



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 Sixth Annual General Meeting of the Members of RMC Switchgears Limited will be held on Friday, the 25th September, 2020 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, 2020 together with the Reports of the Board of Directors and Auditors thereon

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

To appoint a Director in place of Mr. Ankit Agrawal (DIN: 00793035), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

3. 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, 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 L Kasat & Company, Chartered Accountants having Firm Registration No. 014580C, 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 31st Annual General Meeting of the Company to be held in the year 2025, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the 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.”

SPECIAL BUSINESS:

4. Appointment of Mr. Kuldeep Kumar Gupta as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Kuldeep Kumar Gupta (DIN: 01591373) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from July 17, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and applicable Articles of Association of the company, who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria of the Independent Directorship as provided in section 149(6) of the Act, who has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority, and who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, and shall hold office for a period of five years from the date of appointment i.e July 17, 2020 and shall not, henceforth, be liable to retire by rotation.,

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

5. Appointment of Mrs. Krati Agarwal as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mrs. Krati Agarwal (DIN: 08789232) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from July 17, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and applicable Articles of Association of the company, who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, who has submitted a declaration that she meets the criteria of the Independent Directorship as provided in section 149(6) of the Act, who has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority, and who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, and shall hold office for a period of five years from the date of appointment i.e July 17, 2020 and shall not, henceforth, be liable to retire by rotation.,

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



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.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and resolution passed on 25th March, 2019 for reappointment of Mr. Ashok Kumar Agarwal as Managing Director of the Company, the approval of members be and is hereby accorded for change in designation of Mr. Ashok Kumar Agarwal from Managing Director to Chairman cum Managing Director as well as for amendments in terms of appointment of Mr. Ashok Kumar Agarwal for a period of 3 years w.e.f 1st April, 2019 , upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any Financial year) with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Chairman cum Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on profits earned as the minimum remuneration by way of salary and allowances within the applicable limit as prescribed in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors 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.”

7. Amendments in terms of appointment of Mr. Ankit Agrawal, Whole Time Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and resolution passed on 25th March, 2019 for reappointment of Mr. Ankit Agrawal as the Whole Time Director of the Company, the approval of members be and is hereby accorded for amendments in terms of appointment of Mr. Ankit Agrawal, Whole Time Director of the Company for a period of 3 years w.e.f 1st April, 2019 , upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any Financial year), with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Whole Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole Time Director, the above remuneration excluding commission amount payable on profits earned as the minimum remuneration by way of salary and allowances within the applicable limit as prescribed in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors 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.”



8. Amendments in terms of appointment of Mrs. Neha Agrawal, Executive Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and resolution passed on 25th March, 2019 for reappointment of Mrs. Neha Agrawal as an Executive Director of the Company, the approval of members be and is hereby accorded for amendments in terms of appointment of Mrs. Neha Agrawal, Executive Director of the Company for a period of 3 years w.e.f 1st April, 2019 , upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any Financial year) with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Executive Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Executive Director, the above remuneration excluding commission amount payable on profits earned as the minimum remuneration by way of salary and allowances within the applicable limit as prescribed in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors 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**

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

**Place: Jaipur
Date: 21.08.2020**

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 2019-20 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) 21st August, 2020 by electronic mode to those members whose email address is registered with the Company/Depositories. Further, vide circular dated 5 May 2020, MCA also extended relaxations to AGMs of companies conducted during the calendar year 2020. The circular has also dispensed with the printing and dispatch of annual reports to shareholders. Hence, the physical 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 26th AGM is annexed at the end of the Report.

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

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

**Place: Jaipur
Date: 21.08.2020**



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

Item no.3

The present auditors of the Company, M/s Saraswat & Co., Chartered Accountants will complete two consecutive terms of five years on the conclusion of ensuing Annual General as per the provisions of Section 139(2) of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

In the view of above, the Board of Directors of the Company on the recommendation of the Audit Committee recommended for the approval of the Members, the appointment of M/s L Kasat & Co., Chartered Accountants having Firm Registration No. 014580C Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 31st AGM.

The 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.

The consent to act as the Auditors of the Company has been received and confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

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.

Item No. 4

The Board of Directors of the Company had appointed Mr. Kuldeep Kumar Gupta (DIN: 01591373) as an Additional Director of the Company with effect from July 17, 2020 in the category of Non-Executive Independent Director subject to the approval from shareholders. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Kuldeep Kumar Gupta shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of five years with effect from the date of appointment i.e. July 17, 2020.

The Company has received declaration of independence from Mr. Kuldeep Kumar Gupta. In the opinion of the Board, Mr. Kuldeep Kumar Gupta fulfills the conditions specified in the Companies Act, 2013 and Listing Regulations for appointment as Independent Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.rmcindia.in. None of the Directors or Key Managerial Personnel and their relatives, except Mr. Kuldeep Kumar Gupta, is concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

Item No. 5

The Board of Directors of the Company had appointed Mrs. Krati Agarwal (DIN: 08789232) as an Additional Director of the Company with effect from July 17, 2020 in the category of Non-Executive Independent Director subject to the approval from shareholders. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Krati Agarwal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of five years with effect from the date of appointment i.e. July 17, 2020.

The Company has received declaration of independence from Mrs. Krati Agarwal. In the opinion of the Board, Mrs. Krati Agarwal fulfills the conditions specified in the Companies Act, 2013 and Listing Regulations for appointment as Independent Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.rmcindia.in. None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Krati Agarwal, is concerned or interested (financially otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

Item No.6

Mr. Ashok Kumar Agarwal was re-designated as Chairman cum Managing Director of the Company by the Shareholders in the Extra-ordinary General Meeting convened on 16th July, 2016 but he was further reappointed as the Managing Director of the Company for a period of Five Years on 25th March, 2019 by the Shareholders in the Extra-ordinary General Meeting. Hence, Mr. Ashok Kumar Agarwal is re-designated from Managing Director to Chairman cum Managing Director with the approval of Board members via resolution passed in the Board Meeting convened on 21st August, 2020, subject to the approval of shareholders.

The re- appointment of Mr. Ashok Kumar Agarwal as the Managing Director of the Company on 25th March, 2019 by the Shareholders in the Extra-ordinary General Meeting was subject to Schedule V of the Companies Act, 2013. The terms of the appointment are required to be amended in the view of the provisions of the said Schedule V and further information are required to be placed before the shareholders, which are as under:-

I. General Information:

| | | | |
|--|---|----------------|----------------|
| Nature of the Industry | Manufacturing and sales of Electrical equipments | | |
| Date of Commencement | 23.08.1994 | | |
| In case of new companies, expected date of commencement of activities as per project | Not Applicable | | |
| Financial Performance of last 2 years | PARTICULARS | 2019-20 | 2018-19 |
| | Revenue From Operations | 5939.38 | 13175.10 |
| | Other Income | 29.21 | 86.04 |
| | Profit Before Depreciation, Finance Costs, Exceptional items and Tax Expense | 836.39 | 1376.84 |
| | Less: Depreciation & Amortization Expenses | 233.63 | 229.29 |
| | Less: Finance Cost | 538.54 | 636.41 |
| | Less: Exceptional Items | 4.83 | - |
| | Profit Before Tax Expense (PBT) | 59.39 | 511.14 |
| | Less: Tax Expenses (Current & Deferred) | 29.33 | 131.08 |
| | Profit After Tax (PAT) | 30.06 | 380.06 |
| | Total comprehensive Income | 30.06 | 380.06 |
| Export performance and net foreign exchange collaborations | The Company is not in exports. | | |
| Foreign investments or collaborators, if any | There were no Foreign investments or foreign collaborations. | | |

II. Information about the Director

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| Background details | Mr. Ashok Kumar Agarwal, aged 64 years is the Chairman cum Managing Director of the Company. He possesses an overall experience of around 40 years out of which 22 years in the field of electrical industry. |
| Past remuneration | Rs. 2,50,000 Per Month + Perquisites & Allowances |
| Recognition or awards | He has been awarded several awards in the name of the Company. |
| Job profile and its Suitability | Mr. Ashok Agarwal, being the Chairman cum Managing Director of the Company is entrusted with substantial powers in relation to normal business matters. He has been closely supervising the manufacturing and other ancillary activities. |
| Remuneration proposed | The remuneration is proposed to remain the same as approved in the meeting of shareholders held on 25 th March, 2019. However, the said approval is now obtained for a period of 3 years w.e.f 1 st April, 2019. |

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| | In the event of absence or inadequacy of profits of the Company in any financial year during the period of the Managing Director's appointment, the Company shall decide remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provisions of the Act and Schedule V of the Act. |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | The Director is the promoter of the Company. Other than managerial remuneration and interest on unsecured loan from the Company, he does not have any pecuniary relationship with the Company. |

III. Other Information

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| Reasons of loss or inadequate profits | The Company is experiencing fluctuations in the turnover, therefore also the in amount of profit. Hence, fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances. The Company is seeking the permission of the shareholders for remuneration in any of the three years of his appointment, as laid down in Part II in Section II to Schedule V of the Companies Act, 2013, only in the event the Company has no profit or inadequate profits in any such financial year. The company has inadequate profit due the code of conduct imposed for DISCOMS in pursuance to the general elections convened. . |
| Steps taken or proposed to be taken for improvement | The Company is taking cost cutting measures, increasing its production and streamlining its process to improve profitability. |
| Expected increase in productivity and profits in measurable terms | The company is expected to have improved sales and profitability figures in the next financial years. |

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Ashok Kumar Agarwal and his relatives, Mr. Ankit Agrawal and Mrs. Neha Agrawal is concerned or interested (financially otherwise) in this Resolution.

The Board recommends the Special Resolution set out at Item no. 6 for approval of the Members.

Item No.7

Mr. Ankit Agrawal has been re-appointed as Whole Time Director of the Company for a period of Five Years on 25th March, 2019 by the Shareholders in the Extra-ordinary General Meeting. The appointment was subject to Schedule V of the Companies Act, 2013. The terms of the appointment are required to be amended in the view of the provisions of the said Schedule V and further information are required to be placed before the shareholders, which are as under:-

I. General Information:

| | | | |
|--|---|----------------|----------------|
| Nature of the Industry | Manufacturing and sales of Electrical equipments | | |
| Date of Commencement | 23.08.1994 | | |
| In case of new companies, expected date of commencement of activities as per project | Not Applicable | | |
| Financial Performance of last 2 years | PARTICULARS | 2019-20 | 2018-19 |
| | Revenue From Operations | 5939.38 | 13175.10 |
| | Other Income | 29.21 | 86.04 |
| | Profit Before Depreciation, Finance Costs, Exceptional items and Tax Expense | 836.39 | 1376.84 |

| | | | |
|--|--|--------------|---------------|
| | Less: Depreciation & Amortization Expenses | 233.63 | 229.29 |
| | Less: Finance Cost | 538.54 | 636.41 |
| | Less: Exceptional Items | 4.83 | - |
| | Profit Before Tax Expense (PBT) | 59.39 | 511.14 |
| | Less: Tax Expenses (Current & Deferred) | 29.33 | 131.08 |
| | Profit After Tax (PAT) | 30.06 | 380.06 |
| Export performance and net foreign exchange collaborations | The Company is not in exports. | | |
| Foreign investments or collaborators, if any | There were no Foreign investments or foreign collaborations. | | |

II. Information about the Director

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| Background details | Mr. Ankit Agrawal, aged 38 years is the Whole Time Director of the Company. He is a Graduate in commerce and has 19 years of rich experience in the field of electrical industry. He is having rich experience of over 19 years in the field of electrical industry. |
| Past remuneration | Rs. 2,25,000 Per Month + Perquisites & Allowances |
| Recognition or awards | He has been awarded several awards in the name of the Company. |
| Job profile and its Suitability | Mr. Ankit Agrawal is providing his learned guidance and mentoring the senior managerial personnel of the company to execute and implement future growth strategy. He has been overseeing the manufacturing, sales and marketing activities of the Company |
| Remuneration proposed | The remuneration is proposed to remain the same as approved in the meeting of shareholders held on 25 th March, 2019. However, the said approval is now obtained for a period of 3 years w.e.f 1 st April, 2019. In the event of absence or inadequacy of profits of the Company in any financial year during the period of the Whole Time Director's appointment, the Company shall decide remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provisions of the Act and Schedule V of the Act. |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | The Director is the promoter of the Company. Other than managerial remuneration and interest on unsecured loan from the Company, he does not have any pecuniary relationship with the Company. |

III. Other Information

| | |
|---------------------------------------|---|
| Reasons of loss or inadequate profits | The Company is experiencing fluctuations in the turnover, therefore also the in amount of profit. Hence, fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances. The Company is seeking the permission of the shareholders for remuneration in any of the three years of his appointment, as laid down in Part II in Section II to Schedule V of |
|---------------------------------------|---|

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|---|---|
| | the Companies Act, 2013, only in the event the Company has no profit or inadequate profits in any such financial year. The company has inadequate profit due the code of conduct imposed for DISCOMS in pursuance to the general elections convened. |
| Steps taken or proposed to be taken for improvement | The Company is taking cost cutting measures, increasing its production and streamlining its process to improve profitability. |
| Expected increase in productivity and profits in measurable terms | The company is expected to have improved sales and profitability figures in the next financial years. |

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Ankit Agrawal and his relatives, Mr. Ashok Kumar Agarwal and Mrs. Neha Agrawal is concerned or interested (financially otherwise) in this Resolution.

The Board recommends the Special Resolution set out at Item no. 7 for approval of the Members.

Item No.8

Mr. Neha Agrawal has been re-appointed as Executive Director of the Company for a period of Five Years on 25th March, 2019 by the Shareholders in the Extra-ordinary General Meeting. The appointment was subject to Schedule V of the Companies Act, 2013. The terms of the appointment are required to be amended in the view of the provisions of the said Schedule V and further information are required to be placed before the shareholders, which are as under:-

I. General Information:

| | | | |
|--|---|----------------|----------------|
| Nature of the Industry | Manufacturing and sales of Electrical equipments | | |
| Date of Commencement | 23.08.1994 | | |
| In case of new companies, expected date of commencement of activities as per project | Not Applicable | | |
| Financial Performance of last 2 years | PARTICULARS | 2019-20 | 2018-19 |
| | Revenue From Operations | 5939.38 | 13175.10 |
| | Other Income | 29.21 | 86.04 |
| | Profit Before Depreciation, Finance Costs, Exceptional items and Tax Expense | 836.39 | 1376.84 |
| | Less: Depreciation & Amortization Expenses | 233.63 | 229.29 |
| | Less: Finance Cost | 538.54 | 636.41 |
| | Less: Exceptional Items | 4.83 | - |
| | Profit Before Tax Expense (PBT) | 59.39 | 511.14 |
| | Less: Tax Expenses (Current & Deferred) | 29.33 | 131.08 |
| | Profit After Tax (PAT) | 30.06 | 380.06 |
| Export performance and net foreign exchange collaborations | The Company is not in exports. | | |
| Foreign investments or collaborators, if any | There were no Foreign investments or foreign collaborations. | | |

II. Information about the Director

| | |
|--------------------|---|
| Background details | Mrs. Neha Agrawal, aged 38, is the Executive Director of the Company and possesses an experience of 12 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 and has been ensuring proper administration in the Company |
| Past remuneration | Rs. 1,50,000 Per Month + Perquisites & Allowances |



| | |
|---|---|
| Recognition or awards | She has been awarded several awards in the name of the Company. |
| Job profile and its Suitability | 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. |
| Remuneration proposed | The remuneration is proposed to remain the same as approved in the meeting of shareholders held on 25 th March, 2019. However, the said approval is now obtained for a period of 3 years w.e.f 1 st April, 2019. In the event of absence or inadequacy of profits of the Company in any financial year during the period of the Executive Director's appointment, the Company shall decide remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provisions of the Act and Schedule V of the Act. |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | The Director is the promoter of the Company. Other than managerial remuneration and interest on unsecured loan from the Company, she does not have any pecuniary relationship with the Company. |

III. Other Information

| | |
|---|--|
| Reasons of loss or inadequate profits | The Company is experiencing fluctuations in the turnover, therefore also the in amount of profit. Hence, fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances. The Company is seeking the permission of the shareholders for remuneration in any of the three years of her Appointment, as laid down in Part II in Section II to Schedule V of the Companies Act, 2013, only in the event the Company has no profit or inadequate profits in any such financial year. The company has inadequate profit due the code of conduct imposed for DISCOMS in pursuance to the general elections convened. |
| Steps taken or proposed to be taken for improvement | The Company is taking cost cutting measures, increasing its production and streamlining its process to improve profitability. |
| Expected increase in productivity and profits in measurable terms | The company is expected to have improved sales and profitability figures in the next financial years. |

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Neha Agarwal and her relatives, Mr. Ashok Kumar Agarwal and Mr. Ankit Agrawal is concerned or interested (financially otherwise) in this Resolution.

The Board commends the Special Resolution set out at Item no. 8 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: 21.08.2020**



Profile of Directors seeking appointment/re-appointment at 26th Annual General Meeting

Re-appointment of Mr. Ankit Agrawal as a Director, liable to retire by rotation

| | |
|--|---|
| Name | Mr. Ankit Agrawal |
| Category / Designation | Whole Time Director |
| Director Identification No (DIN) | 00793035 |
| Date of Birth | 09.03.1982 |
| Nationality | Indian |
| Date of first appointment on the Board | 20.11.2008 |
| Brief Profile / Expertise in Specific field/ Qualification | Mr. Ankit Agrawal is a Graduate in commerce and has 19 years of rich experience in the field of electrical industry. He is providing his learned guidance and mentoring the senior managerial personnel of the company to execute and implement future growth strategy. |
| Board Meetings held & attended during the FY 2019-20 | Ten attended out of Fifteen 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 | 569880 equity shares |
| Remuneration paid during financial year 2019-20 | Rs. 20,46,600 |
| Relationship with other directors / KMP | Son of Mr. Ashok Kumar Agarwal (Chairman cum Managing Director) and Spouse of Mrs. Neha Agrawal (Executive Director) |

Appointment of Mr. Kuldeep Kumar Gupta as an Independent Director

| | |
|--|--|
| Name | Mr. Kuldeep Kumar Gupta |
| Category / Designation | Independent Director |
| Director Identification No (DIN) | 01591373 |
| Date of Birth | 08.06.1962 |
| Nationality | Indian |
| Date of first appointment on the Board | 17.07.2020 |
| Brief Profile / Expertise in Specific field/ Qualification | Mr. Kuldeep Kumar Gupta, aged 58 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 35 years in the field of taxation, finance, advisory, corporate law and audit of Corporate. He had been on the Board of several Listed and Unlisted Companies of Finance and Manufacturing Industry. He is presently on the Board of two unlisted companies. |
| Directorship held in other companies | 1. K.K.G. securities Pvt. Ltd. 2. Times Advisors Private Limited |
| Memberships/Chairmanships of Committees of other Companies | Nil |
| Number of shares held in the company | Nil |
| Relationship with other directors / KMP | He has no relationship with other Directors/KMP |



Appointment of Mrs. Krati Agarwal as an Independent Director

| | |
|--|--|
| Name | Mrs. Krati Agarwal |
| Category / Designation | Independent Director |
| Director Identification No (DIN) | 08789232 |
| Date of Birth | 11.10.1980 |
| Nationality | Indian |
| Date of first appointment on the Board | 17.07.2020 |
| Brief Profile / Expertise in Specific field/ Qualification | Mrs. Krati Agarwal, aged 40 years is a young and dynamic entrepreneur, joint partner of M/s MGPR International. She has graduated in the field of economics from Rajasthan University and possesses experience of several years in the field of economics and manufacturing. |
| Directorship held in other companies | Nil |
| Memberships/Chairmanships of Committees of other Companies | Nil |
| Number of shares held in the company | Nil |
| Relationship with other directors / KMP | She has no relationship with other Directors/KMP |

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

**Place: Jaipur
Date: 21.08.2020**

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