

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members the RMC Switchgears Limited will be held at 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur Rajasthan 303901 India on Thrusday, the 8<sup>th</sup> day of September, 2016 at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Twenty Second Annual Report of the board of directors and Audited Financial Statement of the company for the financial year ended on 31<sup>st</sup> March, 2016 together with Auditor's Report thereon.
2. To appoint Directors in place of Shri Ankit Agarwal (DIN: 00793035), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 , and being eligible, offer himself for re-appointment.
3. **Ratification of appointment of Statutory Auditors and fixing their remuneration To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-**

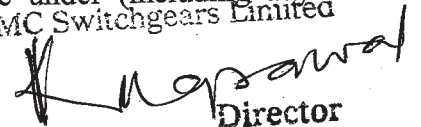
“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and all other applicable provision of Company Act 2013, if any and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of SARASWAT & COMPANY, Chartered Accountants, Jaipur (Firm Reg. No. 004846C), as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of Annual General meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company,

**SPECIAL BUSINESSES**

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mrs. Neha Agarwal:-**

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory

For RMC Switchgears Limited

  
Director

(CIN NO. U27310RJ1994PLC008698)

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modification(s) or re-enactments thereof for the time being in force), Mrs. Neha Agarwal, who was appointed as an Additional Non Executive Director with effect from June 28, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Executive Director, be and is hereby appointed as a Executive Director of the company liable to retire by rotation”

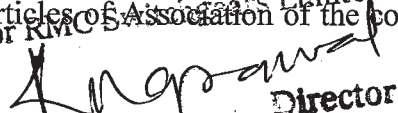
**5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution Fixing of Remuneration of Mrs. Neha Agrawal**

“**RESOLVED THAT** pursuant to provisions of Articles of Association and pursuant to provisions of sections 188 & 197 read with Schedule V and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modifications or re-enactment(s) thereof for the time being) the consent and approval of the members be and hereby, accorded for fixing the remuneration of Mrs. Neha Agrawal Executive Director of the Company a remuneration upto Rs. 75,000 (Rupees Seventy Five Thousand only) per month including all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act be allowed to Mrs. Neha Agrawal and in the event of inadequacy of profits the Board shall be authorized to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of 3 (three) years.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as he may in his 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. To Consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution for appointment of Mr. Devi Shankar Goyal as an Independent Director:-**

“**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, approval of the members of the company be and is hereby given to the appointment of Mr. Devi Shankar Goyal (DIN 07559565), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company (and categorized as 'Independent Director') with effect from August 1, 2016 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company,

For RMC Switchgears Limited  
  
Director

(CIN NO. U27310RJ1994PLC008698)

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and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to determination by retirement of Directors 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 he may in his 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.”

**7. To Consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution for appointment of Mr. Suresh Kumar Jain as an Independent Director:-**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Suresh Kumar Jain (DIN 07546087), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company (and categorized as 'Independent Director') with effect from August 1, 2016 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to determination by retirement of Directors 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 he may in his 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.”

For RMC Switchgears Limited

  
Director

(CIN NO. U27310RJ1994PLC008698)

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8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mrs. Radhika Agarwal as an Independent Director:-

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mrs. Radhika Agarwal (DIN 07579658), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company (and categorized as 'Independent Director') with effect from August 1, 2016 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to determination by retirement of Directors 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 he may in his 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.”

By order of the board of directors  
For RMC Switchgears Ltd

  
Director

Ashok Kumar Agarwal  
Chairman & Managing Director  
DIN:-00793152

Place: Jaipur  
Date: 10<sup>th</sup> August, 2016

(CIN NO. U27310RJ1994PLC008698)

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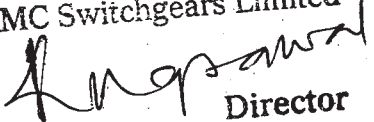
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A person can act as a 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 a proxy for any other person or shareholder.

2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/proxies should bring the attendance slip duly filled in and signed for attending the Meeting and hand over the same at the entrance of the meeting place.
5. Members are requested to bring their copy of the Annual Report to the meeting.
6. The documents referred to in the notice are open for inspection at the registered office of the company on all working days up to the date of AGM.
7. With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of the Annual General Meeting of the company is as under:

For RMC Switchgears Limited  
  
Director

(CIN NO. U27310RJ1994PLC008698)

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Chandlai

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Nimodiya

Narharpara

Kotkhawda

2

2

Chaksu

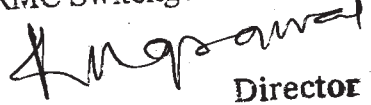
Ramniwas

Hirapura

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Map data ©2016 Google

For RMC Switchgears Limited  
  
Director

(CIN NO. U27310RJ1994PLC008698)

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

**ITEM NO. 4**

Mrs. Neha Agarwal was appointed as an Additional Non Executive Director w.e.f. 28, June, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mrs. Neha Agarwal candidature for appointment as Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs. Neha Agarwal on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Mrs. Neha Agarwal and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolutions under Item No. 4 to be passed as an Special resolution.

**ITEM NO. 5**

Mrs. Neha Agrawal is Executive Director of your Company. She is a BBA Graduate from Eastern Institute for Integrated learning in Management.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mrs. Neha Agrawal is Executive Director and the remuneration upto Rs. 75,000 (Rupees Seventy Five Thousand only) per month payable to her.

In view of the provisions of Sections 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no.-5 of the accompanying notice for the approval of the Members and contain the following information:

Name of the Related Party	Nature Relationship of	Nature, material terms, monetary value and particulars of the contract or arrangement –Job work by Synergy solar system propitor Mrs Neha Agrawal	Any other information relevant or important for the members to take a decision on the proposed resolution-NIL
Ajay Kumar Jain	Father		
Kusum Jain	Mother		
Ankit Agrawal	Spouse		
Prithiviraj Jain	Brother		
Yasshaa Agrwal	Sister		
Aaryaman Agarwal	Son		
Shreya Agarwal	Daughter		
Ashok Kumar	Spouse's Father		

For RMC Switchgears Limited  
*Neha Agrawal*  
Director

(CIN NO. U27310RJ1994PLC008698)

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Agarwal			
Santosh Agarwal	Spouse's Mother		
--	Spouse's Brother		
Atika Agarwal	Spouse's Sister		
Synergy Solar System	Proprietorship		
Vitthal Das Agarwal HUF	Member		
Ashok Kumar Agarwal HUF	Member		
Ankit Agrawal HUF	Member		

However in the event of inadequacy of profits during the tenure of Mrs. Neha Agrawal referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed under Item no.-5 and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

A detailed statement as per requirements of the provisions of Section II part II of schedule V has been annexed with the notice.

**ITEM NO. 6, 7 & 8**

**Mr. Devi Shankar Goyal, Mr. Suresh Kumar Jain and Mrs. Radhika Agarwal** were appointed as an Additional Non Executive Independent Director w.e.f. 1, August, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing **Mr. Devi Shankar Goyal, Mr. Suresh Kumar Jain and Mrs. Radhika Agarwal** candidature for appointment as Independent Non Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

As the Members would be aware, the new Companies Act, 2013 (Act) has come into force (few provisions though yet to be notified), replacing the old Companies Act, 1956. Section 149 and Section 152 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Ordinary resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the AGM.

For RMC Switchgears Limited  
*[Signature]*  
Director

(CIN NO. U27310RJ1994PLC008698)

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In the opinion of the Board these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Corporate Office of the Company during normal business hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of the appointment of these individuals as Independent Non Executive Directors by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non Executive Directors. The Board accordingly recommends the resolutions at Item Nos. 6, 7 & 8 of this Notice for the approval of the Members as Ordinary resolutions. None of the said Directors are related to each other.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 6, 7 & 8 of this Notice.

By order of the board of directors  
For RMC Switchgears Ltd  
For RMC Switchgears Limited  
  
Director  
Ashok Kumar Agarwal  
Chairman & Managing Director  
DIN:- 00793152

Place: Jaipur

Date: 10<sup>th</sup> August, 2016

(CIN NO. U27310RJ1994PLC008698)

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**ANNEXURE TO NOTICE**

STATEMENT CONTAINING REQUIRED INFORMATION AS PER PART II, POINT IV OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013

**I. General Information:-**

- (1) Nature of Industry: - Manufacturing of Distribution boxes and related electrical accessories
- (2) Date or Excepted date of Commencement of Commercial Production: - Year 1995
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus:- Not Applicable
- (4) Financial Performance based on given indicators

The Company's Gross Income for the financial year ended March 31, 2016 increased to Rs. 6,074.76Lacs approximately from Rs. 4846.90 Lacs approximately in last year registering a growth.

The operating profit (PBT) of the Company increased to Rs. 115.29 Lacs approximately.

The brief statement indicating our profit related figures is given below:

(Amt. in Lacs.)

Particulars	2015-16	2014-15
Total Income	5585.34	4574.40
Less: Expenditure and Depreciation	5470.04	4528.13
Prior Period Items	NIL	NIL
Profit Before Tax (PBT)	115.30	46.28
Less: Tax	-	-
Deferred Tax Assets	(93.37)	-
Profit After Tax (PAT)	21.91	46.28

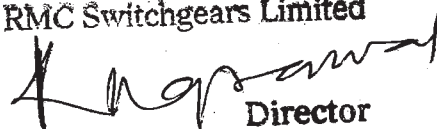
- (5) Export Performance and Net Foreign Exchange Collaborations:- NIL
- 6) Foreign Investments or Collaborations, if any-N.A.

**II. Information about the appointee**

**Mrs. Neha Agrawal**

1. Background Detail

For RMC Switchgears Limited



Director

(CIN NO. U27310RJ1994PLC008698)

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