SHRI RAM SWITCHGEARS LIMITED
Registered Office: Shri Ram Bhawan, Goushala Road, Ratlam, M.P.
CIN: L31200MP1985PLC003026
Website: www.shriramswitchgears.com Email: info@shriramswitchgears.com
Phone No. 07412 235554, 231660, 233660

NOTICE

Notice is hereby given that the 37th Annual General Meeting of Shri Ram Switchgears Limited will be held on Thursday, November 30, 2023 at 01.00 P.M. at the registered office of the company situated at Shri Ram Bhawan, Goushala Road, Ratlam, M. P., to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at March 31, 2023, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and report of the Board of Directors and Auditors thereon.
2. To consider appointment of a director in place of Mr. Rohit Kumar Jhalani (DIN: 00666443), who retires by rotation and being eligible, offers himself, for re-appointment.

By order of the Board of Directors

Sd/-
Ratlam **Nilesh Kumar Jhalani**
November 06, 2023 Managing Director (DIN: 01462299)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY, DULY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. Members holding shares in dematerialized form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change in address, change of name, e – mail address, contact numbers, etc. to their depository participants (DP) and not to the company.

3. The Securities Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DP's. Members holding shares in physical forms are requested to submit their PAN to the Company.

4. Register of Directors and Key Managerial Personnel and their shareholding and Register of contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 respectively of the Act, will be available for inspection by the members at the AGM.

5. The Company's Register of members and Share Transfer Books will be closed from Thursday, November 25, 2023 to Thursday, November 30, 2023 (both days inclusive) for the purpose of Annual General Meeting of the company.

6. The members whose names appears as on Friday, November 24, 2023 in the Register of Members are entitled for voting in the meeting.

7. **Dispatch of AGM Notice and Integrated Annual Report through electronic mode:**

In line with the MCA Circular No. 10/2022 dated December 28, 2022 (In continuation with the Circulars issued earlier in this regard) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/ 2023/4 dated January 5, 2023, this Notice along with the Integrated Annual Report for FY 2022-23 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories/Depositary Participants/Skyline (RTA). Members may note that the Notice and Integrated Annual Report 2022-23 will also be available on the Company's website www.shriramswitchgears.com., website of the Stock Exchanges National Stock Exchange of India Limited at www.nseindia.com respectively Hard copy of the full Integrated Annual Report will be sent to shareholders who request for the same.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, venue of the AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to Skyline Financial Services Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.

8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

9. Members are requested to:-
a. Quote ledger folio numbers/DP ID and Client ID Numbers in all their correspondence;
b. Approach the Company for consolidation of multiple ledger folios into one;
c. To avoid inconvenience, get shares transferred in joint names, If they are held in a single name and/or appoint a nominee; and
d. Bring with them at the AGM, their copy of the Annual Report and Attendance slip.

10. NRI Members are requested to inform the Investors Services Department of the Company immediately of:-

a. Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the bank with pin code number, if not furnished earlier; and

b. Change in their residential status and address in India on their return to India for permanent settlement.

11. Members desirous of obtaining any information concerning accounts and operations of the company are requested to address their communications at the registered Office of the company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.

12. Members, who hold shares in electronic form, are requested to notify their DP and Client ID Number at the AGM for easier identification.

13. 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 on their behalf at the meeting.

14. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

15. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

16. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

17. The details of the director and Managing and Whole time directors seeking re-appointment at the Annual General Meeting is provided in Annexure A of this Notice. The Company has received the necessary consents/declarations for the re-appointment under the Companies Act, 2013 and the rules thereunder.

19. The link for the venue of AGM is as follows:

https://www.google.com/maps/place/Shri+Ram+Group+Of+Industries/@23.3341696,75.0354438,17z/data=!3m1!4b1!4m5!3m4!1s0x3963fec617ef2ff1:0xd5b115c3e1148260!8m2!3d23.3341835!4d75.0376326

By order of the Board of Directors

Sd/-

Ratlam
November 6, 2023

Nilesh Kumar Jhalani
Managing Director (DIN: 01462299)

Annexure A

In terms of the provisions of Section 152 of the Companies Act, 2013 Mr. Rohit Kumar Jhalani, being longest in the office will retire by rotation and would be eligible for re-appointment in the forthcoming Annual General Meeting. In terms of the provisions of Section196 of the Companies Act, 2013 Mr. Rohit Kumar Jhalani (*Whole Time Director*), is seeking reappointment in the ensuing Annual General Meeting. In accordance to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of Directors retiring by rotation/seeking re-appointment at the forthcoming Annual General Meeting are as under:-

Particulars	**Mr. Rohit Jhalani**
Date of Birth	11.02.1980 (43 Years)
Date of First Appointment on Board	01.04.1998
DIN	00666443
Qualifications	Bachelor of Commerce from Vikram University, Ujjain
Expertise in specific functional areas	Production / Operations and Human Resource department
Terms and Conditions of Appointment/Re-Appointment	As per the resolution at item no. 2 of the Notice convening Annual General Meeting on November 30, 2023 Mr. Rohit Kumar Jhalani is proposed to be re-appointed as a Whole Time Director.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	Nil
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Committee)	NIL
Number of shares held in Company	423750
Inter-se relationships between Directors	1. Nilesh Kumar Jhalani (Brother) 2. Devraj Jhalani (Nephew) 3. Sapna Jhalani (Sister in law)

By order of the Board of Directors

Sd/-

Ratlam
November 6, 2023

Nilesh Kumar Jhalani
Managing Director (DIN: 01462299)

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ATTENDANCE SLIP
(To be handed over at the entrance of the meeting venue)

37^{th} Annual General Meeting, Thursday, 30th day of November, 2023 at 1.00 P. M.

Regd. Folio No._______/DP ID___________Client ID/Ben. A/C____________No. of shares held______

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 36^{th} Annual General Meeting of the Company on Thursday, 30^{th} day of November, 2023 at 1.00 P. M. at the registered office of the company.

______________________________ ______________________________

Member's/Proxy's name in Block Letters Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall

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Members are requested to tender their attendance slip at the registration counters at the venue of the Annual General Meeting (AGM) and seek registration before entering the meeting hall.

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FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014*]*

Name of the member (s): ---
Registered address: --
E-mail Id: ---
Folio No. : --------------------------------- Client Id: ----------------------------------
DP ID: ---------------------------------------

I/We, being the member (s) of ………… shares of the above named company, hereby appoint

1. Name: --
   Address: --
   E-mail Id: --
   Signature:----------------------------------- or failing him

2. Name: --
   Address: --
   E-mail Id: --
   Signature:----------------------------------- or failing him
3. Name: --
   Address: --
   E-mail Id: --
   Signature:----------------------------------- or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual general meeting of the company, to be held on the Thursday, 30th day of November, 2023 At 1.00 p.m. at the registered office of the company situated at Shri Ram Bhawan, Goushala Road, Ratlam, M. P. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of audited financial statements including Balance Sheet as at March 31, 2023, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and report of the Board of Directors and Auditors thereon.
2. Appointment of director in place of Mr. Rohit Kumar Jhalani (DIN: 00666443), who retires by rotation and being eligible, offers himself, for re-appointment.

Signed this…… day of……… 20….

Affix revenue stamp of Re 1

Signature of shareholder -------------------------- Signature of Proxy holder(s) --------------------------------
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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POLL FORM

Serial No.* : ____*Member's Registered Folio No./DP & Client ID*______

1. Name(s) of the Member(s) including joint Holder(s) :______________________
   If Any (IN BLOCK LETTERS)

2. Postal Address of the Member :______________________
   ____
   ____

3. Registered Folio No. /DP ID/ Client ID* :______________________
   (*Applicable to Investors Holding Shares in demat form)

4. Number of Share(s) held :______________________

I/ We hereby exercise my/our vote in respect of the Resolutions set out in the Notice of the 37th Annual General Meeting of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick **( )** mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of Shares	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1	Adoption of Financial Statements	Ordinary			
2.	Appointment of Mr. Rohit Kumar Jhalani as a Director	Ordinary			

Place :
Date :

____
(Signature of The Member)

*Member's Registered Folio No./DP ID/Client ID shall be considered as Serial No. of Ballot Form for respective Member.