

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of RMC Switchgears Limited will be held on Thursday, the 5th September, 2024 at 4:30 P.M. through Video Conferencing (“VC”) facility or Other Audio Visual Means (“OAVM”) to transact the following business:

Special Business:

Item No. 1: Issue of 2,18,500 Equity Shares to Promoter, Promoter Group & Identified Persons on Preferential Basis:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the company with BSE Limited on which the equity shares of the company having face value of Rs. 10/- (Rs. Ten) each are listed, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (“**Listing Regulations**”) and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, the Stock Exchange, Ministry of Corporate Affairs or any other relevant authority (hereinafter referred as "Applicable Regulatory Authorities") from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any and/or all Government or regulatory authorities and/or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot upto 2,18,500 (Two Lakhs Eighteen Thousand Five Hundred) Equity Shares of the face value of Rs. 10/- (Rupees Ten) per equity shares at the issue price of Rs. 687/- (Rupees Six Hundred Eighty Seven), aggregating up to Rs. 15,01,09,500/- (Rupees Fifteen Crore and One Lakh and Nine Thousand Five Hundred Only) on a preferential basis to the following Promoter(s), Promoter(s) Group & Identified Persons (“**Proposed Allottees**”) in

such manner and on such terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations:

S. No.	Name of Proposed Allottees	No. of Equity Shares Proposed
1.	Jinendra G	20,000
2.	Jinendra G Jt. Gotham Chand [1955 Venture Fund-Partnership Firm]	20,000
3.	Gunavanth Kumar Rekha Jt. Gunavanth Kumar Neha [GJNX VENTURES –Partnership Firm]	20,000
4.	D Prakash Devi	7,800
5.	M/s Stheertha Ventures LLP	6,200
6.	Mohammed Husain Dariwala	6,000
7.	Pooja Kedia	14,000
8.	Trina Devang Vyas	6,000
9.	Pitam Goel	12,000
10.	Pannalal Rathore	3,000
11.	Ajay	6,000
12.	Pawan Pagaria	6,000
13.	N Rajesh HUF	6,000
14.	Poonam Chand Divya	6,000
15.	Sheetal Mohanchand	6,000
16.	Jitendra Jain	5,000
17.	Usha Jain	21,500

18.	Pallavi Rahul Kothari	10,000
19.	Ashok Kumar Agarwal	18,500
20.	Ankit Agrawal	18,500
	Total	2,18,500

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted to the proposed Allottees (“Proposed Allottees”) as above be 6th August, 2024, being the date falling 30 days prior to the date of this Extra Ordinary General Meeting of the Company, to approve the allotment of Equity Shares in dematerialized form is proposed to be completed within maximum period of 15 days from the date of passing of the special resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by applicable regulatory authorities, then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case may be.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed allottees pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects including dividend and voting rights.

RESOLVED FURTHER THAT the Equity Shares shall be remained in lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange-BSE subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board be and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed 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, deemed 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 / appoint lead managers, valuer(s), Merchant Banker, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT the Board is authorised to take necessary steps for listing of the abovementioned Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Regulations, SEBI (ICDR) Regulations and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board is authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deemed expedient.

RESOLVED FURTHER THAT the Board is authorized to delegate all or any of the powers herein conferred by this resolution to any committee of the Board or any one or more Director(s)/Company Secretary/any other officer(s) of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any professional advisor/ consultants/lawyers."

By Order of the Board of Directors
For RMC Switchgears Limited

Ashok Kumar Agarwal
Managing Director
DIN: 00793152

Place: Jaipur
Date: 14.08.2024

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special business under Item No. 1 set out above is annexed and details as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018, (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned below quoting their folio number(s):

M/s. Link Intime India Limited, C-13, Pannalal Silk Mills, Compound LBS Marg,
Bhandup (W), Mumbai 400078, Maharashtra.

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s. Link Intime India Limited.
5. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days, except Sunday between 11.00 a.m. to 01:00 p.m. up to and including the date of Extraordinary General Meeting of the Company.
6. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
7. Members holding shares in physical form may be aware that trading of the Equity Shares of the Company has to be in demat form. In view of this and several other benefits of holding shares in demat mode, you are requested to have your shares dematerialized to avail the

benefits of electronic form of trading.

8. In support of the “Green Initiative” announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting are being sent by e-mail to those members whose e-mail addresses have been made available to Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, they may visit the website of the company and of the Stock Exchange – BSE.
9. Pursuant to the pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI and earlier refereed Circulars of MCA & SEBI (hereinafter collectively referred to as “the Circulars”), which permits the Company to send the Notice of EGM by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent (“RTA”) or Depository / Depository Participants. As permitted under the Circulars, the Company is sending the Notice on EGM in electronic form only to the Shareholders on cut-off date 9th August, 2024. The Notice of EGM are made available on the Company’s website www.rmcindia.in and also on the website of the stock exchange where the shares of the Company have been listed, viz., BSE Limited.
10. Voting through electronic means.
 1. The Extra-ordinary General Meeting (EGM) is convened through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), which permit the companies to hold EGM through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Corporate Office of the Company i.e. B-11 (B&C), Malviya Industrial Area, Jaipur-302017.
 2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.rmcindia.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 02th September, 2024 at 9:00 A.M. and ends on Wednesday, 4th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 30th August, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30th August, 2024.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to CDSL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the

	<p>meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 2109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company

- opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@rmcindia.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

Item No. 1: Issue of 2,18,500 Equity Shares to Promoter, Promoter Group & Identified Persons on Preferential Basis:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis to Promoter(s), Promoters’ Group & Identified Individual (“Proposed Allottees”) of the Company.

The Board of Directors in its meeting held on 7th August, 2024 has approved the offer and issue up to 2,18,500 Equity Shares of the Company Shares of Rs.10/- (Rupees Ten only) each at a Premium of Rs. 677/- (Rupees Six Hundred Seventy Seven only) per share aggregating to Rs.15,01,09,500/- (Rupees Fifteen Crore and One Lakh Nine Thousand Five Hundred Only) on Preferential basis to the proposed Allottees, subject to inter alia the approval of the shareholders of the company and receipt of applicable regulatory and statutory approvals in relation thereto.

The company has incorporated in the name RMC Green Energy Private Limited, which is its Subsidiary. RMC Green Energy Private Limited will commence the Project of Solar Park in District Jodhpur, Rajasthan. The total cost of project will be approx. Rs. 300 Crores. The Subsidiary Company will operate the Solar Park for other Corporate through Special Purpose Vehicle (SPV) in the Form of Private Limited Company. The Subsidiary Company will invest 74% in SPV and 26% stake in SPV will be taken by the said Corporate. The SPV will be the Step-down subsidiary of the RMC Switchgears Limited. The financials of the Subsidiary RMC Green Energy Private Limited and step-down subsidiaries will be consolidated with the Financial Statement of the Company. The proceeds of the Preferential Issue shall be utilised for the purpose of investment in the Shares of or Loan to the Subsidiary Company RMC Green Energy Private Limited to the extent of Rs. 12.00 Crores and balance amount shall be utilised for the purpose of liquidity requirement and other general corporate purpose of the Company.

Hence, it was proposed and recommended by the Board of Directors to consider and approve Preferential Issue of such number of Equity Shares of the Company to Promoter(s), Promoter(s) Group & Identified persons of the Company as may be decided by the Board subject to obtaining the approval of the shareholders of the Company.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations, 2018 and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on Wednesday, 07th August, 2024 had, subject to the approval of the Members of the company and such other approvals as may be required, approved the issuance of Equity Shares up to 2,18,500 Equity Shares of Rs. 10/- each at a issue price of Rs. 687/- (Rupees Six Hundred Eighty Seven only) per Equity Share, aggregating to Rs. 15,01,09,000/- (Rupees Fifteen Crore and One Lakh Nine Thousand Only), for cash consideration, on a preferential basis to the Promoter(s), Promoter(s)Group & Identified persons.

ii) Objects of the Preferential Issue

The Company proposes to raise funds aggregating up to Rs. 15, 01, 09, 500/- (Rupees Fifteen Crore and One Lakh Nine Thousand Five Hundred Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilised for the purpose of investment in the Shares of or Loan to the Subsidiary Company RMC Green Energy Private Limited to the extent of Rs. 12.00 Crores and balance amount shall be utilised for the purpose of liquidity requirement and other general corporate purpose of the Company.

iii) Maximum Number of specified securities offered and the price at which security is being offered

Up to 2,18,500 (Two Lakh Eighteen Thousand Five Hundred) Equity Shares of Rs. 10/- each at a price of Rs. 687/- (including a premium of Rs. 677/-) per Equity Share aggregating up to Rs. 15,01,09,500/- (Rupees Fifteen Crore and One Lakh Nine Thousand Five Hundred Only), such price being not less than the price as on the Relevant Date i.e. 6th August, 2024 determined in accordance with the provisions of Chapter V Regulation 164 of the SEBI (ICDR) Regulations.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 6th August, 2024, being the date 30 days prior to the date of this Extra-ordinary General Meeting (EGM) at which the proposed preferential issue will be considered.

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and volume weighted average price of the company’s equity shares at BSE Platform has been considered in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 687/- per Equity Shares. The price per Equity Share to be issued in pursuance to the Preferential Issue is fixed at Rs. 687/- per Equity Share which is not less than the higher of the following:

- (a) **Rs. 571.54 per Share** – being the 90 Trading Days Volume Weighted Average Price of the Company’s equity shares quoted on the Stock Exchange (BSE Limited), preceding the Relevant Date; or
- (b) **Rs. 686.09 per Share** – being the 10 Trading Days Volume Weighted Average Price of the Company’s equity shares quoted on the Stock Exchange (BSE Limited), preceding the Relevant Date.

vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

Mr. Ashok Kumar Agarwal, Managing Directors & Promoter of the company, intends to subscribe 18,500 Equity shares in the proposed issue and Mr. Ankit Agrawal, Whole-time Director & Promoter of the company, intends to subscribe 18,500 Equity shares in the proposed issue.

vii) Tim frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

viii) **Principal terms of assets charged as securities-** Not Applicable.

ix) **Valuation and Justification for the allotment proposed to be made for consideration other than cash :** Not applicable

x) **Material terms of raising such securities:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

xi) **Shareholding pattern of the Company before and after the Preferential Issue**

S.No.	Category	Pre- Issue		Post Preferential Issue	
		No. of shares	% of Shareholding	No. of Shares	% of Shareholding
A	<u>Promoters Holding</u>				
1	Indian:				
	Individual	54,56,280	52.93	54,93,280	52.18
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total	54,56,280	52.93	54,93,280	52.18
2	Foreign Promoters	Nil	Nil	Nil	Nil
	SubTotal(A)	54,56,280	52.93	54,93,280	52.18
B	<u>Non-Promoter Holding</u>				
1	Institutional Investor	3,87,375	3.76	3,87,375	3.68
2	Non Institution:				
	Individual	36,40,064	35.31	3809364	36.18
	Bodies Corporate	4,39,681	4.27	4,39,681	4.18
	Others	3,84,900	3.73	397100	3.78
	Sub Total(B)	48,52,020	47.07	50,33,520	47.82
	Grand Total	1,03,08,300	100.00	1,05,26,800	100.00

xii) The percentage of post Preferential Issue capital that may be held by allottees (s) and change in control, if any, in the Company consequent to the Preferential Issue

The Equity Shares are proposed to be allotted to the promoter, promoter group and identified individual of the company. Details of shareholding of proposed allottees, prior to and after the proposed Preferential Issue, are as under:

S. No.	Name of the proposed allottees	Pre-Preferential Issue		Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
1.	Jinendra G	-	-	20,000	0.19
2.	Jinendra G Jt. Gotham Chand [1955 Venture Fund- Partnership Firm]	-	-	20,000	0.19
3.	Gunavanth Kumar Rekha Jt. Gunavanth Kumar Neha [GJNX VENTURES – Partnership Firm]	-	-	20,000	0.19
4.	D Prakash Devi	-	-	7,800	0.07
5.	M/s. Stheertha Ventures LLP	-	-	6,200	0.06
6.	Mohammed Husain Dariwala	-	-	6,000	0.06
7.	Pooja Kedia	-	-	14,000	0.13
8.	Trina Devang Vyas	22500	0.22	28,500	0.27
9.	Pitam Goel	-	-	12,000	0.11
10.	Pannalal Rathore	1125	0.01	4,125	0.04
11.	Ajay	-	-	6,000	0.06
12.	Pawan Pagaria	2625	0.03	8,625	0.08

13.	N Rajesh HUF	375	0.00	6,375	0.06
14.	Poonam Chand Divya	-	-	6,000	0.06
15.	Sheetal Mohanchand	-	-	6,000	0.06
16.	Jitendra Jain	1500	0.01	6,500	0.06
17.	Usha Jain	-	-	21,500	0.20
18.	Pallavi Rahul Kothari	-	-	10,000	0.09
19.	Ashok Kumar Agarwal	23,73,480	23.02	23,91,980	22.72
20.	AnkitAgrawal	10,04,820	9.75	10,23,320	9.72

There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by identified individual promoters, Promoter group of the Company, will change in accordance with the change in the shareholding pattern as set above.

xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees,

Identity of the natural persons who are the Ultimate Beneficial Owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees:

Sr. No.	Name of Proposed Allottees	Natural Persons who are Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control
1	Jinendra G	Self
2	Jinendra G Jt. Gotham Chand [1955 Venture Fund-Partnership Firm]	1. Jinendra G, Partner 2. Gotham Chand, Partner
3	Gunavanth Kumar Rekha Jt. Gunavanth Kumar Neha [GJNX VENTURES – Partnership Firm]	1. Gunwanth Kumar Neha, Partner 2. Rehka G, Partner

4	D Prakash Devi	Self
5	M/s. Stheertha Ventures LLP	Ayushi Srisrimal
6	Mohammed Husain Dariwala	Self
7	Pooja Kedia	Self
8	Trina Devang Vyas	Self
9	Pitam Goel	Self
10	Pannalal Rathore	Self
11	Ajay	Self
12	Pawan Pagaria	Self
13	N Rajesh HUF	Self
14	Poonam Chand Divya	Self
15	SheetalMohanchand	Self
16	Jitendra Jain	Self
17	Usha Jain	Self
18	Pallavi Rahul Kothari	Self
19	Ashok Kumar Agarwal	Self
20	Ankit Agrawal	Self

xi) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 of the SEBI (ICDR) Regulations.

The Equity Shares to be allotted on a preferential basis to the promoters or promoter group shall be locked in for a period of 18 months from the date of trading approval granted by the Stock Exchange.

The Equity shares to be allotted on a preferential basis to persons other than the promoters and promoter group shall be locked-in for a period of six months from the date of trading approval.

The entire pre-Preferential Issue shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

xii) Undertakings

- a) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
- b) None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c) The issuer shall re-compute the issue price in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till time such amount is paid by the allottees.

xiii) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of Proposed Allottees	Current Status (promoter or non-promoter)	Proposed status (promoter or non-promoter)
1.	Jinendra G	Non Promoter	Non Promoter
2.	Jinendra G Jt. Gotham Chand [1955 Venture Fund-Partnership Firm]	Non Promoter	Non Promoter
3.	Gunavanth Kumar Rekha Jt. Gunavanth Kumar Neha [GJNX VENTURES –Partnership Firm]	Non Promoter	Non Promoter
4.	D Prakash Devi	Non Promoter	Non Promoter
5.	M/s Stheertha Ventures LLP	Non Promoter	Non Promoter
6.	Mohammed Husain Dariwala	Non Promoter	Non Promoter

7.	Pooja Kedia	Non Promoter	Non Promoter
8.	Trina Devang Vyas	Non Promoter	Non Promoter
9.	PitamGoel	Non Promoter	Non Promoter
10.	Pannalal Rathore	Non Promoter	Non Promoter
11.	Ajay	Non Promoter	Non Promoter
12.	Pawan Pagaria	Non Promoter	Non Promoter
13.	N Rajesh HUF	Non Promoter	Non Promoter
14.	Poonam Chand Divya	Non Promoter	Non Promoter
15.	Sheetal Mohanchand	Non Promoter	Non Promoter
16.	Jitendra Jain	Non Promoter	Non Promoter
17.	Usha Jain	Non Promoter	Non Promoter
18.	Pallavi Rahul Kothari	Non Promoter	Non Promoter
19.	Ashok Kumar Agarwal	Promoter	Promoter
20.	Ankit Agrawal	Promoter	Promoter

xiv) Auditors' Certificate

The certificate from Brij Kishore Sharma, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the Members during the meeting.

The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is www.rmcindia.com

xv) Other disclosures

- a) During the period from 1st April, 2023 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) The identified persons and promoter/promoter group of the Company have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.

- c) Since the Equity Shares of the Company are listed & frequently traded on the stock exchange and the Preferential Issue is not more than 5% of the post issue fully diluted share capital, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI (ICDR) Regulations.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the said Equity Shares to the proposed allottees is being sought by way of a Special Resolution as set out in the said Item No. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

By Order of the Board of Directors
For RMC Switchgears Limited

Place: Jaipur
Date: 14.08.2024

Ashok Kumar Agarwal
(Director)
DIN: 00793152