

REF: RMC/2020-21/BSE/1515

Date: 13.01.2021

To,

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

**Sub.: Notice of Extra-Ordinary General Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Scrip Code (BSE): 540358**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Extra-Ordinary General Meeting of RMC Switchgears Limited is scheduled to be held on Thursday, the 4<sup>th</sup> February, 2021 at 11.00 A.M. at the Corporate Office of the Company situated at B-11 (B&C), Malviya Industrial Area, Jaipur-302017, Rajasthan.

The notice of Extra-Ordinary General Meeting is enclosed below.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For RMC Switchgears Limited



Srishti Kulshrestha  
Company Secretary & Compliance Officer  
M. No. A60899



**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](mailto:admin@rmcindia.in) [cs@rmcindia.in](mailto:cs@rmcindia.in)  
Website: [www.rmcindia.in](http://www.rmcindia.in), Contact No: 0141-4031516, 4400222

**NOTICE**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of RMC Switchgears Limited will be held on Thursday, the 4<sup>th</sup> February, 2021 at 11.00 A.M. at the Corporate Office of the Company situated at B-11 (B&C), Malviya Industrial Area, Jaipur-302017, Rajasthan to transact the following business:

**SPECIAL BUSINESS:**

**1. 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, M/s Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C, which has been appointed by the Board of Directors in its meeting held on 06<sup>th</sup> November, 2020 to fill the casual vacancy caused due to resignation of M/s L Kasat & Company, Chartered Accountants having Firm Registration No. 014580C, be and are hereby appointed as the Auditors of the Company to hold the office till the conclusion of the next annual general meeting at a remuneration as may be fixed by Board of Directors of the Company in consultation with the said Auditors.

**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**

**Place: Jaipur  
Date: 13.01.2021**

**Srishti Kulshrestha  
Company Secretary  
(Membership No: ACS 60899)**



**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. 1) to be transacted at the Extra Ordinary General Meeting (“EOGM”) is annexed hereto and forms part of the notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM 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 EOGM is enclosed herewith at the end.
3. 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.
4. Members/Proxies/Authorised Representatives attending the meeting are requested to bring the duly filled attendance slip enclosed herewith at the end.
5. 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 EOGM on their behalf.
6. 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.
7. The Notice of EOGM 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) 8th January, 2021 by electronic mode to those members whose email address is registered with the Company/Depositories.
8. The Notice of EOGM circulated to the Members of the Company is made available on the Company’s corporate website at [www.rmcindia.in](http://www.rmcindia.in).
9. **GO GREEN INITIATIVE:** Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Notice of EOGM, **to support the MCA’s Green Initiative in the Corporate Governance.**
10. Members may kindly note that bags, eatables, laptops, arms, ammunitions & any other harmful/dangerous objects are not allowed inside the Auditorium at the meeting venue.
11. 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 Extra Ordinary General Meeting.
12. 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.



13. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.rmcindia.in](http://www.rmcindia.in). The results shall simultaneously be communicated to the Stock Exchanges.

**The route map showing direction to reach the venue of the EOGM is annexed at the end of the Report.**

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

**Place: Jaipur  
Date: 13.01.2021**

**Srishti Kulshrestha  
Company Secretary  
(Membership No: ACS 60899)**



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

**Item no.1**

M/s L Kasat & Company, Chartered Accountants having Firm Registration No. 014580C have tendered their resignation vide letter dated 5<sup>th</sup> November, 2020 from the position of Statutory Auditors of the Company as there were irregular operation in their office due to Covid-19 Pandemic, resulting into casual vacancy in the office of the statutory Auditors of the Company.

As envisaged by the section 139(8) of the Companies Act, 2013 ("Act"), casual vacancy caused as the result of resignation of an auditor, shall be filled by the board and such appointment shall also be approved by the company at the general meeting within three months of the recommendation of the Board and the Auditors shall hold the office till the conclusion of the next annual general meeting. The Board of Directors, in its meeting held on 6<sup>th</sup> November, 2020 on recommendation of the Audit Committee, has filled the casual vacancy by appointing M/s. Manish Borad & Co., Chartered Accountants (FNR – 007214C) as Auditors of the company in place of M/s L Kasat & Company, Chartered Accountants having Firm Registration No. 014580C.

In pursuance of the aforesaid section, the appointment made by the Board of Directors by filling casual vacancy due to resignation of the existing Auditors of the company is also required to be approved from the shareholders within a period of Three months.

The appointment of M/s Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C be appointed as Statutory Auditors of the Company till the conclusion of the ensuing annual general meeting of the Company.

The Audit Committee considered various parameters like capability to serve a diverse and complex business landscapes that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found it to be best suited.

M/s Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C have conveyed their consent and eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under Companies Act, 2013.

No directors, Key Managerial Personnel and their relatives are concerned and interested in the aforesaid resolution except to the extent of their shareholding and managerial interest in the Company.

The Board recommends the Ordinary Resolution set out at Item no. 1 for approval of the Members.

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

**Srishti Kulshrestha  
Company Secretary  
(Membership No: ACS 60899)**

**Place: Jaipur  
Date: 13.01.2021**



**RMC SWITCHGEARS LIMITED**

CIN: L25111RJ1994PLC008698

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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](mailto:info@rmcindia.in), [cs@rmcindia.in](mailto:cs@rmcindia.in)

Website: [www.rmcindia.in](http://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]

**Extra Ordinary General Meeting  
4th February, 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 Extra Ordinary General Meeting of the Company, to be held on Thursday, the 4th February, 2021 at 11.00 A.M. at the Corporate Office of the Company situated at B-11 (B&C), Malviya Industrial Area, Jaipur-302017, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Vote	
		Please mention no. of shares	
		For	Against
	<b>Special Business:</b>		
1.	Appointment of Statutory Auditor		



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.



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Website: [www.rmcindia.in](http://www.rmcindia.in), Contact No : 0141-4031516, 4400222

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**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 Extra Ordinary General Meeting of the members of the Company held on Thursday, the 4<sup>th</sup> February, 2021 at 11.00 A.M. at the Corporate Office of the Company situated at B-11 (B&C), Malviya Industrial Area, Jaipur-302017, 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.





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## ROUTE MAP OF THE EOGM VENUE

RMC SWITCHGEARS LIMITED

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

