILITIES				
	1)	Shareholders' Funds			
	(a)	Share Capital	2	6,09,22,000	6,09,22,000
	(b)	Reserves and Surplus	3	21,84,58,658	21,39,60,281
			27,93,80,658	27,48,82,281	
	2)	Non-Current Liabilities			
	(a)	Long Term Borrowings	4	20,66,94,610	21,50,91,671
	(b)	Deferred Tax Liabilities(Net)	30	1,67,12,559	1,92,81,462
	(c)	Other Long Term Liabilities		-	-
	(d)	Long Term Provisions	5	27,33,763	25,18,493
			22,61,40,932	23,68,91,626	
	3)	Current Liabilities			
	(a)	Short Term Borrowings	6	15,41,93,028	15,99,19,808
	(b)	Trade Payables	-		
		(i) Total Outstanding dues of micro enterprises and small enterprises		-	-
		(ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises		7,82,94,383	18,03,51,517
	(c)	Other Current Liabilities	7	7,92,52,217	6,51,10,089
	(d)	Short Term Provisions	-	-	-
			31,17,39,627	40,53,81,414	
	TOTAL		81,72,61,217	91,71,55,321	
II.	ASSETS				
	1)	Non-Current Assets			
	(a)	Fixed Assets	8		
		i) Tangible Assets		29,68,72,950	28,39,05,910
		ii) Intangible Assets		15,88,452	22,28,166
		iii) Capital Work in Progress		-	-
			29,84,61,402	28,61,34,076	
	(b)	Investments in Subsidiary		-	-
	(c)	Long Term Loans and Advances	9	30,24,654	21,31,943
	(d)	Other Non-Current Assets	10	2,97,85,562	3,37,29,676
			3,28,10,216	3,58,61,619	
	2)	Current Assets			
	(a)	Current Investments	-	-	-
	(b)	Inventories	11	8,78,90,968	9,72,62,468
	(c)	Trade Receivables	12	29,97,02,068	38,54,20,298
	(d)	Cash and Cash Equivalents	13	46,94,117	68,76,944
	(e)	Short Term Loans and Advances	14	5,27,71,711	5,44,81,647
	(f)	Other Current Assets	15	4,09,30,736	5,11,18,269
			48,59,89,599	59,51,59,626	
	TOTAL		81,72,61,217	91,71,55,321	
			0	0	

The accompanying notes are an integral part of the financial statements

As per our separate report of even date

For Manish Borad & Co.

Chartered Accountants

FRN 007214C

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

Ashok Kumar Agarwal

Chairman Cum Managing Director

(DIN: 793152)

CA Dheeraj Borad

Partner

Membership Number : 405815

UDIN

Jaipur, Dated The 30th Day of June, 2021

Bharat Bhushan Gupta
Chief Financial Officer

Srishti Kulshrestha
Company Secretary

RMC SWITCHGEARS LIMITED

(CIN: L25111RJ1994PLC008698)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2021

(Amount in Rs.)

Particulars		Note No.	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
I.	Revenue from Operations(Gross)	16	36,64,85,264	59,39,38,255
II.	Other Income	17	20,80,905	29,21,026
III.	Total Revenue (I + II)		36,85,66,168	59,68,59,281
IV.	Expenses			
	a) Cost of Materials consumed	18	21,73,59,648	27,36,38,569
	b) Changes in inventories of Finished Goods & Work-in-Progress	19	21,66,272	26,26,461
	c) Purchases of Stock-in-Trade		20,19,048	9,23,81,221
	d) Employee Benefits Expenses	20	1,51,52,225	3,39,63,273
	e) Finance Costs	21	4,10,21,688	5,38,54,233
	f) Depreciation and Amortization Expenses	22	2,59,93,151	2,33,62,995
	g) Other expenses	23	6,29,24,662	11,06,10,744
	Total Expenses (a to g)		36,66,36,694	59,04,37,496
V.	Profit Before Exceptional Item (III - IV)		19,29,474	64,21,786
VI.	Exceptional Items		-	4,82,830
VII.	Profit Before Tax (V -VI)		19,29,474	59,38,956
VIII.	Tax Expenses			
	a) Current Tax		3,00,998	9,26,477
	Less: MAT Credit Entitlement		3,00,998	-9,26,477
	b) Deferred Tax Liability		25,68,903	29,33,467
IX.	Profit (Loss) for the year (VII-VIII)		44,98,378	3,05,489
X	Earning per equity share: (Face Value of Rs.10 each)	27		
	a) Basic		0.74	0.42
	b) Diluted		0.74	0.42

The accompanying notes are an integral part of the financial statements

As per our separate report of even date

For Manish Borad & Co.

Chartered Accountants

FRN 007214C

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

Ashok Kumar Agarwal

Chairman Cum Managing Director

(DIN: 793152)

CA Dheeraj Borad

Partner

Membership Number : 405815

UDIN

Jaipur, Dated The 30th Day of June, 2021

Bharat Bhushan Gupta
Chief Financial Officer

Srishti Kulshrestha
Company Secretary

RMC SWITCHGEARS LIMITED

(CIN: L25111RJ1994PLC008698)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2021

Particulars		Year ended on 31st March, 2021	Year ended on 31st March, 2020
		Amount in (Rs.)	Amount in (Rs.)
I)	CASH FLOW FROM OPERATING ACTIVITIES		
1	Net Surplus in Statement of profit & loss Before Taxes	19,29,474	59,38,956
2	Adjustments for:		
i)	Depreciation and Amortisation	2,59,93,151	2,25,86,995
ii)	Finance Cost	4,10,21,688	5,38,54,233
iii)	Interest Income	-21,00,546	-31,05,563
iv)	Dividend Income	-	-
v)	(Profit)/Loss on Sale of Fixed Assets	19,641	1,84,538
vi)	(Profit)/Loss on Sale/Disposal of Investments	-	4,82,830
vii)	Provisions	2,15,270	1,13,950
	Operating Profit Before Working Capital Changes	6,70,78,679	8,00,55,937
3	Adjustments for Working Capital changes:		
	<i>Adjustments for (increase) / decrease in operating assets:</i>		
	Inventories	9,72,62,468	1,67,91,720
	Trade receivables	8,57,18,230	12,06,58,911
	Short-term loans and advances	17,09,936	-2,23,47,234
	Other current assets	1,01,87,533	2,88,81,120
	<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
	Trade payables	-10,20,57,134	-12,59,63,686
	Other current liabilities	1,41,42,128	- 3,24,90,643
4	Cash Generated From Operations	17,40,41,841	6,55,86,125
	Less: Direct Taxes (Net of MAT effect)	0.00	0.00
	NET CASH FROM OPERATING ACTIVITIES [A]	17,40,41,841	6,55,86,125
II)	CASH FLOW FROM INVESTING ACTIVITIES		
i)	Purchase of Tangible / Intangible Assets	-3,70,15,293	-1,96,68,883
ii)	Investment in Equity Shares of Wholly Owned Subsidiary Company	-	47,170
iii)	Sale of Tangible / Intangible Assets	-	-
vi)	Proceeds on Disposal of Tangible Fixed Assets	7,10,000	11,25,000
v)	Interest Received	21,00,546	31,05,563
vi)	Other Non Current Assets	19,09,288	- 2,24,25,834
vii)	Long Term Loans and Advances	-8,92,711	5,28,633
	NET CASH (USED IN) INVESTING ACTIVITIES [B]	-3,31,88,170	-3,72,88,351
III)	CASH FLOW FROM FINANCING ACTIVITIES		
i)	Proceeds/(Repayment) from Short Term Borrowings(Net)	-57,26,780	62,29,931
ii)	Proceeds/(Repayment) from Long Term borrowings (Net)	-83,97,061	-17,04,010
iii)	Proceeds/(Repayment) from Long Term Liabilities (Net)	-	-
iv)	Finance Cost Paid	- 4,10,21,688	-5,38,54,233
	NET CASH FROM FINANCING ACTIVITIES [C]	- 5,51,45,530	- 4,93,28,312
	NET CASH GENERATED/(USED) [A+B+C]	8,57,08,141	-2,10,30,537
	Cash & cash equivalents- The beginning of the year	68,76,944	2,79,07,481
	Cash & cash equivalents- The end of the year	9,25,85,085	68,76,944

	Note:			
	1	Components of cash & cash Equivalents:-		
		Cash on hand	48,898	2,20,692
		Balances with banks		
		In current Accounts	18,784	4,565
		In fixed deposits	46,26,435	66,51,686
			46,94,117	68,76,944
	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 Manish Borad & Co.

Chartered Accountants

FRN 007214C

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

Ashok Kumar Agarwal

Chairman Cum Managing Director

(DIN: 793152)

CA Dheeraj Borad

Partner

Membership Number : 405815

UDIN

Jaipur, Dated The 30th Day of June, 2021

Bharat Bhushan Gupta

Chief Financial Officer

Srishti Kulshrestha

Company Secretary

RMC SWITCHGEARS LIMITED

Note No. 1

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31/03/2021

i) Corporate Information

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

ii) Basis of Accounting

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply, in all material aspects, with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013 (the 'Act').

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 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 current year's figures & groups.

iv) Fixed Assets and Depreciation

a) Fixed Assets 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. Based on the technical advice, company has taken the useful lives of 20 years in case of some Plant & Machineries in place of 15 years as prescribed in Schedule II of the Companies Act, 2013.

2) Depreciation on intangible assets is provided in accordance with AS-26 over the period of 5 years.

3) Premium paid on Leasehold Land is 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

a) Pursuant to the Taxation Laws(Amendment) Ordinance, 2019 issued on 20th September, 2019, corporate assesses have been given an option to apply a lower income tax rate with effect from 1st April, 2019, subject to certain conditions specified therein. Based on an evaluation of the comparative tax costs considering the future performance forecasts, the management is of the opinion that it would not be beneficial for the company to avail the option under the Ordinance as above till the year in which the company's MAT Credit entitlements are fully utilized. Accordingly, there is no impact at present in the measurement of tax expense for the year ended 31st March, 2020 and the deferred tax assets (net) as on that date.

Company has provided for the tax liability u/s 115JB (MAT) of the Income Tax Act, 1961 and consequent MAT Credit available has been recognized as asset.

b) Deferred Tax has been provided on the DTL (net of DTA) at the prevailing Income Tax Rates as prescribed under Income Tax Act, 1961. However, the tax rate being used is as prescribed u/s 115JB of the Income Tax Act, 1961 (in place of regular rate i.e. 25%) in view of the availability of MAT Credit balance lying for adjustment against future profits.

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. During the year, Rs. 6.96 Lacs (Previous year Rs. 1.61 Lacs) has been capitalized for the Capital Assets added during the year. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

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 are 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.

xiv) Deferred Revenue Expenditure:

Company had come out with the Initial Public Offer (IPO) during the FY 2016-17 and Preferential Issue during FY 2017-18, mainly for financing the working capital requirement of the company. Expenditure incurred for this purpose is being written off over the period of 5 years in installment, beginning from 01/04/2017. Amount Written Off during the year was Rs. 690379/- (Previous Year 776000/-) and to be written off during the subsequent balance years is Rs. 690378/80 (Previous Year Rs. 1380757/80). As the funds were raised for the purpose of using for working capital purposes, expenses incurred are being claimed as expense for the purpose of Income Tax.

Company has incurred significant expenses amounting Rs. 6722233/- (Previous year NIL) for creating the Retail marketing network of its products in the FY 2019-20. Benefits of such expenses would accrue in the future years. Therefore, it has been considered prudent to defer the write off of such expense over the period of 5 years in equal installment, beginning from 01/04/2020. Amount Written Off during the year was Rs. 1344447/- (Previous Year Nil) and to be written off during the subsequent balance years is Rs. 5377786 (Previous Year Rs. 6722233/-). These expenses, however, are being claimed as revenue expense for the purpose of Income Tax.

xv) Impact of COVID-19

The spread of COVID-19 has severely impacted business around the globe. In many countries including India, there has been severe disruption to regular business operations due to lock-down, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures. The Company has made detailed assessment of its liquidity position for the next one year and of the recoverability and carrying values of its assets comprising Property, Plant and Equipment, intangible assets, Trade Receivables, and Inventory as at the balance sheet date and has concluded that there is no material adjustments required in the financial statements. Management believes that it has considered all the possible impact of known events arising from COVID -19 pandemic in the preparation of the financial Statements. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The Company

will continue to monitor any material changes to future economic conditions.

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

The accompanying notes are an integral part of the financial statements

As per our separate report of even date

For Manish Borad & Co.

Chartered Accountants

FRN 007214C

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

Ashok Kumar Agarwal

Chairman Cum Managing Director

(DIN: 793152)

CA Dheeraj Borad

Partner

Membership Number : 405815

UDIN

Jaipur, Dated The 30th Day of June, 2021

Bharat Bhushan Gupta

Chief Financial Officer

Srishti Kulshrestha

Company Secretary

RMC SWITCHGEARS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

NOTE : 2		
Share Capital		<i>(Amount In Rs)</i>
Particulars	As At 31.03.2021	As At 31.03.2020
<u>Authorized Capital</u>		
65,00,000 Equity Shares of Rs.10/- each	6,50,00,00	6,50,00,000
<u>Issued, Subscribed and Paid Up Capital</u>		
60,92,200 (Previous Year: 60,92,200) Equity shares of Rs 10/- each Fully Paid up	6,09,22,000	6,09,22,000
TOTAL	6,09,22,000	6,09,22,000

i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :					
Particulars		As At 31.03.2021		As At 31.03.2020	
Outstanding at the beginning of the Year		60,92,200		60,92,200	
Outstanding at the end of the Year		60,92,200		60,92,200	
ii) Details of Shareholders holding more than 5 % equity shares :					
Particulars		As At 31.03.2021		As At 31.03.2020	
		No. of Shares	% Holding	No. of Shares	% Holding
(a)	Ashok Kumar Agarwal	6,10,880	10.03%	6,10,880	10.03%
(b)	Ankit Agarwal	5,69,880	9.35%	5,69,880	9.35%
(c)	Santosh Agarwal	5,68,520	9.33%	5,68,520	9.33%
(d)	Vitthal Das Agarwal (HUF)	5,00,600	8.22%	5,00,600	8.22%
(e)	Neha Agrawal	4,20,000	6.89%	4,20,000	6.89%
(f)	Argent Leasing & Finance Pvt. Ltd.	4,13,120	6.78%	4,13,120	6.78%
iii) Terms and Rights attached to equity shares:					
The Company has only one class of equity shares having a face value of Rs.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.					
v) 32,43,150 Numbers of Equity Shares of Rs 10/- each fully paid-up have been allotted as Bonus Shares by capitalising Share Premium amounting Rs. 3,24,31,500/- during the FY 2016-17.					

NOTE : 3					
Reserves and Surplus					
Particulars		As At 31.03.2021		As At 31.03.2020	
(a)	Share Premium Account				
	As per Last Financial Statements	10,68,11,250		10,68,11,250	
	Closing Balance	10,68,11,250		10,68,11,250	
(b)	Capital Reserve				
	As per Last Financial Statements:				
	Capital Investments Subsidy - State	14,50,060		14,50,060.00	
	CLCS Subsidy-Central Government	15,00,000		15,00,000.00	
		29,50,060		29,50,060	
(c)	Surplus in Statement of Profit and Loss				
	As per Last Financial Statements	10,41,98,971		10,11,93,482	
	Add : Transferred during the year from Statement of Profit and Loss	44,98,378		30,05,489	
	Net Surplus in Statement of Profit and Loss	10,86,97,348		10,41,98,971	
	TOTAL	21,84,58,658		21,39,60,280	

NOTE : 4

Long Term Borrowings					
Particulars		As At 31.03.2021		As At 31.03.2010	
		Non Current	Current	Non Current	Current
Secured					
I.	Term Loan from Bank:				
	From Punjab National Bank (PNB)	98,28,807	1,05,12,000	1,30,23,144	1,05,12,000
	WCTL From Punjab National Bank (PNB)- GECL/ECLGS	1,85,11,368	44,33,333		
	WCTL From Federal Bank- GECL/ECLGS	80,55,556	19,44,444		
	FITL From Punjab National Bank (PNB)- FITL		20,45,276		
II.	Subordinate Loan				
	From Small Industries Development Bank of India	-	49,96,302	18,32,382	75,00,000
III.	Loans for Vehicles	43,39,036	20,57,907	56,36,119	17,53,923
IV.	Loans for Plant & Machinery	-	-	-	5,05,943
Unsecured					
I.	From Directors	1,91,03,082	-	5,56,91,299	-
II.	Inter-Corporate Deposits	8,35,15,162	-	8,68,02,724	52,44,593
III.	Others	6,33,41,600	47,35,608	5,21,06,004	66,45,177
TOTAL		20,66,94,610	3,07,24,871	21,50,91,671	3,21,61,635

(A)	Nature of Securities:	
I.	Term Loan from PNB	
		Secured by way of first charge on the fixed assets of the company created out of such borrowings, 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 and Smt. Parwati Bai. The loan is also secured by collateral security of immovable properties on Plot No.84 & 85 Amrit Nagar, Jaipur, Plot No.B-11(B&C) Malviya Industrial Area, Jaipur and Khasra No.157, 163 & 164, Village Badodiya, Chaksu Jaipur on pari-passu basis with Federal Bank.
II.	WCTL from PNB	
		Secured by extension of charge over entire present and future current assets of the company including entire stocks, Book Debts, loans & advances, etc. along with Federal Bank. Hypothecation of plant & Machinery and other fixed assets created out of the bank finance charged exclusively to the bank. The credit under GECL will rank second charge with the existing credit facilities in terms of cash flow and securities. Personal guarantees of Ashok Kumar Agarwal, Ankit Agarwal and Neha Agarwal, Directors of The Company and Smt. Parwati Bai. The loan is also secured by extension of charge over collateral security of immovable properties on Plot No.84 & 85 Amrit Nagar, Jaipur, Plot No.B-11(B&C) Malviya Industrial Area, Jaipur and Khasra No.157, 163 & 164, Village Badodiya, Chaksu Jaipur.
III.	WCTL from Federal Bank	
		Secured by charge on all movable & immovable assets created out of the WCTL. Personal guarantees of Ashok Kumar Agarwal, Ankit Agarwal and Neha Agarwal, Directors of The Company and Smt. Parwati Bai. The loan is also secured by second charge on all primary and collateral security of immovable properties on Plot No.84 & 85 Amrit Nagar, Jaipur, Plot No.B-11(B&C) Malviya Industrial Area, Jaipur and Khasra No.157, 163 & 164, Village Badodiya, Chaksu Jaipur.
IV.	FITL from PNB	
		The facility is secured by extending hypothecation/ mortgage of the existing securities as mentioned in point II above to secure the extent of the credit facilities
V.	Subordinate Loan	
		SIDBI Loan is secured by way of second charge on the immovable assets of the company and further secured by the personal guarantees of Ashok Kumar Agarwal and Ankit Agarwal, Directors of Company, Smt. Santosh Agarwal and VD Agarwal, Ex-Directors of The Company.
VI.	Vehicles loans	
		Vehicle loans are secured by hypothecation of the respective vehicle.
VII.	Loans for Plant & Machinery	
		Loans for plant & machinery are secured by hypothecation of the respective machinery created from the loan.

(B) Terms of repayment of term loans and other loans:				
1 Secured Term Loans				
	Particulars	As At 31.03.2021	As At 31.03.2020	Terms of Repayment
I.	Small Industries Development Bank of India	49,96,302	93,32,382	Repayment in 48 Graded Monthly Instalments of Rs.625000/- plus interest commencing from July, 2017 @ 15% p.a. 40 Monthly instalments have been paid as on 31st March, 2021.
II.	Hero Fincorp Ltd	-	5,05,943	Repayable in 48 Equated Monthly Instalments commencing from February, 2017 @ 13% p.a. Loan has been repaid by 31st March, 2021.
III.	Punjab National Bank	2,03,40,807	2,35,35,144	Repayable in 66 Graded Monthly Instalments commencing from 30th April, 2018 @ MCLR + Spread of 4.5%, repayable Rs. 876000/- per month plus interest in FY 2020-21. 28 Monthly Instalments have been paid as on 31 March, 2021
IV.	WCTL from Punjab National Bank	2,29,44,701	-	Repayable in 36 Monthly Instalments @ RLLR + 0.85% subject to maximum of 9.25% commencing from October, 2021. First 12 months, only interest to be paid. Zero Instalments has been paid as on 31st March, 2021.
V.	WCTL from Federal Bank	1,00,00,000	-	Repayable in 36 Equitable Monthly Instalments of Rs.319163/- @ Repo Rate + 5.25% subject to maximum of 9.25% p.a. commencing from September, 2021. First 12 months, only interest to be paid. Zero Installments has been paid as on 31st March, 2021.
VI.	FITL from Punjab National Bank	20,45,276	-	Repayable in 3 Monthly Installments of Rs.1992886/- commencing from January, 2021. 2 Installment has been paid as on 31st March, 2021.
2 Unsecured Term Loans				
	Particulars	As At 31.03.2021	As At 31.03.2010	Terms of Repayment
(a)	From Directors	1,91,03,082	5,56,91,299	Repayable not earlier than 12 months on demand.
(b)	Inter-Corporate Deposits	8,35,15,162	8,68,02,724	Repayable not earlier than 12 months on demand.
(c)	Others			
i)	Standard Chartered Bank	4,33,49,341	4,35,91,664	Repayable in 144 Equated Monthly Instalments of Rs. 652536/- each commencing in Dec. 2016 @ 9.85% p.a. 56 Monthly Instalments have been paid as on 31st March, 2021
ii)	Standard Chartered Bank	5,20,654	16,49,984	Repayable in 36 Equated Monthly Instalments of Rs. 163416/- each @ MCLR + 4.5% p.a. commencing in March, 2018. 33 Instalment has been paid as on 31st March, 2021.
iii)	Standard Chartered Bank	97,31,546	98,31,906	Repayable in 120 Equated Monthly Instalments of Rs. 131046/- each @ 9.45%. 11 Instalments have been paid as on 31st March, 2021.
iv)	Standard Chartered Bank	1,12,55,581	-	Repayable in 36 Equated Monthly Instalments @ 9.25% commencing from October, 2021. First 12 months, only interest to be paid. Zero Instalments has been paid as on 31st March, 2021.
v)	IDFC First Bank Ltd	7,48,181	-	Repayable in 36 Equated Monthly Instalments of Rs. 24065/- each commencing from Oct.2021 @ 9.25% p.a. First 12 months only interest to be paid. Zero Instalments has been paid as on 31st March, 2021.

	vi)	IDFC First Bank Ltd	24,71,904	36,77,627	Repayable in 36 Equated Monthly Instalments of Rs. 141040/- each @ 15.5% p.a. 16 Instalments have been paid as on 31st March, 2021.
	3	Vehicle Loans			
		Particulars	As At 31.03.2021	As At 31.03.2020	Terms of Repayment
	I.	ICICI Bank Ltd	7,03,470	-	Repayable in 60 Equated Monthly Instalments of Rs. 16438/- each @ 9.15% p.a. 8 instalments have been re-paid in full as on 31st March, 2021.
	II.	The Federal Bank Ltd	3,79,724	5,84,348	Repayable in 60 Equated Monthly Instalments of Rs. 20589/- each @ 8.90% p.a. 40 Instalments have been paid as on 31st March, 2021.
	III.	HDFC Bank Ltd	29,86,684	34,95,696	Repayable in 60 Equated Monthly Instalments of Rs. 71720/- each @ 8.50% p.a. 11 Monthly Instalments have been paid as on 31st March, 2021.
	IV.	HDFC Bank Ltd	23,27,065	33,09,998	Repayable in 60 Equated Monthly Instalments of Rs. 101640/- each @ 8.26% p.a. 35 Monthly Instalments have been paid as on 31st March, 2021.

NOTE : 5

Long Term Provisions

Particulars	As At 31.03.2021	As At 31.03.2020
Provision for Employee benefits	27,33,763	25,18,493
TOTAL	27,33,763	25,18,493

NOTE : 6

Short Term Borrowings

Particulars	As At 31.03.2021	As At 31.03.2020
Loans repayable on demand		
Secured		
Cash credit from banks	15,41,93,028	15,99,19,808
Unsecured		
Security Deposits and Refundable/Adjustable Advances	-	-
TOTAL	15,41,93,028	15,99,19,808

Nature of Securities:

1 - Cash Credit

Cash Credit under the consortium arrangements between Punjab National Bank and The Federal Bank Ltd. are Secured by way of first pari-passu charge on entire current assets, both present and future, of the company. Also collaterally secured by way of collateral security of immovable properties on Plot No.84 & 85 Amrit Nagar, Jaipur, Plot No.B-11(B&C) Malviya Industrial Area, Jaipur and Khasra No.157, 163 & 164, Village Badodiya, Chaksu Jaipur on pari-passu basis with Federal Bank and personal guarantees of Ashok Kumar Agarwal, Neha Agarwal and Ankit Agarwal, Directors of the company and Smt. Parwati Bai.

NOTE :7

Other Current Liabilities

Particulars	As At 31.03.2021	As At 31.03.2020
(a) Current maturities of Long Term Borrowings:		
I Term Loans (Secured)	2,39,31,356	1,80,12,000
II Vehicle Loans (Secured)	20,57,907	17,53,923
III Plant and Machinery Loans (Secured)	-	5,05,943
IV Other Loans	47,35,608	1,18,89,769
(b) Advance from Customers	6,04,668	56,94,449
(c) Creditors and Provision For Expenses	4,51,99,055	2,55,63,603
(d) Statutory & Other Liabilities	27,23,624	16,90,402
TOTAL	7,92,52,217	6,51,10,089

NOTE : 8

FIXED ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	As At	ADDITIONS	DEDUCTIONS	As At	As At	DELETIONS	DEPRECIATION / AMORTISATION	As At	As At	As At
	01.04.2020	Rs.	Rs.	31.03.2021	01.04.2020	SALES	AMORTISATION	31.03.2021	Rs.	01.04.2020
1. TANGIBLE ASSETS										
Freehold Land	18,50,100	-	-	18,50,100	-	-	-	-	18,50,100	18,50,100
Leasehold land	5,98,238	-	-	5,98,238	1,43,527	-	5,660	1,49,187	4,49,051	4,54,711
Building	8,57,55,382	-	-	8,57,55,382	2,26,59,999	-	24,44,742	2,51,04,741	6,06,50,640	6,30,95,382
Plant & Equipments	23,12,91,305	16,76,164	-	23,29,67,468	7,25,71,314	-	1,31,30,201	8,57,01,514	14,72,65,954	15,87,19,991
Miscellaneous Fixed Assets	6,94,22,098	3,45,75,881	7,55,060	10,32,42,919	2,46,65,694	25,419	52,41,625	2,98,81,901	7,33,61,018	4,47,56,404
Furniture & fixtures	47,94,928	-	-	47,94,928	23,23,412	-	3,99,732	27,23,144	20,71,784	24,71,516
Vehicles	2,36,81,888	7,63,258	-	2,44,45,136	1,11,24,082	-	20,96,651	1,32,20,724	1,12,24,403	1,25,57,806
Total	41,73,93,938	3,70,15,293	7,55,060	45,36,54,171	13,34,88,023	25,419	2,33,18,611	15,67,81,221	29,68,72,950	28,39,05,910
Previous Year	40,14,53,643	1,88,25,749	28,85,454	41,73,93,938	11,29,65,183	15,75,916	2,20,98,762	13,34,88,028	28,39,05,910	28,84,88,460
2. INTANGIBLE ASSETS										
Software	42,75,977	-	-	42,75,977	20,47,811	-	6,39,714	26,87,525	15,88,452	22,28,166
Total	42,75,977	-	-	42,75,977	20,47,811	-	6,39,714	26,87,525	15,88,452	22,28,166
Previous Year	34,32,843	8,43,134	-	42,75,977	15,59,579	-	4,88,233	20,47,811	22,28,166	18,73,265
Grand Total	42,16,69,915	3,70,15,293	7,55,060	45,79,30,148	13,55,35,840	25,419	2,39,58,325	15,94,68,746	29,84,61,402	28,61,34,076
Previous Year	40,48,86,486	1,96,68,883	28,85,454	42,16,69,915	11,45,24,762	15,75,916	2,25,86,995	13,55,35,840	28,61,34,076	29,03,61,725

NOTE : 9				
Long Term Loans and Advances				
		Particulars	As At 31.03.2021	As At 31.03.2020
<i>(Unsecured, considered good)</i>				
(a)	Capital Advances		30,24,654	21,31,943
TOTAL			30,24,654	21,31,943

NOTE : 10				
Other Non - Current Assets				
		Particulars	As At 31.03.2021	As At 31.03.2020
<i>(Unsecured, considered good)</i>				
(a)	Security Deposits		10,64,300	9,20,300
(b)	Deferred Revenue Expenditure		60,68,165	81,02,991
(c)	Fixed Deposits with Banks (with Maturity of more than Twelve Months) (Pledged with Bank as Cash Margin Money for Bank Guarantees/Letter of Credits)		2,26,53,097	2,47,06,385
TOTAL			2,97,85,562	3,37,29,676

NOTE : 11				
Inventories				
		Particulars	As At 31.03.2021	As At 31.03.2020
(a)	Raw Materials (Including Goods in Transit of Rs - NIL Previous year Rs NIL)		3,90,25,409	4,82,75,695
(b)	Work in Progress		1,35,89,273	1,64,24,911
(c)	Finished Goods(including Scrap)		2,81,69,547	2,75,00,181
(d)	Stores & spares (Including Goods in Transit of Rs - NIL Previous year Rs NIL)		71,06,739	50,61,681
TOTAL			8,78,90,968	9,72,62,468

NOTE : 12				
Trade Receivables				
		Particulars	As At 31.03.2021	As At 31.03.2020
<i>(Unsecured, considered good)</i>				
(a)	Outstanding for a period exceeding six months from the due date		4,84,88,168	1,79,60,624
(b)	Others		25,12,13,900	36,74,59,674
TOTAL			29,97,02,068	38,54,20,298

NOTE : 13				
Cash and Cash Equivalents				
		Particulars	As At 31.03.2021	As At 31.03.2020
(a)	Cash on Hand		48,898	2,20,692
(b)	Balances with Banks:			
	i) In Current Accounts		18,784	4,565
	ii) Fixed Deposits with maturity of less than 1 year (including Accrued Interest) (Pledged with Bank as Cash Margin Money for Bank Guarantees/Letter of Credits)		46,26,435	66,51,686
TOTAL			46,94,117	68,76,944

NOTE : 14				
Short Term Loans and Advances				
		Particulars	As At 31.03.2021	As At 31.03.2020
<i>(Unsecured, considered good)</i>				
(a)	Advances Recoverable in Cash/Kind or value to be received		4,78,99,082	4,88,16,443
(b)	Prepaid Expenses		48,72,630	56,65,204
(c)	Short Term Loans and Advances		-	-
TOTAL			5,27,71,711	5,44,81,647

NOTE : 15				
Other Current Assets				
		Particulars	As At 31.03.2021	As At 31.03.2020
<i>(Unsecured, considered good)</i>				

(a)	Input GST Credit to be adjusted against future tax liabilities	11,53,476	46,59,979
(b)	Security Deposits	2,47,74,168	3,17,56,197
(c)	MAT Credit Entitlement	1,50,03,092	1,47,02,094
TOTAL		4,09,30,736	5,11,18,269

NOTE : 16

Revenue From Operations

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
(a)	Sale of Products		
	Product Sales	31,21,30,222	51,79,07,364
	Sale of Scrap	1,23,67,049	51,83,937
(b)	Sale of Services		
	Erection & Commissioning Services	1,51,43,145	6,38,76,845
	Works Contract Services	1,69,69,390	67,24,074
		35,66,09,807	59,36,92,221
(c)	Other Operating Revenues		
	Transport Charges Recovered	9,36,620	2,46,034
	Job Work Income/ Commission Income	89,38,837	-
Revenue From Operations (Gross)		36,64,85,264	59,39,38,255

NOTE : 17

Other Income

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
a)	Interest on Bank Deposits including Interest Accrued but not due	17,71,457	20,99,441
b)	Interest earned on Bills of Exchange	2,05,714	3,32,720
c)	Interest earned on Loans and Advances	1,23,375	6,73,402
d)	Profit (Loss) on Sale of Fixed Assets- Net	(19,641)	(184538)
TOTAL		20,80,905	29,21,026

NOTE : 18

Cost of Materials Consumed

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Opening Stock		4,82,75,695	6,32,27,354
Add : Purchases(Net of Returns)		20,81,09,362	25,86,86,910
		25,63,85,057	32,19,14,264
Less: Closing Stock		3,90,25,409	4,82,75,695
TOTAL		21,73,59,648	27,36,38,569

NOTE : 18.1

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

Particulars				For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
a)	Value of Imported and Indigenous Raw Materials Consumed during the year :				
	Imported	Value	Rs.	14,08,810	1,04,13,119
		Percentage		0.65%	3.81%
	Indigenous	Value	Rs.	21,59,50,838	2632,25,450
		Percentage		99.35%	96.19%
TOTAL				21,73,59,648	27,36,38,569

NOTE : 19

Changes in Inventory of Finished Goods & Work in Progress

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Opening Inventory	Work In Progress	1,64,24,911	56,05,250
	Finished Goods	2,75,00,181	4,09,46,303
		4,3925,092	4,65,51,553
Closing Inventory	Work In Progress	1,35,89,273	1,64,24,911

	Finished Goods	2,81,69,547	2,75,00,181
		4,17,58,820	4,39,25,092
TOTAL		21,66,272	26,26,461

NOTE : 20

Employee Benefits Expenses

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
a)	Salary, Wages & Allowances	1,42,67,555	3,30,91,472
b)	Contribution to Provident Fund /ESI	5,49,413	6,14,818
c)	Labour & Staff Welfare Expenses	1,19,987	1,43,033
d)	Provision for Gratuity based on Actuarial Valuation	2,15,270	1,13,950
TOTAL		1,51,52,225	3,39,63,273

NOTE : 21

Finance Costs

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
a)	Interest Expense	3,32,60,333	4,73,74,128
b)	Other Borrowing Costs	77,61,355	71,76,105
Less: Interest Capitalized during the Year		-	(6,96,000)
TOTAL		4,10,21,688	5,38,54,233

NOTE : 22

Depreciation and Amortisation Expenses

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
a)	Depreciation on Tangible Assets	2,33,12,951	2,20,93,097
b)	Depreciation on Intangible Assets	6,39,714	4,88,233
c)	Amortisation of Tangible Assets	5,660	5,665
d)	Amortisation of Intangible Assets- Deferred Revenue Expenditure	20,34,826	7,76,000
TOTAL		2,59,93,151	2,33,62,995

NOTE : 22

Other Expenses

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Auditors' Remuneration		3,62,000	3,61,000
Brokerage		-	2,28,621
Conveyance Expenses		1,61,227	1,53,828
Directors' Remuneration		12,50,000	56,25,000
Discount/ Rate Difference		13,17,921	12,83,344
Excise, Service Tax and VAT Expenses		5,20,801	53,897
Freight & Carriage Inward		15,63,316	27,22,056
Insurance Expenses		9,59,660	9,00,094
Job Work Charges		82,10,058	90,93,365
Loading, Unloading & Labour Charges		2,49,359	,331,463
Liquidated Damages Paid/ (Recovered) (Net)		4,98,098	(22,80,666)
Loss on Sale of Shares of Wholly Owned subsidiary		-	4,82,830
Miscellaneous Expenses		15,86,335	94,62,950
Packing Material Consumed		56,46,253	34,12,706
Postage & Courier Expenses		2,08,909	3,07,005
Power & Fuel		1,17,85,103	1,14,68,218
Printing & Stationery		1,93,480	1,30,122
Professional & Legal Charges		8,95,626	6,72,398
Rent		54,500	20,000
Repairs & Maintenance Expenses			
a)	Plant & Machinery	12,26,450	5,11,430
b)	Building	82,891	4,96,565
c)	Others	7,58,990	9,87,971
Stores, Spares & Accessories Consumed		90,47,079	4,53,78,503
Selling and Distribution expenses		1,54,67,736	1,24,79,293
Telephone & Internet Expenses		2,89,956	3,49,461
Travelling Expenses		9,90,309	58,22,614

Interest on GST	(15,39,480)	-
Type-Testing Expenses	9,11,634	4,56,967
Vehicle Upkeep Expenses	2,26,452	1,82,539
TOTAL	6,29,24,662	11,10,93,574
(A) Auditors' Remuneration (Net of GST Input Credit)		
i) As Auditor	3,50,000	3,50,000
ii) For Certification	12000	11000
TOTAL	3,62,000	3,61,000

NOTE : 22.1

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

Particulars			For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
a)	Value of Imported and indigenous Stores & Spares Consumed and their percentage to consumption :			
	Imported	Value	-	-
		Percentage	0.00%	0.00%
	Indigenous	Value	90,47,079	4,53,78,503
		Percentage	100.00%	100.00%
TOTAL			90,47,079	4,53,78,503

NOTE : 24

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	Executive Director is proprietor of related firm
	ii) Acme Metawires Private Limited	Daughter of the Chairman cum Managing Director is a Director of related party
	iii) Rajasthan Aluminium House Private Limited	Brother of the Chairman cum Managing Director is a Director of related party
	iv) Apex Aluminium Extrusion Private Limited	Brother of the Chairman cum Managing Director is a Director of related party
	v) Agarwal Metals	Brother of the Chairman cum Managing Director is a Partner of related party
	vi) Explora IOT Solutions Private Limited	Related Party by virtue of common directors
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. Bharat Bhushan Gupta	Chief Finance Officer
	vi) Ms Srishti Kulshrestha,	Company Secretary cum Compliance Officer
c)	Relatives of Key Management Personnel	Relation
	i) Mrs. Santosh Agarwal	Spouse of the Chairman cum Managing Director
	ii) Mr. Vitthal Das Agarwal	Father of the Chairman cum Managing Director
	iii) Mrs. Parvati Bai Agarwal	Mother of the Chairman cum Managing Director
	iv) Mr. Amit Agarwal	Son -in- Law of the Chairman cum Managing Director
	v) Mr. Rajendra Agarwal	Brother of the Chairman cum Managing Director
	vi) Mrs. Anju Gupta	Spouse of CFO

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

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Payments		
<i>Details of transactions with relative parties of Key Management Personnel as mentioned in (a) above are as under:</i>		
Material Purchased	39,05,553	2,18,50,139
Receipts		
Sales	31,98,683	2,15,38,448
<i>Details of transactions with Key Management Personnel as mentioned in (b) above are as under:</i>		
Remuneration to Directors	13,14,800	56,87,400
Remuneration to Key Management Persons	15,78,393	20,86,614
Rent for factory land	-	-
Interest payment	-	75,27,924
<i>Details of transactions with Relatives of Key Management Personnel as</i>		

	<i>mentioned in (c) above are as under:</i>		
	Salary Payment	4,00,000	6,00,000
	Balance outstanding at the end of period/year :		
	Payable as at the year end (Net)	1,96,90,243	5,41,47,581

NOTE : 25

Disclosure Under Accounting Standard - 7 (Revised) "Construction Contracts"

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
(a) (i) Contract Revenue recognized during the year	3,21,12,535	7,06,00,920
(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	-	-
(iii) Retentions receivable	1,37,08,021	1,42,86,101
(iv) Amount due from customers (included under Note 13 – Trade Receivables)	13,49,10,370	18,46,28,381
(v) Amount due to customers	-	-

NOTE : 26

Contingent Liabilities and Commitments

Particulars	As At 31.03.2021	As At 31.03.2020
a) Bank Guarantee issued to third parties (Net of Margin)	20,56,55,274	20,16,36,405

NOTE : 28

Earnings Per Share

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
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	60,92,200	60,92,200
b) Profit for Basic & Diluted Earnings Per Share as per Statement of Profit and Loss	44,98,378	30,05,489
c) Earnings Per Share (Basic)	0.74	0.42
d) Earnings Per Share (Diluted)	0.74	0.42
e) Face Value per Share	10.00	10.00

NOTE : 28

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 is 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 : 29

CIF Value of Imports, Expenditures and Earnings in Foreign Currency

Particulars	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
(a) Raw Materials	14,08,810	1,04,13,119
(b) Capital Goods	-	19,05,173
(c) Expenditure in Foreign Currency	-	8,06,474
(d) Earnings in Foreign Currency	-	-
TOTAL	14,08,810	1,31,24,767

NOTE : 30**Deferred Taxation {See Note 1(vi)(b)}**

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Deferred Tax Liabilities			
a)	Accumulated Depreciation	10,58,32,211	9,86,39,623
b)	Expenses claimed as deducted but deferred in accounts	40,33,339	81,02,991
		10,98,65,550	10,67,42,613
Deferred Tax Assets			
a)	Expenses allowable for tax purposes on Payment Basis	27,33,763	25,18,493
b)	DTA on account of disallowance u/s 40(a)(ia)	-	-
		27,33,763	25,18,493
Net Deferred Tax Liability		10,71,31,787	10,42,24,120
	Tax Liability on Net DTL	1,67,12,559	1,92,81,462

NOTE : 31**Employee Benefits****A. Defined Contribution Plans**

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

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
	Provident Fund	2,24,900	3,90,874
	Employee State Insurance	3,04,030	2,06,978

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)	6.50%	6.75%
(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	28.70	29.60
(ii) Changes in the present Value of Obligation:			
(a)	Present value of the obligation at the beginning of the year	25,18,493	24,04,543
(b)	Interest Cost	1,63,702	1,62,307
(c)	Current Service Cost	6,60,259	7,67,173
(d)	Actuarial (Gain)/Loss	(6,08,691)	(8,15,530)
(e)	Benefits Paid	-	-
(f)	Present value of the obligation at the end of the year	27,33,763	25,18,493
(iii) Amount recognized as on 31/03/2021			
(a)	Present Value of Obligation as at year end	27,33,763	25,18,493
(b)	Fair value of Plan Assets as at year end	-	-
(c)	Net (Asset)/Liability recognized	27,33,763	25,18,493
(iv) Expenses recognized as on 31/03/2021			
(a)	Current Service Cost	6,60,259	7,67,173
(b)	Interest Cost	1,63,702	1,62,307
(c)	Net actuarial (Gain)/Loss	(6,08,691)	(8,15,530)
(d)	Expense(Gain) for the year which has been accounted in Profit & Loss A/c	2,15,270	1,13,950

The accompanying notes are an integral part of the financial statements

As per our separate report of even date

For Manish Borad & Co.

Chartered Accountants

FRN 007214C

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

Ashok Kumar Agarwal

Chairman Cum Managing Director

(DIN: 793152)

CA Dheeraj Borad

Partner

Membership Number : 405815

UDIN

Jaipur, Dated The 30th Day of June, 2021

Bharat Bhushan Gupta

Chief Financial Officer

Srishti Kulshrestha

Company Secretary

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]

**27th Annual General Meeting
29th September, 2021**

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 27th Annual General Meeting of the Company, to be held on Wednesday, 29th September, 2020 at 11:00 A.M. (IST) at Registered Office of the Company situated at 7 K.M. from Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Vote (Optional, See note 2) Please mention no. of shares	
		For	Against
	Ordinary Business:		
1.	Adoption of Financial Statements		
2.	Re-appointment of Mr. Ankit Agrawal as a Director, liable to retire by rotation.		
3.	Appointment of Statutory Auditor		
	Special Business:		

4.	Appointment of Mr. Kuldeep Kumar Gupta as an Independent Director		
5.	Appointment of Mrs. Krati Agarwal as an Independent Director		
6.	Change in designation of Mr. Ashok Kumar Agarwal from Managing Director to Chairman cum Managing Director and amendments in terms of appointment of the same.		
7.	Amendments in terms of appointment of Mr. Ankit Agrawal, Whole Time Director of the Company.		
8.	Amendments in terms of appointment of Mrs. Neha Agrawal, Executive Director of the Company.		

Affix
Revenue
Stamp

Signed this-----day of -----2021

Signature of Shareholder

Signature of First proxy holder

Signature of Second proxy holder

Signature of Third proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall provide his identity at the time of attending the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

RMC SWITCHGEARS LIMITED

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 27th Annual General Meeting of the members of the Company held on Wednesday, the 29th September, 2021 at 11.00 A.M. (IST) at the Registered Office of the Company at 7 K.M. from Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Chaksu-303901(Rajasthan).

Name of the Shareholder (In BLOCK LETTERS)

Signature

Name of the Proxy (In BLOCK LETTERS)

Signature

NOTE: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING VENUE.

RMC SWITCHGEARS LIMITED

CIN: L25111RJ1994PLC008698

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 -303901

