

REF: RMC/2017-18/BSE/51

Dated: 10th January, 2018

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

Ref: Scrip Code (BSE) – 540358

Dear Sir

Sub: Postal Ballot Notice-Reg.

With reference to the above subject, please find enclosed herewith the Postal Ballot Notice which is dispatched to the shareholders on 10th January, 2018.

Request you to kindly take the same on record.

Thanks & Regards
FOR RMC Switchgears Ltd


Monika Sharma
Company Secretary



RMC SWITCHGEARS LIMITED

(Formerly Known as RMC Switch Gears Limited)

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

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

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

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013

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Companies (Management and Administration) Rules, 2014

Notice is hereby given to the members of RMC Switchgears Limited ('the Company') pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") (which includes any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) for seeking approval of the members by way of Special Resolution for the proposal contained in the draft resolution as given below:

(1) Issue of 10,00,000 Equity Shares on Preferential Basis to Promoters and Non-Promoters

(2) Alteration in Articles of Association

The Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and the reasons for proposing the same, is annexed hereto along with the Postal Ballot Form (the "Form") for your consideration and approval. You are requested to carefully read and follow the instructions printed on the form and record your assent (for) or dissent (against) therein by filling the necessary details and by signing on the designated place in the Form and return the same in original, duly completed so as to reach the Scrutinizer on or before the working hours (i.e. upto 5:00 p.m.) on 14th February, 2018. Your assent/dissent received after 14th February, 2018 would be strictly treated as if a reply has not been received.

The Board of Directors of the Company has appointed Ms. Deepika Jain Prop. of M/s. Deepika Jain & Associates (Membership No. ACS: 41190 CP NO. 16994), Practicing Company Secretary having office at 307, City Pearl Mall, Sanjay Marg, Gopalbadi, Jaipur-302001 as the Scrutinizer, who has consented to act as such, to Scrutinize the Postal Ballot process in a fair and transparent manner.

The Scrutinizer shall submit a consolidated report of ballot voting of the total votes cast in favour or against, to the Chairman or person authorized by the Chairman. The results of voting by Postal Ballot will be declared at the Registered Office of the Company on 15th February 2018 at 5:00 p.m. The results along with the Scrutinizer's Report will be displayed on the Company's website and will be communicated to the Stock Exchange

where Equity Shares of the Company are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.

SPECIAL BUSINESS

Item no. -1 Issue of 10,00,000 Equity Shares on Preferential Basis to Promoters and Non-Promoters

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with BSE Limited where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable to the preferential issue of Equity shares and other applicable regulations of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, offer and allot 10,00,000 (Ten Lakhs) equity shares of the Company of the face value of Rs.10 (Rupees Ten) each (“**Equity Shares**”) on preferential basis, (i) at a price of Rs. 70 per share or (ii) at a price as may be arrived in accordance with the Regulation 76 of the SEBI (ICDR) Regulations, 2009 whichever is higher to the below mentioned allottees:

SR. No	Name of the Applicant alongwith PAN and Address	Number of Equity Shares	Category
1.	Mr. Ashok Kumar Agarwal, PAN-ABWPA2581M Address: B-103 B Manu Marg, Behind LBS College Tilak Nagar,Jaipur-302004	1,30,000	Promoter
2	Mrs. Neha Agrawal, PAN-AEPPJ5396H Address: B-103 B Manu Marg, Behind LBS College Tilak Nagar,Jaipur-302004	3,10,000	Promoter

3	Mr. Sunit Karnawat, PAN AFGPK2905M, Address: B- 11 Ratna Sagar, MSB Ka Rasta, Johari Bazar. Jaipur-302003	2,88,000	Non Promoter
4.	Mr. Vikram Karnawat PAN AJGPK8449L Address: B-11 Ratna Sagar, MSB Ka Rasta, Johari Bazar. Jaipur-302003	2,72,000	Non Promoter
	Total	10,00,000	

“RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the ‘**Relevant Date.**’ The “Relevant Date” for the purpose of pricing of equity shares is 15th January 2018, which is a date 30 days prior to the date when the results of the postal ballot are to be announced.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals, in accordance with provisions of ICDR Regulations

“RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a Private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company with The Federal Bank Ltd., C- Scheme, Jaipur Branch and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The Proposed allottees shall be required to bring in 100% of the consideration on or before the date of allotment thereof
- b) The consideration for allotment of Equity Shares shall be paid to the company from the bank account of the proposed allottees.
- c) The Equity Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of Lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) Allotment shall only be made in dematerialized form.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted shall be subject to lock-in as below may be permitted under SEBI applicable Guidelines as amended from time to time Lock –in of specified securities.

- Securities allotted to promoters to be locked-in as mentioned below:
 - (i) Only upto 20% of the total capital of the issuer can be locked in for 3 years from the date of trading approval
 - (ii). Equity shares allotted in excess of the 20% shall be locked-in for 1 year from the date of trading approval
- Securities allotted to persons other then promoters shall be locked in for a period of one year from the date of trading approval
- Lock-in of entire pre-preferential allotment shareholding of the allottees, if any shall be locked in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78 (6) SEBI (ICDR) Regulations, 2009.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Mr. Ankit Agrawal, Whole Time Director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, stabilizing agent, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

Item no. 2. Alteration in Articles of Association:

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

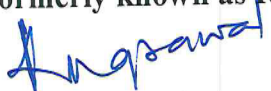
“**RESOLVED THAT** the existing Article No.14 be and hereby amended by insertion of new Clause 14(4) and 14(5) after the existing Clause no. 3 as under:

14(4) Subject to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be applicable from time to time and with the consent of the Members of the Company in General Meeting by way of Special Resolution, the Board of Directors of the Company or a committee thereof duly authorised by the board of directors may issue and allot Warrants convertible into the Equity Shares on such rate, terms and conditions to the existing shareholders, General Public or on preferential basis to the Promoters, Directors, Bodies Corporate, Banks, Financial Institutions, OCBs, NRIs, or such other persons from time to time on receipt of at least 25% of the face value of the warrants, as it may think fit. Board of Directors of the Company shall be authorised to make provisions as to allotment and issue of Warrants and in particular may determine to whom the same shall be offered whether at par or at premium subject to the provisions of the Companies Act, 2013 and all the applicable provisions of the SEBI Regulations.

14(5) the Members may by special resolution authorise the Board to convert Warrants into the Equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the guidelines issued by the SEBI, Central Govt. Stock Exchange or other authorities either on single trench or otherwise as per the discretion of the Board.

RESOLVED FURTHER THAT the board be and is hereby authorised to do all such act, deeds, matters and things which may deem necessary in this behalf.”

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


**Ashok Kumar Agarwal
Chairman & Managing Director
DIN: 00793152
Place: Jaipur
Date:06.01.2018**



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules made thereunder, setting out material facts in respect of the proposed Special Resolutions set out at Item No. 1 & 2 of the Notice is annexed hereto.
2. Please read the instructions before exercising your vote.
3. The Board of Directors has appointed Ms. Deepika Jain Prop. of M/s Deepika Jain & Associates (Membership No. ACS: 41190 CP NO. 16994), Practising Company Secretary having office at 307, City Pearl Mall, Sanjay Marg, Gopalbadi, Jaipur-01 as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and Registrar & Share Transfer Agent on 5th January, 2018
5. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re – enactment(s) and the Listing Regulations, 2015, Notice of Postal Ballot may be served on the Members, inter-alia, through electronic means. Members, who have registered their e-mail IDs with depositories or with the Company, are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail Ids will receive Notice of Postal Ballot along with Postal Ballot Form through courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form attached in the email from the ‘Investor’ section on the Company’s website www.rmcindia.in and send the duly completed and signed form to the Scrutinizer.
6. A copy of this Postal Ballot Notice alongwith the Postal Ballot Form have been placed on the website of the Company, www.rmcindia.in and RTA i.e. Link Intime India Pvt. Ltd., www.linkintime.co.in.
7. In case, the Members who have been sent this Notice electronically, such Members may send a request to the Company on “cs@rmcindia.in” or write a letter addressed to Ms. Monika Sharma, Company Secretary at RMC Switchgears Limited, 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan for obtaining the Notice and Postal Ballot Form in physical manner. On receipt of such requests, the Company will despatch the same in physical form to enable the Members to send back the Postal Ballot by/ before Wednesday, the 14th February, 2018, 05:00 p.m. (IST).
8. The Scrutinizer will submit her Report to the Chairman after the completion of scrutiny of the postal ballots. The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on 15th February 2018 at the registered office of the Company and will also be displayed on the website of the Company [http:// www.rmcindia.in](http://www.rmcindia.in), besides being communicated to the Stock Exchanges, and the Registrar and Share Transfer Agents.
9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

11. The relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 01:00 P.M. up to 14th February, 2018..
12. The facility to exercise vote by physical postal ballot form will be available during the following period: Commencement of voting from 09.00 a.m. (IST) on 16th January, 2018 end of voting up to 5.00 p.m. (IST) on 14th February, 2018.
13. The Postal Ballot Forms received after 5.00 p.m. (IST) on 14th February, 2018 will be treated as if the reply from the Member has not been received.
14. Members are requested to send the duly completed Postal Ballot Forms before the last date, providing sufficient time for postal transit.
15. Company is exempted from conducting E -Voting vide Rule 20(2) of Companies (Management & Administration) Rules, 2014.

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 and 2 mentioned in the accompanying Notice

Item No. 1: Issue of 10,00,000 Equity Shares on Preferential Basis to Promoters and Non- Promoters

The Board of Director of the Company in their meeting held on 6th January, 2018 has considered and approved the proposal to raise the necessary funds by issuance of 10,00,000 equity shares of face value of INR 10/- on preferential basis at a price of Rs. 70 per share or an issue price to be determined in accordance with regulation 76 of the SEBI (ICDR) Regulations 2009, whichever is higher. The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and chapter VII of SEBI (ICDR) Regulations, 2009.

(i)	The objects of the issue	To raise funds for repayment of high cost debt, for working capital requirements and general corporate purpose
(ii)	The total number of shares or other securities to be issued	10,00,000 Equity Shares of Face value of INR 10/- each
(iii)	The price or price band at which the allotment is proposed	1. The issue of equity shares arising through issuance will be at a price not less than higher of following: a) The average of the weekly high and low of the Volume weighted average price of the Company's

		<p>Shares quoted on the Stock Exchange during the twenty six weeks preceding the 'relevant date'.</p> <p>b) The average of the weekly high and low of the Volume weighted average price of the Company's Shares quoted on a Stock Exchange during the two weeks preceding the 'relevant date'. The price above is determined on the basis of the quotes available on the BSE Limited, wherein the Company shares are traded highest in volume, during the preceding 26 weeks prior to the relevant date Or</p> <p>c) Rs 70 per share.</p>
(iv)	The Company hereby undertakes that:	<p>a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 if it is required to do so.</p> <p>b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.</p>
(v)	The relevant date on the basis of which price has been arrived at	<p>Relevant date with reference to which the price has been arrived at: is 15th January 2018, which is 30 days prior to the date of passing of special resolution by way of postal ballot by the Shareholders for approving the preferential issue on private placement basis.</p> <p>As per Clause 16.6.3 of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India (ICSI), the date of passing of resolution by way of postal ballot shall be deemed to be the last date on which the Company receives duly completed postal ballot forms viz. 14th February, 2018 and hence the relevant date falls on 15th January, 2018.</p>
(vi)	The class or classes of persons to whom the allotment is proposed to be made;	Promoters and Non Promoters
(vii)	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	Intention is to augment the financial resources for the Company through the promoters and its affiliate by issuance of equity shares of the Company on private placement basis.
(viii)	The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer to Promoter and Non Promoter:	

S. No.	Category	Shareholding Before the offer: as on 29 th December, 2017		Shareholding After the offer:	
		No of shares	%	No of shares	%
A	Promoters holding:				
1	Indian:				
	Individual/HUF	2961960	58.17	3401960	55.84
	Body Corporate	0	0	0	0
	Sub Total	2961960	58.17	3401960	55.84
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	2961960	58.17	3401960	55.84
B	Non-Promoters holding:				
1	Institutional Investors	0	0	0	0
2	Non-Institution:	0	0	0	0
i)	Private Corporate Bodies:				
a	Indian	482992	9.48	482992	7.93
b	Foreign	0	0	0	0
c	OCB	0	0	0	0
ii)	Directors and relatives	0	0	0	0
iii)	Indian Public Individual/HUF	1536788	30.18	2096788	34.42
iv)	Others (including NRIs)	110460	2.17	110460	1.81
	Sub-Total (B)	2130240	41.83	2690240	44.16
	Total	5092200	100	6092200	100

(ix)	The proposed time within which the allotment shall be completed	As required under the ICDR Regulations the preferential issue/allotment of Warrants shall be completed, within a period of 15 [Fifteen] days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.															
(x)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th>Allottees</th> <th>Post issue shares</th> <th>Post issue shareholding in %</th> </tr> </thead> <tbody> <tr> <td>Mr. Ashok Kumar Agarwal</td> <td>5,85,000</td> <td>9.60</td> </tr> <tr> <td>Mrs. Neha Agrawal</td> <td>4,20,000</td> <td>6.89</td> </tr> <tr> <td>Mr. Sunit Karnawat</td> <td>3,04,000</td> <td>4.99</td> </tr> <tr> <td>Mr. Vikram Karnawat</td> <td>3,04,000</td> <td>4.99</td> </tr> </tbody> </table>	Allottees	Post issue shares	Post issue shareholding in %	Mr. Ashok Kumar Agarwal	5,85,000	9.60	Mrs. Neha Agrawal	4,20,000	6.89	Mr. Sunit Karnawat	3,04,000	4.99	Mr. Vikram Karnawat	3,04,000	4.99
Allottees	Post issue shares	Post issue shareholding in %															
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Mr. Sunit Karnawat	3,04,000	4.99															
Mr. Vikram Karnawat	3,04,000	4.99															
(xi)	Change in control, if any in the Company that would occur consequent to the preferential offer	The change in control will not occur by allotment consequent to the preferential offer.															
(xii)	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	N.A.															
(xiii)	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.															

(xiv)	Lock-in-period	The securities allotted to proposed allottees shall be locked in as per Regulation 78 and other regulations of SEBI (ICDR) Regulation 2009
(xv)	Other disclosure	<p>(i) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a wilful defaulter.</p> <p>The Board, in its meeting held on, 6th January, 2018 has approved the issuance of Equity Shares on Preferential basis to Promoters and Non Promoters in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.</p> <p>(ii) A copy of the Certificate from M/s. Saraswat & Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the above Preferential issue of Equity Shares is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the Registered Office and Corporate Office of the Company during working hours between 11:00 a.m. and 1:00 p.m. upto 14th February 2018.</p>

Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No. 1 above to be passed as Special Resolution.

The members consent is sought to authorize the Board to issue Equity Shares on Preferential basis to the persons in the manner set out in the resolution.

Mr Ashok Kumar Agarwal Managing Director and Mrs. Neha Agrawal Executive Director, Promoters, Promoters group and relatives are deemed to be interested in the resolution as the Equity shares are proposed to be allotted to Mr. Ashok Kumar Agarwal Managing Director, Mrs. Neha Agrawal Executive Director and Promoters of the company, none of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board of Directors recommends the Item No. 1 to be passed by the members of the Company as Special Resolution.

Item No. 2 Alteration of Articles of Association

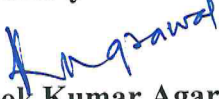
New clause 14(4) and 14(5) proposed to be inserted after the existing clause 14(3) of Articles of Association. It is proposed that Articles of Association be amended suitably to reflect and incorporate the provisions relating to issuance of Warrants convertible into Equity Shares of the Company for which it is required to seek approval of members by way of Special Resolution.

A draft copy of the Memorandum and article of Association of the Company after making proposed amendments have been kept at the Registered Office and Corporate Office for inspection.

Your Directors recommend passing the necessary Resolution as set out in Item No. 2 of the notice.

None of the Directors of the Company is, in any way concerned or interested in this resolution except, as members of the Company.

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


**Ashok Kumar Agarwal
Chairman & Managing Director
DIN: 00793152
Place: Jaipur
Date: 06.01.2018**





RMC Switchgears Limited

Corporate Identification Number (CIN) – L25111RJ1994PLC008698
Registered Office: 7 K.m. from Chaksu, Khotkawda Road, Village Badodiya,
Tehsil Chaksu, Tonk Road, Jaipur (Rajasthan)-303901
Tel: +91-141- 4400222 **Website:** www.rmcindia.in;
Email: info@rmcindia.in

POSTAL BALLOT FORM		
Sr. No.	Particulars	Details
1	Name and Registered address of the Sole/ First Member (IN BLOCK LETTERS)	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No. /*DP ID No. /Client ID No. (*Applicable to Investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

I/We, hereby exercise my/ our vote in respect of the following Special Resolutions to be passed through Postal Ballot, for the business stated in Postal Ballot Notice by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate Box below:

Item No.	Particulars	No. of shares held by me/us	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
1.	Issue of 10,00,000 Equity Shares on Preferential Basis to Promoters and Non Promoters			
2.	Alteration of Articles of Association			

Place: _____

Date: _____

(Signature of the Shareholder/ Authorised Representative)

Note: Please read the instructions given overleaf carefully before exercising your vote.

The facility to exercise vote by postal ballot will be available during the following period:

Commencement of voting 16 th January, 2018 at 10.00 AM	End of voting 14 th February, 2018 at 5.00PM
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