

To  
The Manager- Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai -400001, Maharashtra

Date-14.11.2025

**BSE Scrip Code: 540358**  
**Symbol: RMC**

**Sub: Notice of Postal Ballot (including remote e-voting) - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

**Dear Sir/Madam,**

In terms of Regulation 30 of Listing Regulations, we hereby submit a copy of Postal Ballot Notice (‘Notice’) along with explanatory statement dated 13<sup>th</sup> November, 2025 (attached herewith), seeking approval of the Members of the Company in respect of the below mentioned resolution(s) through remote e-voting process only:

Item No.	Agenda Item	Type of Resolution
1.	To authorize the Board of Directors under Section 186 of The Companies Act, 2013 upto an aggregate amount of Rs. 800 crores only	Special Resolution
2.	To grant loan(s), give guarantee(s) to subsidiary companies and provide security (ies) in connection with any loan taken/to be taken by subsidiary companies of the company pursuant to provisions of Section 185 of The Companies Act, 2013	Special Resolution
3.	Approval of material related party transactions with subsidiaries	Ordinary Resolution


Members of the Company holding shares as on the cut-off date i.e., Friday, November 07, 2025, shall cast their vote through the remote e-voting system. The remote e-voting period commences on Saturday, November 15, 2025 (9:00 A.M. IST) and ends on Sunday, December 14, 2025 (5:00 P.M. IST).

The Notice and instruction for e-voting will also be available on the website of the Company at [www.rmcindia.in](http://www.rmcindia.in) and on the website of Central Depository Services Limited at <https://www.cdslindia.com/>

Hard copy of Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for Postal Ballot as permitted by the Ministry of Corporate Affairs vide its various circulars.

**CIN : L25111RJ1994PLC008698**

**Corp. Office :** B-11 (B&C), Malviya Industrial Area, Jaipur-302017 (Rajasthan)

 **Regd. Office & Factory :** Khasra No.-163,164, Village-Badodiya ,Tehsil-Kotkhawda, Kotkhawada, Jaipur, Jaipur, Rajasthan, India, 303908

The results of voting by means of Postal Ballot through remote e-voting shall be declared on or before Tuesday, December 16, 2025, and the same will be communicated to the Stock Exchanges and will be uploaded on the website of the Company at [www.rmccindia.in](http://www.rmccindia.in).

This is for your information and records.

Thanking You,

**Yours Faithfully,**  
**For RMC Switchgears Limited**

**Shivani Bairathi**  
**Compliance Officer & Company Secretary**  
**ACS- 42636**

Encl: As above.



RMC SWITCHGEARS LIMITED

Registered Office: Khasra No.-163,164, Village-Badodiya ,Tehsil-Kotkhawda, Jaipur, Rajasthan, India, 303908

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

E Mail ID: [info@rmcindia.in](mailto:info@rmcindia.in), [cs@rmcindia.in](mailto:cs@rmcindia.in) CIN: L25111RJ1994PLC008698

Website: [www.rmcindia.in](http://www.rmcindia.in), Contact No: 0141-4031516

### **POSTAL BALLOT NOTICE**

#### **NOTICE OF POSTAL BALLOT /E-VOTING TO THE SHAREHOLDERS**

*(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015)*

#### **Postal Ballot and E-Voting Details**

<b>E-Voting Start Date</b>	<b>Saturday, November 15, 2025, from 09:00 A.M. (IST)</b>
<b>E-Voting End Date</b>	<b>Sunday, December 14, 2025, till 05:00 P.M. (IST)</b>
<b>Date of Announcement of Results</b>	<b>On or before December 16, 2025</b>
<b>Publication of Results on website</b>	<b>On or before December 16, 2025</b>

Dear Member(s),

**Notice** is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 and earlier circulars issued in this regard by the Ministry of Corporate Affairs ("**MCA Circulars**") the resolutions appended below are proposed for approval of the members of "**RMC SWITCHGEARS LIMITED**" (The Company) through Postal Ballot by way of voting by electronic means (remote e-voting).

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company/Depositories/ Depository Participants. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The details of the procedure are mentioned in the notes.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of

Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company has engaged the services of Central Depository Services Limited ('CDSL') for the purpose of providing remote e- voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.rmcindia.in](http://www.rmcindia.in)

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from Saturday, November 15, 2025, 9.00 A.M. (IST) onwards to Sunday, December 14, 2025, 5.00 P.M. (IST). The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Resolutions, if passed, with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e. Sunday, December 14, 2025.

The Members are requested to consider the following proposed resolution to be passed by Postal Ballot (only through Remote E-voting):

#### **SPECIAL BUSINESS**

#### **ITEM NO. 1: TO AUTHORIZE THE BOARD OF DIRECTORS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE AMOUNT OF RS. 800 CRORES ONLY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with The Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling provisions of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and required; consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to:

- a. give any loan to any person or other body corporate;
- b. Give guarantee or provide security in respect of / connection with the loans to any other body corporate or person; and
- c. Acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate;

On such terms and conditions and with or without security as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company from time to time, for an amount not exceeding Rs. 8,00,00,00,000/- (Indian Rupees Eight Hundred Crores Only) notwithstanding that the aggregate of the loans, guarantee, security and investment so far given/provided/made by the Company along with the loans, guarantee, security and investment to be given/provided/made may collectively exceed the limits prescribed under Section 186 of the Act (presently being 60 percent of the Company’s paid up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

**RESOLVED FURTHER THAT** the aforementioned loan(s) shall not be given at a rate of interest lower than the prevailing yield of one year, three-years, five years or ten-years Government Security closest to the tenor of the loan.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, finalize and execute all deeds, documents, writings and to take all such steps and do all such acts, deeds, and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto, including but not limited to settling any questions, difficulties, or doubts that may arise in this regard.”

**ITEM NO. 2: TO GRANT LOAN(S), GIVE GUARANTEE(S) TO SUBSIDIARY COMPANIES AND PROVIDE SECURITY (IES) IN CONNECTION WITH ANY LOAN TAKEN/TO BE TAKEN BY SUBSIDIARY COMPANIES OF THE COMPANY PURSUANT TO PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185, and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder( including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Articles of Association of the Company and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to grant loan(s), in one or more tranches, including loan represented by book debts, give guarantee(s), provide security(ies) in connection with any loan taken/to be taken, to the following subsidiary companies of the Company covered under the category of ‘a person in whom any of the directors of the company is interested’, up to the limits specified against their names, on such terms and conditions as may be decided by the Board, provided that such loans are utilized by the Subsidiary Companies for their principal business activities:

<b>Name of Subsidiary Company</b>	<b>Maximum Limit (₹ in Crores)</b>
RMC Green Energy Private Limited	150
RMC Solar Park Private Limited	100
RMC Solar One Private Limited	75
RMC Solar Two Private Limited	75
RMC Solar Three Private Limited	50
RMC Solar Five Private Limited	50

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide, vary, alter and finalize the terms and conditions of the above transactions, including pricing, tenure, interest rate (subject to Section 186(7) of the Act), securities, guarantees, repayment schedules, utilization of funds, and other related matters, and to do all such acts, deeds, matters and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto, including but not limited to settling any questions, difficulties, or doubts that may arise in this regard.”

**ITEM NO. 3.- APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SUBSIDIARIES**

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

**“RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 2(1)(zc), Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be necessary, and based on the

prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s), arrangement(s) or transaction(s) (whether individually or taken together with previous transactions during a financial year), with the subsidiary companies as detailed in the Explanatory Statement annexed to this notice, during the period of one (1) year from the date of according approval of members through this Notice and on such terms and conditions as mentioned in the Explanatory Statement and as may be agreed between the Company and the subsidiaries, provided that such contract(s)/arrangement(s)/transaction(s) shall be carried out in the ordinary course of business and on an arm’s length basis.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, finalize and execute all deeds, documents, writings and to take all such steps and do all such acts, deeds, and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto, including but not limited to settling any questions, difficulties, or doubts that may arise in this regard.”

**Place: Jaipur**  
**Date: 13.11.2025**

**By Order of the Board Of Directors**  
**For RMC Switchgears Limited**

**Registered Office:**  
**Khasra No. -163-164,**  
**Village- Badodiya, Tehsil- Kotkhawada,**  
**Jaipur,-303908, Rajasthan, India**

**Sd/-**  
**Ankit Agarwal**  
**CEO & Whole Time Director**  
**DIN- 00793035**

**Website: [www.rmcindia.in](http://www.rmcindia.in)**  
**E-mail: [cs@rmcindia.in](mailto:cs@rmcindia.in)**  
**Tel- +919549897421**

Notes: -

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons therefore is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ MUFG Intime India Pvt. Ltd( Formerly known as Link Intime India Private Limited)., the Company's Registrar and Transfer Agent (**'RTA'**) as on **Friday, November 7, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice.
3. Members may also download the Notice from the Company's website at [www.rmcindia.in](http://www.rmcindia.in) or from CDSL's website at [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com). A copy of the Notice is also available on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com)
4. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date (November 7, 2025) shall be eligible to cast their votes through postal ballot.

It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

5. The Board of Directors has appointed CS Manoj Maheshwari (FCS: 3355) and failing him CS Priyanka Agarwal (FCS: 11138), Partners at V.M & Associates (FRN:P1984RJ039200), Practicing Company Secretaries Jaipur as the Scrutinizer and Alternate Scrutinizer respectively, for conducting the postal ballot, through e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
6. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
7. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 14 of this Notice.
8. The remote e-voting shall commence on Saturday, November 15, 2025, 9.00 A.M. (IST) and shall end on Sunday, December 14, 2025, 5.00 P.M. (IST). During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date Friday, November 7, 2025 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting immediately thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change

it subsequently.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date i.e., Friday, November 7, 2025.

9. The Scrutinizer shall, within two working days from the conclusion of the e-voting process of Postal Ballot submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign on the same. The results of the Postal Ballot will be placed on the Company's website [www.rmcindia.in](http://www.rmcindia.in) and on the website of CDSL [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com). **Immediately after the declaration of result and the same will also be communicated to BSE Limited.** The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
10. The documents referred to in the Notice or Explanatory Statement is available at the registered office of the Company for inspection by the members on all working days (except Saturday and Sunday) from 11 A.M. to 4.00 P.M. from the date of dispatch of the Postal Ballot Notice upto the completion of postal ballot i.e. December 14, 2025. Members seeking to inspect such document(s) can send an e-mail to [cs@rmcindia.in](mailto:cs@rmcindia.in)
11. The vote in this Postal Ballot cannot be exercised through proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.
12. For permanent registration of their e-mail addresses, Members are requested to register their e-mail addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, MUFG Intime India Private Limited at RTA Address, E-mail Id: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)
13. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/the Company's RTA, MUFG Intime India Private Limited, at RTA Address, E-mail Id: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) to enable serving of notices/documents/Annual Reports electronically to their e-mail addresses.
14. **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

CDSL e-Voting System – For Remote e-voting-Postal Ballot

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The voting period begins on **Saturday, November 15, 2025 at 9.00 a.m. (IST)** and ends on **Sunday, December 14, 2025 at 5.00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, November 7, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

**Type of shareholders**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares 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 above said 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 <b>CDSL Depository</b>	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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & My Easi New (Token) 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 meeting. Additionally, there is

	<p>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"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cds website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 &amp; voting during the meeting</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote</li> </ol>

	during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**2. For Physical shareholders and other than individual shareholders holding shares in Demat.**

- (ii) 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <> on which you<RMC SWITCHGEARS LIMITED> choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) 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](http://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](mailto: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](mailto: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.

### **3. 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **Item No 1:**

The provisions of Section 186 of the Companies Act, 2013 (“the Act”) deal with loans and investments by a company, as well as guarantees or security provided in connection with loans. As per the said provisions, a company can give loan to any person or body corporate, give guarantee or provide security in connection with a loan to any other person or body corporate; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that a prior approval of the shareholders by way of a Special Resolution is obtained.

In the case of your Company, the existing limits prescribed under Section 186 may not be sufficient in view of the Company’s present and future business requirements, expansion plans, and long term strategic and business objectives.

To enable the Company to make loans, give guarantees, provide securities, and make investments in excess of the said limits, the approval of the Members by way of a Special Resolution is required.

Accordingly, it is proposed to authorize the Board of Directors of the Company to give loans, guarantees, provide securities and make investments up to an aggregate limit of **INR 800 Crores (Indian Rupees Eight Hundred Crores only)**.

The proposed resolution is thus enabling in nature and would facilitate the Company in making strategic investments and providing financial assistance to group entities or other bodies corporate, as may be required in the ordinary course of business and in the best interest of the Company.

**Interest of Directors and KMPs:**

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company and any loan , guarantee given to or investments made in entities in which Directors are interested under Companies Act, 2013.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 1 of the Notice.

**ITEM NO. 2:**

The Company, in the ordinary course of business and in furtherance of its strategic and operational objectives, is required to support its subsidiary companies by way of financial assistance in the form of loans (including loans represented by book debts), providing guarantees or securities. These transactions help the subsidiaries meet their working capital requirements, project execution needs and strengthen the overall group business.

In terms of **Section 185 of the Companies Act, 2013**, the Company cannot directly or indirectly advance loans (including by way of book debts) or give guarantees/security to any person in whom the directors are interested, except by way of passing a **special resolution** of members.

Accordingly, the Board of Directors in its meeting held on 13.11.2025 has proposed and sought the approval of members for authorising the Board to advance loan, give any guarantee and/or provide any security in connection with loan taken/to be taken by its subsidiaries, within the limits as detailed in the resolution.

**Interested Directors**

Since the subsidiaries are related parties, the following directors of the Company, being directors in the subsidiaries and their respective relatives, to the extent of their shareholding, are deemed to be concerned or interested in this resolution:

- **Mr. Ashok Kumar Agarwal** – Chairman and Managing Director & Director in subsidiaries
- **Mr. Ankit Agarwal** – Whole-time Director & CEO, also Director in subsidiaries
- **Mr. Akhilesh Kumar Jain** – Non-Executive, Non-Independent Director, also Director in subsidiaries
- **Mrs. Neha Agarwal** – Whole-time Director (being spouse of Mr. Ankit Agarwal)

None of the other Directors, Key Managerial Personnel (KMPs) of the Company or their relatives are, in any way, concerned or interested in this resolution.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 2 of the Notice.

**ITEM NO. 3.-**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), mandates prior approval of members for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

In case of a company which has listed its securities on SME exchange, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹ 50 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into and / or continue the related party transaction(s) /contract(s) / arrangement(s) / agreement(s) with the related parties detailed hereunder, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above:

1. RMC GREEN ENERGY PRIVATE LIMITED
2. RMC SOLAR PARK PRIVATE LIMITED
3. RMC SOLAR ONE PRIVATE LIMITED
4. RMC SOLAR TWO PRIVATE LIMITED
5. RMC SOLAR THREE PRIVATE LIMITED
6. RMC SOLAR FIVE PRIVATE LIMITED

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis.

The Audit Committee and the Board of Directors, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 13-11-2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company. Based on the recommendation of the Audit Committee, the Board recommends passing of the Ordinary Resolutions contained in Item No. 3 of this Notice.

The details required in terms of SEBI Circular dated June 26, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) are given separately below.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution(s) set forth at Item No. 3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### Interested Directors

The following directors of the Company, being directors in the subsidiaries and their respective relatives, to the extent of their shareholding, are deemed to be concerned or interested in this resolution:

- **Mr. Ashok Kumar Agarwal** – Chairman and Managing Director
- **Mr. Ankit Agarwal** – Whole-time Director & CEO
- **Mr. Akhilesh Kumar Jain** – Non-Executive, Non-Independent Director
- **Mrs. Neha Agarwal** – Whole-time Director (being spouse of Mr. Ankit Agarwal)

None of the other Directors, Key Managerial Personnel (KMPs) of the Company or their relatives are, in any way, concerned or interested in this resolution.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 3 of the Notice.

Pursuant to the SEBI Circular dated June 26, 2025, read with the provisions of **Section 188 of the Companies Act, 2013** and **Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014**, the **minimum information relating to the proposed related party transaction(s)** is provided herewith. Further, necessary **disclosures as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014** have also been appropriately covered below.

Sr. No.	Particulars of the information	Information provided by the management
a.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as “Annexure – A”
b.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed transaction is in the best interest of the Company as it is being undertaken in the ordinary course of business and on an arm’s length basis to promote operational and financial efficiency within the group. It will facilitate effective utilization of resources, ensure better management of working capital, and support the business requirements of the subsidiary, thereby contributing to the overall growth and consolidated performance of the Company. The transaction will help strengthen synergies and enable smooth execution of operations, ultimately enhancing shareholder value. The pricing and other commercial terms have been determined based on prevailing market conditions, comparable transactions with unrelated parties, and standard industry practices, ensuring that the terms are fair, reasonable, and at arm’s length.
c.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates provided by the CFO of the Company as required under the RPT Industry Standards
d.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT proposed with the related parties detailed hereunder has been approved by the Audit Committee and the Board of Directors and recommends the proposed

		<p>transaction(s) to the shareholders for approval:</p> <ol style="list-style-type: none"> <li>1. RMC GREEN ENERGY PRIVATE LIMITED</li> <li>2. RMC SOLAR PARK PRIVATE LIMITED</li> <li>3. RMC SOLAR ONE PRIVATE LIMITED</li> <li>4. RMC SOLAR TWO PRIVATE LIMITED</li> <li>5. RMC SOLAR THREE PRIVATE LIMITED</li> <li>6. RMC SOLAR FIVE PRIVATE LIMITED</li> </ol>
e.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
f.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	We affirm that the Audit Committee and Board of Directors, while providing information to the Members, have redacted only commercially sensitive information, and all necessary information for informed shareholder decision-making has been provided. Refer below table titled as “Annexure – A”.
g.	Any other information that may be relevant	No other information is considered relevant

## Annexure A

### 1. DISCLOSURES AS PER INDUSTRY STANDARDS (MINIMUM INFORMATION PLACED BEFORE AUDIT COMMITTEE / SHAREHOLDERS FOR APPROVAL OF RPTS)

#### RMC GREEN ENERGY PRIVATE LIMITED

#### PART A: DETAILS OF THE RELATED PARTY TRANSACTION

#### A(1) : Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	RMC GREEN ENERGY PRIVATE LIMITED (“RGEPL”/ “related party”)
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	Manufacturing, producing, trading, distributing, and dealing in electricity, power, and all forms of renewable and non-renewable energy including solar, wind, hydro, biomass, geothermal, tidal, green hydrogen, and green ammonia, along with electric mobility, battery storage, and waste treatment solutions.

#### A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"><li>• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li><li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li><li>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li></ul>	<ul style="list-style-type: none"><li>• <b>Shareholding of the Listed Entity in the Related Party:</b> RMC Switchgears Limited (“the Company”/ “Listed Entity”) holds 99.58% of the paid-up share capital of RGEPL (direct shareholding).</li><li>• NOT APPLICABLE</li><li>• <b>Shareholding of the Related Party in the Listed Entity:</b> Nil</li></ul>

#### A3- Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
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1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>S. No.</b>	Nature of Transactions	FY 2024-25(INR)
		1.	Equity investment / Shareholding	₹905.10 lakhs divided into 90,51,000
		2.	Loans / Advances given	₹264.69 lakhs
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The <b>aggregate value of transactions</b> undertaken with RGEPL during the current financial year (2025-26) up to 30.09.2025 amounts to <b>₹1,862.25 lakhs</b> .		
		<b>S. No.</b>	Nature of Transactions	FY 2025-26(INR) (up to 30.09.2025)
		1.	Equity investment / Shareholding	26,00,000 equity shares of ₹10 (₹260 lakhs)- Further investment 2025-26.
		2.	Loans / Advances given	₹431.29 lakhs
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NO		

#### A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹150 crores (as per the details mentioned under A(5) below)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	<b>Yes</b> (since aggregate transactions exceed 10% of the annual consolidated turnover of the listed entity as per Regulation 23 of SEBI (LODR))
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<b>47.15%</b>
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<b>Not Applicable, since the Company is a party to the transaction</b>
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the	<b>15136.2%</b>

	immediately preceding financial year, if available.	
6.	<p>Financial performance of the related party for the immediately preceding financial year:</p> <p><b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>	<p>Revenue: ₹99.10 Lakhs Profit/(Loss)Before Tax: ₹3.84 lakhs; Net worth: ₹912.87 lakhs (as per audited standalone financial statements for FY 2024–25).</p>

### A(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving loans/advances, providing guarantees, sale/purchase/supply of goods and services,		
2.	Details of each type of the proposed transaction			
		<b>Sr. No.</b>	<b>Particulars / Nature of Transaction</b>	<b>Estimated Value of Transaction (₹ in crore)</b>
		1	<b>Loan and Advances</b> to support working capital and project requirements of <i>RMC Green Energy Pvt. Ltd.</i>	40 crores
		2	<b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary	100 crores
		3	<b>Sale of goods, components and materials</b> related to renewable energy and electrical projects	5 crores
		4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects	5 crores
			<b>Total</b>	<b>150 Crores</b>

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	“The proposed transactions are recurring in nature and are expected to continue over time. Accordingly, the approval of shareholders is sought for a tenure of <b>one year from the date of shareholders’ approval.</b> ”
4.	Whether omnibus approval is being sought?	YES
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions not exceeding <b>₹150 crores in financial year 2025-26.</b>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The subsidiary, RGEPL is engaged in renewable energy projects (solar module manufacturing, EPC projects, RE parks). Transactions are necessary to fund its growth, meet project execution needs, and enable consolidation of business operations within the group. Supporting the subsidiary ensures long-term business expansion and value creation for shareholders of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	a. <b>Name of the directors / KMPs:</b> <ul style="list-style-type: none"> <li>• Mr. Ashok Kumar Agarwal – Managing Director, RMC Switchgears Ltd.; also Director &amp; Promoter in RGEPL.</li> <li>• Mr. Ankit Agarwal – Whole-time Director &amp; CEO, RMC Switchgears Ltd.; also Director &amp; Promoter in RGEPL.</li> <li>• Mr. Akhilesh Kumar Jain – Non-Executive, Non-Independent Director, RMC Switchgears Ltd.; also Director &amp; Promoter in RGEPL</li> </ul>
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	b. <b>Shareholding of the director / KMP in the related party (as on 31.03.2025):</b> <ul style="list-style-type: none"> <li>• RMC Switchgears Ltd.: 90,51,000 shares</li> <li>• Ashok Kumar Agarwal: 20,000 shares</li> <li>• Ankit Agarwal: 19,000 shares</li> <li>• Akhilesh Kumar Jain: 10,000 shares</li> </ul>

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable.
9.	Other information relevant for decision making.	RGEPL was incorporated in July 2024. For FY 2024–25, it reported Revenue of ₹99.10 lakhs Profit of ₹2.87 lakhs, and Net Worth of ₹912.87 lakhs. The subsidiary is expected to play a pivotal role in renewable energy expansion of the group.

## PART B : DETAILS OF SPECIFIC TRANSACTION(S)

### B(1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No such bidding or other process was conducted.
2.	Basis of determination of price.	In line with market practice at arm's length
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

### B(2): loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	The proposed loans and advances to RGEPL shall be funded out of <b>internal accruals and surplus funds</b> of RMC Switchgears Limited. No external borrowings are proposed to be utilized for the said transaction.
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NIL.

	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.85 %
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	<b>Approx 6-8% per annum</b>
5.	Maturity / due date	Up to 5 years from the date of each loan/advance disbursement (specific schedule to be agreed per disbursement).
6.	Repayment schedule & terms	Repayment on demand or as mutually agreed between RMC Switchgears Ltd. and RGEPL, with interest payable quarterly/annually.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, fund ongoing and upcoming renewable energy projects, including solar module manufacturing, EPC projects, and other operational expenditures of the related party

B4: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee will be provided by RMC Switchgears Limited in favour of the lender to secure credit facilities availed by its subsidiary REGPL for business operations and project execution.

	b. Whether it will create a legally binding obligation on listed entity?	Yes, the corporate guarantee will constitute a legally binding obligation on RMC Switchgears Limited.
2.	Material covenants of the proposed transaction including:  i. commission, if any to be received by the listed entity or its subsidiary;  ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) No commission or consideration is proposed to be received by <i>RMC Switchgears Limited</i> for extending the corporate guarantee in favour of the lender. The guarantee is being provided purely in the interest of the subsidiary company to facilitate its business operations and project execution  (ii) In the event the guarantee is invoked by the lender, <i>RMC Switchgears Limited</i> shall have the right to recover the corresponding amount from <i>RGEPL</i> through adjustment against receivables, inter-company accounts, or any other lawful recovery mechanism, including reimbursement agreements executed between the companies.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	RMC Switchgears Limited has extended a corporate guarantee of ₹ 59 crore in favour of bank/financial institution for the credit facilities availed by RMC Green Energy Private Limited. No provisions are required in the books of RMC Switchgears Limited at present, as the facilities are being serviced regularly.

## PART C: DETAILS IN RESPECT OF MATERIAL TRANSACTIONS

**C1:** transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	<b>Not Applicable</b> (RGEPL is not rated)

2.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>NIL</p> <p>The related party, RGEPL, was incorporated in FY 2024–25. Accordingly, no loans or transactions were undertaken with the said related party during the preceding three financial years.</p> <p>There are no defaults, NPAs, willful defaulter status, insolvency proceedings, or disqualifications pertaining to the related party.</p>
	FY 2022-23	
	FY 2023-24	
	FY 2024-25	

C3: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
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1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p><b>Not Rated</b> RGEPL will not have a credit rating</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <p><i>FY 2022-23</i></p> <p><i>FY 2023-24</i></p> <p><i>FY 2024-25</i></p>	<p>Not Applicable – RGEPL was not incorporated during this year</p> <p>Not Applicable –RGEPL was not incorporated during this year</p> <p>RGEPL was incorporated during FY 2024–25 and is solvent and operating as a going concern.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p><b>₹49 crore</b> corporate guarantee <b>will be provided</b> by RMC Switchgears Limited in favour of RGEPL for its borrowing. No provisions <b>will be required</b> in the books of RMC Switchgears Limited as the guarantee is contingent in nature.</p>
4.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>Not Applicable / NIL – RGEPL was incorporated during FY 2024–25 and has not undertaken any borrowings from the listed entity or any other person to date. As per information available and confirmed by the related party, there have been no defaults on any borrowings.</p>

	<p><b>In addition, state the following:</b></p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>a) No. The account of RMC Green Energy Private Limited has not been classified as a Non-Performing Asset (NPA) by any of its bankers. No such status is currently subsisting.</p> <p>b) No. The related party has not been declared a “wilful defaulter” by any of its bankers or financial institutions. No such status is subsisting.</p> <p>c) No. RGEPL is not undergoing nor facing any application for commencement of insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016.</p> <p>d) No. The related party does not suffer from any disqualification specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>

**2. DISCLOSURES AS PER INDUSTRY STANDARDS (MINIMUM INFORMATION PLACED BEFORE AUDIT COMMITTEE / SHAREHOLDERS FOR APPROVAL OF RPTS)**

**RMC SOLAR PARK PRIVATE LIMITED**

**PART A: DETAILS OF THE RELATED PARTY TRANSACTION**

**A(1) : Basic details of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	RMC SOLAR PARK PRIVATE LIMITED (“RSPPL”/ “related party”)
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	To carry on the business of generating, transmitting, distributing, and supplying electricity and all forms of renewable and non-renewable energy, including solar, wind, hydro, and other sources, and to establish, operate, and maintain power systems, networks, and related infrastructure and equipment for generation, transmission, and distribution of power.

## A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<ul style="list-style-type: none"> <li><b>Shareholding of the Listed Entity in the Related Party:</b> RMC Switchgears Limited (“the Company”/ “Listed Entity”) holds 72% of the paid-up share capital of RSPPL (direct shareholding).</li> <li>NOT APPLICABLE</li> <li><b>Shareholding of the Related Party in the Listed Entity:</b> Nil</li> </ul>

## A3- Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management												
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>of FY 2024-25(INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Equity investment / Shareholding</td> <td>72,000 equity shares of ₹10 each (₹7.2 lakhs)</td> </tr> <tr> <td>2.</td> <td>Loans / Advances given</td> <td>₹93.55 lakhs</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	of FY 2024-25(INR)	1.	Equity investment / Shareholding	72,000 equity shares of ₹10 each (₹7.2 lakhs)	2.	Loans / Advances given	₹93.55 lakhs			
		S. No.	Nature of Transactions	of FY 2024-25(INR)										
		1.	Equity investment / Shareholding	72,000 equity shares of ₹10 each (₹7.2 lakhs)										
2.	Loans / Advances given	₹93.55 lakhs												
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>The aggregate value of transactions undertaken with RSPPL during the current financial year (2025-26) up to 30.09.2025 amounts to Nil.</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>of FY 2025-26(INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Equity investment / Shareholding</td> <td>Nil</td> </tr> <tr> <td>2.</td> <td>Loans / Advances given</td> <td>305.97 Lakhs</td> </tr> <tr> <td>3.</td> <td>Sale of Goods or services</td> <td>683.01 lakhs</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	of FY 2025-26(INR)	1.	Equity investment / Shareholding	Nil	2.	Loans / Advances given	305.97 Lakhs	3.	Sale of Goods or services	683.01 lakhs
S. No.	Nature of Transactions	of FY 2025-26(INR)												
1.	Equity investment / Shareholding	Nil												
2.	Loans / Advances given	305.97 Lakhs												
3.	Sale of Goods or services	683.01 lakhs												

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NO
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#### A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	100 crores "Proposed transactions may include sale, purchase or supply of goods or materials, rendering or availing of services, leasing of property, lending or borrowing of funds (including loans, advances, or guarantees) or any other transaction of a similar nature in the ordinary course of business."
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (since aggregate transactions exceed 10% of the annual consolidated turnover of the listed entity as per Regulation 23 of SEBI (LODR))
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	31.43%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable, since the Company is a party to the transaction
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	11568.71%
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Revenue: ₹86.44 Lakhs Profit/(Loss)Before Tax: ₹3.48 lakhs; Net worth: ₹12.58 lakhs (as per audited standalone financial statements for FY 2024–25).

**A(5):** Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving loans/advances, providing guarantees, sale/purchase/supply of goods and services,		
2.	Details of each type of the proposed transaction	Sr. No.	Particulars / Nature of Transaction	Estimated Value of Transaction (₹ in crore)
		1	<b>Loan and Advances</b> to support working capital and project requirements of RSPPL	20 CRORE
		2	<b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary	65 CRORE
		3	<b>Sale of goods, components and materials</b> related to renewable energy and electrical projects	5 CRORE
		4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects	5 CRORE
		5	<b>Rent / Lease of office premises</b> to RSPPL for use as its registered office	5 CRORE
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	“The proposed transactions are recurring in nature and are expected to continue over time. Accordingly, the approval of shareholders is sought for a tenure of <b>one year from the date of shareholders’ approval.</b> ”		

4.	Whether omnibus approval is being sought?	YES
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions not exceeding ₹100 crores in financial year 2025-26.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The subsidiary, RSPPL is engaged in generating, transmitting, distributing, and supplying electricity and all forms of renewable and non-renewable energy, including solar, wind, hydro, and other sources, and to establish, operate, and maintain power systems, networks, and related infrastructure and equipment for generation, transmission, and distribution of power.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	a. <b>Name of the directors / KMPs:</b> • Mr. Ashok Kumar Agarwal – Managing Director, RMC Switchgears Ltd.; also Director & Promoter in RSPPL. • Mr. Ankit Agarwal – Whole-time Director & CEO, RMC Switchgears Ltd.; also Director & Promoter in RSPPL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	b. <b>Shareholding of the director / KMP in the related party (as on 31.03.2025):</b> • RMC Switchgears Ltd.: 72,000 shares • Agarwal Solar Power Ventures (Rajasthan) Private Limited : 26000 • Agarwal Solar Power (UP) Private Limited : 2000
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable.
9.	Other information relevant for decision making.	RSPPL was incorporated in September 2024. For FY 2024–25, it reported Revenue of 86.44 lakhs Profit of ₹2.58 lakhs, and Net Worth of ₹12.58 lakhs. The subsidiary is expected to play a pivotal role in renewable energy expansion of the group.

## PART B : DETAILS OF SPECIFIC TRANSACTION(S)

B(1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No such bidding or other process was conducted.
2.	Basis of determination of price.	In line with market practice at arm's length
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2): loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	The proposed loans and advances to RSPPL shall be funded out of <b>internal accruals and surplus funds</b> of RMC Switchgears Limited. No external borrowings are proposed to be utilized for the said transaction.
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NIL.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.85 %

4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Approx 6-8% per annum
5.	Maturity / due date	Up to 5 years from the date of each loan/advance disbursement (specific schedule to be agreed per disbursement).
6.	Repayment schedule & terms	Repayment on demand or as mutually agreed between RMC Switchgears Ltd. and RSPPL with interest payable quarterly/annually.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	N/A
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, fund ongoing and upcoming renewable energy projects, including solar module manufacturing, EPC projects, and other operational expenditures of the related party

B4: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee will be provided by RMC Switchgears Limited in favour of the lender to secure credit facilities availed by its subsidiary RSPPL for business operations and project execution.
	b. Whether it will create a legally binding obligation on listed entity?	Yes, the corporate guarantee constitutes a legally binding obligation on RMC Switchgears Limited.
2.	Material covenants of the proposed transaction including:  i. commission, if any to be received by the listed entity or its subsidiary;  ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such	(iii) No commission or consideration is proposed to be received by <i>RMC Switchgears Limited</i> for extending the corporate guarantee in favour of the lender. The guarantee is being provided purely in the interest of the subsidiary company to facilitate its business operations and project execution  (iv) In the event the guarantee is invoked by the lender, <i>RMC</i>

	guarantee, surety, indemnity or comfort letter is invoked.	<i>Switchgears Limited</i> shall have the right to recover the corresponding amount from <i>RSPPL</i> through adjustment against receivables, inter-company accounts, or any other lawful recovery mechanism, including reimbursement agreements executed between the companies.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	RMC Switchgears Limited has NOT extended a corporate guarantee of in favour of bank/financial institution. No provisions are required in the books of RMC Switchgears Limited at present, as the facilities are being serviced regularly.

## PART C: DETAILS IN RESPECT OF MATERIAL TRANSACTIONS

### C1: transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	<b>Not Applicable</b> (RSPPL is not rated)
2.	Default on borrowings, <b>if any</b> , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.  <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>  <b>In addition, state the following:</b> e) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; f) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	NIL The related party, (RSPPL), was incorporated in FY 2024–25. Accordingly, no loans or transactions were undertaken with the said related party during the preceding three financial years. There are no defaults, NPAs, wilful defaulter status, insolvency proceedings, or disqualifications pertaining to the related party.

	<p>g) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>h) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	
	<i>FY 2022-23</i>	NA
	<i>FY 2023-24</i>	NA
	<i>FY 2024-25</i>	NA

C3: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>c. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>d. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p><b>Not Rated</b> RSPPL will not have a credit rating</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	
	<i>FY 2022-23</i>	Not Applicable – RSPPL was not incorporated during this year
	<i>FY 2023-24</i>	Not Applicable – RSPPL was not incorporated during this year
	<i>FY 2024-25</i>	<b>RSPPL</b> was incorporated during FY 2024–25 and is solvent and operating as a going concern.

3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<b>No corporate guarantee will be provided</b> by RMC Switchgears Limited in favour of RSPPL for its borrowing. No provisions <b>will be required</b> in the books of RMC Switchgears Limited as the guarantee is contingent in nature.
4.	Default on borrowings, <b>if any</b> , over the last three financial years, by the related party from the listed entity or any other person.  <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	Not Applicable / NIL – RSPPL was incorporated during FY 2024–25 and has not undertaken any borrowings from the listed entity or any other person to date. As per information available and confirmed by the related party, there have been no defaults on any borrowings.
	<b>In addition, state the following:</b> a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	b) No. The account of RSPPL has not been classified as a Non-Performing Asset (NPA) by any of its bankers. No such status is currently subsisting. c) No. The related party has not been declared a “wilful defaulter” by any of its bankers or financial institutions. No such status is subsisting. d) No. RSPPL is not undergoing nor facing any application for commencement of insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016. e) The related party does not suffer from any disqualification specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2022-23	NA
	FY 2023-24	NA
	FY 2024-25	NA

**3. DISCLOSURES AS PER INDUSTRY STANDARDS (MINIMUM INFORMATION PLACED BEFORE AUDIT COMMITTEE / SHAREHOLDERS FOR APPROVAL OF RPTS)**

**RMC SOLAR ONE PRIVATE LIMITED**

**PART A: DETAILS OF THE RELATED PARTY TRANSACTION**

**A(1) : Basic details of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	RMC SOLAR ONE PRIVATE LIMITED (“RSOPL”/ “related party”)
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	To carry on the business of generation, transmission, distribution, and supply of electricity and all forms of energy from conventional and non-conventional sources including solar, wind, hydro, and others, and to establish, operate, and maintain power plants, transmission networks, and related infrastructure, equipment, and systems in India and abroad.

**A(2): Relationship and ownership of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<ul style="list-style-type: none"> <li><b>Shareholding of the Listed Entity in the Related Party:</b> RMC Switchgears Limited (“the Company”/ “Listed Entity”) holds 58% of the paid-up share capital of RSOPL (direct shareholding).</li> <li>NOT APPLICABLE</li> <li><b>Shareholding of the Related Party in the Listed Entity:</b> Nil</li> </ul>

### A3- Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>S. No.</b>	Nature of Transactions	FY 2024-25(INR)
		1.	Equity investment / Shareholding	58,000 equity shares of ₹10 each (₹5.8 lakhs)
		2.	Loans / Advances given	NIL
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The aggregate value of transactions undertaken with RSOPL during the current financial year (2025-26) up to 30.09.2025 amounts to Nil.		
		<b>S. No.</b>	Nature of Transactions	FY 2025-26(INR)
		1.	Equity investment / Shareholding	Nil
2.	Loans / Advances given	Nil		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NO		

### A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	75 crores "Proposed transactions may include sale, purchase or supply of goods or materials, rendering or availing of services, leasing of property, lending or borrowing of funds (including loans, advances, or guarantees) or any other transaction of a similar nature in the ordinary course of business."
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	<b>Yes</b> (since aggregate transactions exceed 10% of the annual consolidated turnover of the listed entity as per Regulation 23 of SEBI (LODR))
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<b>23.57%</b>

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<b>Not Applicable, since the Company is a party to the transaction</b>
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<b>NA</b>
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Revenue: Nil Profit/(Loss)Before Tax: Nil lakhs; Net worth: ₹10.00 lakhs (as per audited standalone financial statements for FY 2024–25).

#### A(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management														
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving loans/advances, providing guarantees, sale/purchase/supply of goods and services,														
2.	Details of each type of the proposed transaction	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars Nature of Transaction</th> <th>Estimated Value of Transaction (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td><b>Loan and Advances</b> to support working capital and project requirements of RSOPL</td> <td>25 Crore</td> </tr> <tr> <td>2</td> <td><b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary</td> <td>40 Crore</td> </tr> <tr> <td>3</td> <td><b>Sale of goods, components and</b></td> <td>2.5 Crore</td> </tr> </tbody> </table>			Sr. No.	Particulars Nature of Transaction	Estimated Value of Transaction (₹ in crore)	1	<b>Loan and Advances</b> to support working capital and project requirements of RSOPL	25 Crore	2	<b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary	40 Crore	3	<b>Sale of goods, components and</b>	2.5 Crore
Sr. No.	Particulars Nature of Transaction	Estimated Value of Transaction (₹ in crore)														
1	<b>Loan and Advances</b> to support working capital and project requirements of RSOPL	25 Crore														
2	<b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary	40 Crore														
3	<b>Sale of goods, components and</b>	2.5 Crore														

			<b>materials</b> related to renewable energy and electrical projects	
		4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects	5 CRORE
		5	<b>Rent / Lease of office premises</b> to RSOPL for use as its registered office	2.5 Crore
<b>3.</b>	Tenure of the proposed transaction (tenure in number of years or months to be specified)	“The proposed transactions are recurring in nature and are expected to continue over time. Accordingly, the approval of shareholders is sought for a tenure of <b>one year from the date of shareholders’ approval.</b> ”		
<b>4.</b>	Whether omnibus approval is being sought?	YES		
<b>5.</b>	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions not exceeding <b>₹75 crores in financial year 2025-26.</b>		
<b>6.</b>	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The subsidiary, RSOPL is engaged in generation, transmission, distribution, and supply of electricity and all forms of energy from conventional and non-conventional sources including solar, wind, hydro, and others, and to establish, operate, and maintain power plants, transmission networks, and related infrastructure, equipment, and systems in India and abroad		
<b>7.</b>	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.			
	a. Name of the director / KMP	a. <b>Name of the directors / KMPs:</b> • Mr. Ashok Kumar Agarwal – Managing Director, RMC Switchgears Ltd.; also Director & Promoter in RSOPL. • Mr. Ankit Agarwal – Whole-time Director & CEO, RMC Switchgears Ltd.; also Director & Promoter in RSOPL.		

b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<b>b. Shareholding of the director / KMP in the related party (as on 31.03.2025):</b> <ul style="list-style-type: none"> <li>• RMC Switchgears Ltd.: 58,000 shares</li> <li>• Ashok Kumar Agarwal: 21,000</li> <li>Ankit Agarwal: 21,000</li> </ul>
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## PART B : DETAILS OF SPECIFIC TRANSACTION(S)

### B(1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No such bidding or other process was conducted.
2.	Basis of determination of price.	In line with market practice at arm's length
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

### B(2): loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	The proposed loans and advances to <i>RSOPL</i> shall be funded out of <b>internal accruals and surplus funds</b> of <i>RMC Switchgears Limited</i> . No external borrowings are proposed to be utilized for the said transaction.
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/</i>	NIL.

	<i>housing finance companies.</i>	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.85 %
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	<b>Approx 6-8% per annum</b>
5.	Maturity / due date	Up to 5 years from the date of each loan/advance disbursement (specific schedule to be agreed per disbursement).
6.	Repayment schedule & terms	Repayment on demand or as mutually agreed between RMC Switchgears Ltd. and RSOPL with interest payable quarterly/annually.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	N/A
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, fund ongoing and upcoming renewable energy projects, including solar module manufacturing, EPC projects, and other operational expenditures of the related party

B4: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
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1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee will be provided by RMC Switchgears Limited in favour of the lender to secure credit facilities availed by its subsidiary RSOPL for business operations and project execution.
	b. Whether it will create a legally binding obligation on listed entity?	Yes, the corporate guarantee constitutes a legally binding obligation on RMC Switchgears Limited.
2.	<p>Material covenants of the proposed transaction including:</p> <p>i. commission, if any to be received by the listed entity or its subsidiary;</p> <p>ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>(v) No commission or consideration is proposed to be received by <i>RMC Switchgears Limited</i> for extending the corporate guarantee in favour of the lender. The guarantee is being provided purely in the interest of the subsidiary company to facilitate its business operations and project execution</p> <p>(vi) In the event the guarantee is invoked by the lender, <i>RMC Switchgears Limited</i> shall have the right to recover the corresponding amount from <i>RSOPL</i> through adjustment against receivables, inter-company accounts, or any other lawful recovery mechanism, including reimbursement agreements executed between the companies.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	RMC Switchgears Limited has NOT extended a corporate guarantee of in favour of bank/financial institution. No provisions are required in the books of RMC Switchgears Limited at present, as the facilities are being serviced regularly.

## PART C: DETAILS IN RESPECT OF MATERIAL TRANSACTIONS

C1: transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	<b>Not Applicable</b> (RSOPL is not rated)
2.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>i) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>j) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>k) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>l) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>NIL</p> <p>The related party, (RSOPL), was incorporated in FY 2024–25. Accordingly, no loans or transactions were undertaken with the said related party during the preceding three financial years.</p> <p>There are no defaults, NPAs, wilful defaulter status, insolvency proceedings, or disqualifications pertaining to the related party.</p>
	<i>FY 2022-23</i>	NA
	<i>FY 2023-24</i>	NA
	<i>FY 2024-25</i>	NA

C3: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>e. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>f. <i>This information may be provided to the extent it is available in</i></p>	<b>Not Rated</b> RSOPL will not have a credit rating

	<i>the public domain or as may be provided by the related party upon request.</i>	
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	<i>FY 2022-23</i>	Not Applicable – <i>RSOPL</i> was not incorporated during this year
	<i>FY 2023-24</i>	Not Applicable – <i>RSOPL</i> was not incorporated during this year
	<i>FY 2024-25</i>	<b>RSOPL</b> was incorporated during FY 2024–25 and is solvent and operating as a going concern.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<b>No</b> corporate guarantee <b>will be provided</b> by RMC Switchgears Limited in favour of <i>RSOPL</i> for its borrowing. No provisions <b>will be required</b> in the books of RMC Switchgears Limited as the guarantee is contingent in nature.
4.	Default on borrowings, <b>if any</b> , over the last three financial years, by the related party from the listed entity or any other person.  <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	Not Applicable / NIL – <i>RSOPL</i> was incorporated during FY 2024–25 and has not undertaken any borrowings from the listed entity or any other person to date. As per information available and confirmed by the related party, there have been no defaults on any borrowings.
	<b>In addition, state the following:</b> <b>4.</b> Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; <b>5.</b> Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; <b>6.</b> Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; <b>7.</b> Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.  <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	<ul style="list-style-type: none"> <li>• No. The account of RSPPL has not been classified as a Non-Performing Asset (NPA) by any of its bankers. No such status is currently subsisting.</li> <li>• No. The related party has not been declared a “wilful defaulter” by any of its bankers or financial institutions. No such status is subsisting.</li> <li>• No. RSPPL is not undergoing nor facing any application for commencement of insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016.</li> <li>• No. The related party does not suffer from any disqualification specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</li> </ul>
	<i>FY 2022-23</i>	NA

FY 2023-24	NA
FY 2024-25	NA

**4. DISCLOSURES AS PER INDUSTRY STANDARDS (MINIMUM INFORMATION PLACED BEFORE AUDIT COMMITTEE / SHAREHOLDERS FOR APPROVAL OF RPTS)**

**RMC SOLAR TWO PRIVATE LIMITED**

**PART A: DETAILS OF THE RELATED PARTY TRANSACTION**

**A(1) : Basic details of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	RMC SOLAR TWO PRIVATE LIMITED (“RSTPL”/ “related party”)
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	To carry on the business of generation, transmission, distribution, and supply of electricity and all forms of energy from conventional and non-conventional sources including solar, wind, hydro, and others, and to establish, operate, maintain, and manage power plants, transmission networks, substations, and related infrastructure and equipment in India and abroad.

**A(2): Relationship and ownership of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<ul style="list-style-type: none"> <li><b>Shareholding of the Listed Entity in the Related Party:</b> RMC Switchgears Limited (“the Company”/ “Listed Entity”) holds 99.9% of the paid-up share capital of RSTPL (direct shareholding).</li> <li>NOT APPLICABLE</li> <li><b>Shareholding of the Related Party in the Listed Entity:</b> Nil</li> </ul>

### A3- Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management		
		S. No.	Nature of Transactions	of FY 2025-26 (INR)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	1.	Equity investment / Shareholding	9,990 equity shares of ₹10 each (₹99,900)
		2.	Loans / Advances given	NIL
		The aggregate value of transactions undertaken with RSTPL during the current financial year (2025-26) up to 30.09.2025 amounts to Nil.		
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	S. No.	Nature of Transactions	of FY 2025-26(INR)
		1.	Equity investment / Shareholding	99,900
		2.	Loans / Advances given	Nil
		3.	Sale of Goods	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NO		

### A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	75 crores "Proposed transactions may include sale, purchase or supply of goods or materials, rendering or availing of services, leasing of property, lending or borrowing of funds (including loans, advances, or guarantees) or any other transaction of a similar nature in the ordinary course of business."
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (since aggregate transactions exceed 10% of the annual consolidated turnover of the listed entity as per Regulation 23 of SEBI (LODR))

3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable, since the Company is a party to the transaction
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Revenue: Nil Profit/(Loss)Before Tax: Nil lakhs; Net worth: ₹10.00 lakhs.

#### A(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management								
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving loans/advances, providing guarantees, sale/purchase/supply of goods and services,								
2.	Details of each type of the proposed transaction	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars Nature of Transaction</th> <th>Estimated Value of Transaction (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan and Advances to support working capital and project requirements of RSTPL</td> <td>25 Crore</td> </tr> </tbody> </table>			Sr. No.	Particulars Nature of Transaction	Estimated Value of Transaction (₹ in crore)	1	Loan and Advances to support working capital and project requirements of RSTPL	25 Crore
Sr. No.	Particulars Nature of Transaction	Estimated Value of Transaction (₹ in crore)								
1	Loan and Advances to support working capital and project requirements of RSTPL	25 Crore								

		<table border="1"> <tr> <td>2</td> <td><b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary</td> <td>40 Crore</td> </tr> <tr> <td>3</td> <td><b>Sale of goods, components and materials</b> related to renewable energy and electrical projects</td> <td>2.5 Crore</td> </tr> <tr> <td>4</td> <td><b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects</td> <td>5 CRORE</td> </tr> <tr> <td>5</td> <td><b>Rent / Lease of office premises</b> to RSTPL for use as its registered office</td> <td>2.5 Crore</td> </tr> </table>	2	<b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary	40 Crore	3	<b>Sale of goods, components and materials</b> related to renewable energy and electrical projects	2.5 Crore	4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects	5 CRORE	5	<b>Rent / Lease of office premises</b> to RSTPL for use as its registered office	2.5 Crore
2	<b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary	40 Crore												
3	<b>Sale of goods, components and materials</b> related to renewable energy and electrical projects	2.5 Crore												
4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects	5 CRORE												
5	<b>Rent / Lease of office premises</b> to RSTPL for use as its registered office	2.5 Crore												
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	“The proposed transactions are recurring in nature and are expected to continue over time. Accordingly, the approval of shareholders is sought for a tenure of <b>one year from the date of shareholders’ approval.</b> ”												
4.	Whether omnibus approval is being sought?	YES												
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions not exceeding <b>₹75 crores in financial year 2025-26.</b>												
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The subsidiary, RSTPL is engaged in generation, transmission, distribution, and supply of electricity and all forms of energy from conventional and non-conventional sources including solar, wind, hydro, and others, and to establish, operate, maintain, and manage power plants, transmission networks, substations, and related infrastructure and equipment in India and abroad.												
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.													

	<i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	a. <b>Name of the directors / KMPs:</b> <ul style="list-style-type: none"> <li>• Mr. Ashok Kumar Agarwal – Managing Director, RMC Switchgears Ltd.; also Director &amp; Promoter in RSTPL.</li> <li>• Mr. Ankit Agarwal – Whole-time Director &amp; CEO, RMC Switchgears Ltd.; also Director &amp; Promoter in RSTPL.</li> </ul>
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	b. <b>Shareholding of the director / KMP in the related party</b> <ul style="list-style-type: none"> <li>• RMC Switchgears Ltd.: 9,990 shares</li> <li>• Ashok Kumar Agarwal: 10 shares</li> </ul>

## PART B : DETAILS OF SPECIFIC TRANSACTION(S)

B(1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No such bidding or other process was conducted.
2.	Basis of determination of price.	In line with market practice at arm's length
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

B(2): loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	The proposed loans and advances to <i>RSTPL</i> shall be funded out of <b>internal accruals and surplus funds</b> of <i>RMC Switchgears Limited</i> . No external borrowings are proposed to be utilized for the said transaction.
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NIL.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.85 %
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	<b>Approx 6-8% per annum</b>
5.	Maturity / due date	Up to 5 years from the date of each loan/advance disbursement (specific schedule to be agreed per disbursement).
6.	Repayment schedule & terms	Repayment on demand or as mutually agreed between <i>RMC Switchgears Ltd.</i> and <i>RSTPL</i> with interest payable quarterly/annually.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	N/A
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, fund ongoing and upcoming renewable energy projects, including solar module manufacturing, EPC projects, and other operational expenditures of the related party

B4: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	<p>a. Rationale for giving guarantee, surety, indemnity or comfort letter</p> <p>b. Whether it will create a legally binding obligation on listed entity?</p>	<p>The guarantee will be provided by RMC Switchgears Limited in favour of the lender to secure credit facilities availed by its subsidiary RSTPL for business operations and project execution.</p> <p>Yes, the corporate guarantee constitutes a legally binding obligation on RMC Switchgears Limited.</p>
2.	<p>Material covenants of the proposed transaction including:</p> <p>i. commission, if any to be received by the listed entity or its subsidiary;</p> <p>ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>(vii) No commission or consideration is proposed to be received by <i>RMC Switchgears Limited</i> for extending the corporate guarantee in favour of the lender. The guarantee is being provided purely in the interest of the subsidiary company to facilitate its business operations and project execution</p> <p>(viii) In the event the guarantee is invoked by the lender, <i>RMC Switchgears Limited</i> shall have the right to recover the corresponding amount from <i>RSTPL</i> through adjustment against receivables, inter-company accounts, or any other lawful recovery mechanism, including reimbursement agreements executed between the companies.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>RMC Switchgears Limited has NOT extended a corporate guarantee of in favour of bank/financial institution. No provisions are required in the books of RMC Switchgears Limited at present, as the facilities are being serviced regularly.</p>

## PART C: DETAILS IN RESPECT OF MATERIAL TRANSACTIONS

**C1:** transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	<b>Not Applicable</b> (RSTPL is not rated)
2.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>m) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>n) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>o) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>p) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>NIL</p> <p>The related party, (RSTPL), was incorporated in FY 2025–26. Accordingly, no loans or transactions were undertaken with the said related party during the preceding three financial years. There are no defaults, NPAs, wilful defaulter status, insolvency proceedings, or disqualifications pertaining to the related party.</p>
	FY 2022-23	NA
	FY 2023-24	NA
	FY 2024-25	NA

C3: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p><i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p><b>Not Rated</b> RSTPL will not have a credit rating.</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	
	<p><i>FY 2022-23</i></p>	<p>Not Applicable – RSTPL was not incorporated during this year</p>
	<p><i>FY 2023-24</i></p>	<p>Not Applicable –RSTPL was not incorporated during this year</p>
	<p><i>FY 2024-25</i></p>	<p><b>RSTPL</b> was incorporated during FY 2025–26 and is solvent and operating as a going concern.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p><b>No</b> corporate guarantee <b>will be provided</b> by RMC Switchgears Limited in favour of RSTPL for its borrowing. No provisions <b>will be required</b> in the books of RMC Switchgears Limited as the guarantee is contingent in nature.</p>
4.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>Not Applicable / NIL – RSTPL was incorporated during FY 2025–26 and has not undertaken any borrowings from the listed entity or any other person to date. As per information available and confirmed by the related party, there have been no defaults on any borrowings.</p>
	<p><b>In addition, state the following:</b></p> <ul style="list-style-type: none"> <li>Whether the account of the related party has been</li> </ul>	<ul style="list-style-type: none"> <li>No. The account of RSTPL has not been classified as a Non-Performing Asset (NPA) by any of its bankers. No</li> </ul>

	<p>classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <ul style="list-style-type: none"> <li>• Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</li> <li>• Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</li> <li>• Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</li> </ul> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>such status is currently subsisting.</p> <ul style="list-style-type: none"> <li>• No. The related party has not been declared a “wilful defaulter” by any of its bankers or financial institutions. No such status is subsisting.</li> <li>• No. RSTPL is not undergoing nor facing any application for commencement of insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016.</li> <li>• No. The related party does not suffer from any disqualification specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</li> </ul>
	FY 2022-23	NA
	FY 2023-24	NA
	FY 2024-25	NA

**5. DISCLOSURES AS PER INDUSTRY STANDARDS (MINIMUM INFORMATION PLACED BEFORE AUDIT COMMITTEE / SHAREHOLDERS FOR APPROVAL OF RPTS)**

**RMC SOLAR THREE PRIVATE LIMITED**

**PART A: DETAILS OF THE RELATED PARTY TRANSACTION**

**A(1) : Basic details of the related party**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Name of the related party	RMC SOLAR THREE PRIVATE LIMITED (“RSTHPL”/ “related party”)
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	To carry on the business of generation, transmission, distribution, and supply of electricity and all forms of energy from conventional and non-conventional sources including solar, wind, hydro, and others, and to establish, operate, maintain, and manage power plants, transmission networks, substations, and related infrastructure and equipment in India and abroad.

**A(2): Relationship and ownership of the related party**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<ul style="list-style-type: none"> <li><b>Shareholding of the Listed Entity in the Related Party:</b> RMC Switchgears Limited (“the Company”/ “Listed Entity”) holds 99.9% of the paid-up share capital of RSTHPL (direct shareholding).</li> <li>Not applicable</li> <li><b>Shareholding of the Related Party in the Listed Entity:</b> Nil</li> </ul>

### A3- Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>S. No.</b>	Nature of Transactions	FY 2025-26(INR)
		1.	Equity investment / Shareholding	9,990 equity shares of ₹10 each (₹99,900)
		2.	Loans / Advances given	NIL
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The aggregate value of transactions undertaken with RSTHPL during the current financial year (2025-26) up to 30.09.2025 amounts to Rs.99,900/-.		
		<b>S. No.</b>	Nature of Transactions	FY 2025-26(INR)
		1.	Equity investment / Shareholding	99,900
		2.	Loans / Advances given	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	3.	Debtors	Nil
		NO		

### A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	50 crores "Proposed transactions may include sale, purchase or supply of goods or materials, rendering or availing of services, leasing of property, lending or borrowing of funds (including loans, advances, or guarantees) or any other transaction of a similar nature in the ordinary course of business."
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	<b>Yes</b> (since aggregate transactions exceed 10% of the annual consolidated turnover of the listed entity as per Regulation 23 of SEBI (LODR))

3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable, since the Company is a party to the transaction
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Revenue: Nil Profit/(Loss) Before Tax: Nil lakhs; Net worth: ₹10.00 lakhs.

#### A(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management									
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving loans/advances, providing guarantees, sale/purchase/supply of goods and services,									
2.	Details of each type of the proposed transaction	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars / Nature of Transaction</th> <th>Estimated Value of Transaction (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loan and Advances to support working capital and project requirements of RSTHPL</td> <td>11 crore</td> </tr> <tr> <td>2</td> <td>Corporate Guarantee / Security in connection with borrowings or credit facilities of the</td> <td>30 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars / Nature of Transaction	Estimated Value of Transaction (₹ in crore)	1	Loan and Advances to support working capital and project requirements of RSTHPL	11 crore	2	Corporate Guarantee / Security in connection with borrowings or credit facilities of the	30 Crore
Sr. No.	Particulars / Nature of Transaction	Estimated Value of Transaction (₹ in crore)									
1	Loan and Advances to support working capital and project requirements of RSTHPL	11 crore									
2	Corporate Guarantee / Security in connection with borrowings or credit facilities of the	30 Crore									

		<table border="1"> <tr> <td></td> <td>subsidiary</td> <td></td> </tr> <tr> <td>3</td> <td><b>Sale of goods, components and materials</b> related to renewable energy and electrical projects</td> <td>3 Crore</td> </tr> <tr> <td>4</td> <td><b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects</td> <td>3 crore</td> </tr> <tr> <td>5</td> <td><b>Rent / Lease of office premises</b> to RSTHPL for use as its registered office</td> <td>3 crore</td> </tr> </table>		subsidiary		3	<b>Sale of goods, components and materials</b> related to renewable energy and electrical projects	3 Crore	4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects	3 crore	5	<b>Rent / Lease of office premises</b> to RSTHPL for use as its registered office	3 crore
	subsidiary													
3	<b>Sale of goods, components and materials</b> related to renewable energy and electrical projects	3 Crore												
4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects	3 crore												
5	<b>Rent / Lease of office premises</b> to RSTHPL for use as its registered office	3 crore												
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	“The proposed transactions are recurring in nature and are expected to continue over time. Accordingly, the approval of shareholders is sought for a tenure of <b>one year from the date of shareholders’ approval.</b> ”												
4.	Whether omnibus approval is being sought?	YES												
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions not exceeding <b>₹50 crores in financial year 2025-26.</b>												
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The subsidiary, RSTHPL is engaged in generation, transmission, distribution, and supply of electricity and all forms of energy from conventional and non-conventional sources including solar, wind, hydro, and others, and to establish, operate, maintain, and manage power plants, transmission networks, substations, and related infrastructure and equipment in India and abroad.												
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.													
	a. Name of the director / KMP	<b>a. Name of the directors / KMPs:</b> <ul style="list-style-type: none"> <li>• Mr. Ashok Kumar Agarwal – Managing Director, RMC Switchgears Ltd.; also Director &amp; Promoter in RSTHPL.</li> <li>• Mr. Ankit Agarwal – Whole-time Director &amp; CEO, RMC</li> </ul>												

		Switchgears Ltd.; also Director & Promoter in RSTHPL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<b>b. Shareholding of the director / KMP in the related party</b> <ul style="list-style-type: none"> <li>• RMC Switchgears Ltd.: 9,990 shares</li> <li>• Ashok Kumar Agarwal: 10 shares</li> </ul>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable.
9.	Other information relevant for decision making.	RSTHPL was incorporated in May 2025. The subsidiary is expected to play a pivotal role in renewable energy expansion of the group.

## PART B : DETAILS OF SPECIFIC TRANSACTION(S)

### B(1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No such bidding or other process was conducted.
2.	Basis of determination of price.	In line with market practice at arm's length
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

### B(2): loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	The proposed loans and advances to <i>RSTHPL</i> shall be funded out of <b>internal accruals and surplus funds</b> of <i>RMC Switchgears Limited</i> . No external borrowings are proposed to be utilized for the said transaction.

2.	<p>Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:</p> <p><i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i></p>	NIL.
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.85 %
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	<b>Approx 6-8% per annum</b>
5.	Maturity / due date	Up to 5 years from the date of each loan/advance disbursement (specific schedule to be agreed per disbursement).
6.	Repayment schedule & terms	Repayment on demand or as mutually agreed between RMC Switchgears Ltd. and RSTHPL with interest payable quarterly/annually.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	N/A
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, fund ongoing and upcoming renewable energy projects, including solar module manufacturing, EPC projects, and other operational expenditures of the related party

B4: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	<p>a. Rationale for giving guarantee, surety, indemnity or comfort letter</p> <p>b. Whether it will create a legally binding obligation on listed entity?</p>	<p>The guarantee will be provided by RMC Switchgears Limited in favour of the lender to secure credit facilities availed by its subsidiary RSTHPL for business operations and project execution.</p> <p>Yes, the corporate guarantee constitutes a legally binding obligation on RMC Switchgears Limited.</p>
2.	<p>Material covenants of the proposed transaction including:</p> <p>i. commission, if any to be received by the listed entity or its subsidiary;</p> <p>ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>(ix) No commission or consideration is proposed to be received by <i>RMC Switchgears Limited</i> for extending the corporate guarantee in favour of the lender. The guarantee is being provided purely in the interest of the subsidiary company to facilitate its business operations and project execution</p> <p>(x) In the event the guarantee is invoked by the lender, <i>RMC Switchgears Limited</i> shall have the right to recover the corresponding amount from <i>RSTHPL</i> through adjustment against receivables, inter-company accounts, or any other lawful recovery mechanism, including reimbursement agreements executed between the companies.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>RMC Switchgears Limited has NOT extended a corporate guarantee of in favour of bank/financial institution. No provisions are required in the books of RMC Switchgears Limited at present, as the facilities are being serviced regularly.</p>

## PART C: DETAILS IN RESPECT OF MATERIAL TRANSACTIONS

**C1:** transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>Latest credit rating of the related party</p> <p><i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	<p><b>Not Applicable</b> (RSTHPL is not rated)</p>
2.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>q) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>r) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>s) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>t) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>NIL</p> <p>The related party, (RSTHPL), was incorporated in FY 2025–26. Accordingly, no loans or transactions were undertaken with the said related party during the preceding three financial years.</p> <p>There are no defaults, NPAs, wilful defaulter status, insolvency proceedings, or disqualifications pertaining to the related party.</p>
	FY 2022-23	NA
	FY 2023-24	NA
	FY 2024-25	NA

**C3:** guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>b. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p><i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p><b>Not Rated</b> RSTHPL will not have a credit rating.</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	
	<p><i>FY 2022-23</i></p>	<p>Not Applicable – RSTHPL was not incorporated during this year</p>
	<p><i>FY 2023-24</i></p>	<p>Not Applicable –RSTHPL was not incorporated during this year</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p><b>No</b> corporate guarantee <b>will be provided</b> by RMC Switchgears Limited in favour of RSTHPL for its borrowing. No provisions <b>will be required</b> in the books of RMC Switchgears Limited as the guarantee is contingent in nature.</p>
4.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>Not Applicable / NIL – RSTHPL was incorporated during FY 2025–26 and has not undertaken any borrowings from the listed entity or any other person to date. As per information available and confirmed by the related party, there have been no defaults on any borrowings.</p>
	<p><b>In addition, state the following:</b></p> <ul style="list-style-type: none"> <li>• Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</li> <li>• Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</li> <li>• Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</li> <li>• Whether the related party, not being an MSME, suffers</li> </ul>	<ul style="list-style-type: none"> <li>• No. The account of RSTHPL has not been classified as a Non-Performing Asset (NPA) by any of its bankers. No such status is currently subsisting.</li> <li>• No. The related party has not been declared a “wilful defaulter” by any of its bankers or financial institutions. No such status is subsisting.</li> <li>• No. RSTHPL is not undergoing nor facing any application for</li> </ul>

	<p>from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>commencement of insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016.</p> <p>No. The related party does not suffer from any disqualification specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>
	<i>FY 2022-23</i>	NA
	<i>FY 2023-24</i>	NA
	<i>FY 2024-25</i>	NA

6. Disclosures as per industry standards (minimum information placed before Audit Committee / shareholders for approval of RPTs)

RMC Solar Five Private Limited

PART A: DETAILS OF THE RELATED PARTY TRANSACTION

A(1) : Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	RMC SOLAR FIVE PRIVATE LIMITED (“RSFPL”/ “related party”)
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	To engage in the business of generation, transmission, distribution, and supply of electricity and all forms of energy from renewable and non-renewable sources including solar, wind, hydro, and others, and to establish, operate, and maintain power plants, transmission networks, substations, and related infrastructure, equipment, and systems in India and abroad.

A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<ul style="list-style-type: none"> <li><b>Shareholding of the Listed Entity in the Related Party:</b> RMC Switchgears Limited (“the Company”/ “Listed Entity”) holds 99.9% of the paid-up share capital of RSFPL (direct shareholding).</li> <li>Not applicable</li> <li><b>Shareholding of the Related Party in the Listed Entity:</b> Nil</li> </ul>

### A3- Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>S. No.</b>	Nature of Transactions	FY 2025-26(INR)
		1.	Equity investment / Shareholding	9,990 equity shares of ₹10 each (₹99,900)
		2.	Loans / Advances given	NIL
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The aggregate value of transactions undertaken with RSFPL during the current financial year (2025-26) up to 30.09.2025 amounts to Rs.99,900/-.		
		<b>S. No.</b>	Nature of Transactions	FY 2025-26(INR)
		1.	Equity investment / Shareholding	99,900
		2.	Loans / Advances given	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	3.	Debtors	Nil
		NO		

### A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	50 crores "Proposed transactions may include sale, purchase or supply of goods or materials, rendering or availing of services, leasing of property, lending or borrowing of funds (including loans, advances, or guarantees) or any other transaction of a similar nature in the ordinary course of business."
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	<b>Yes</b> (since aggregate transactions exceed 10% of the annual consolidated turnover of the listed entity as per Regulation 23 of SEBI (LODR))
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the	<b>NA</b>

	immediately preceding financial year	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<b>Not Applicable, since the Company is a party to the transaction</b>
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<b>NA</b>
6.	Financial performance of the related party for the immediately preceding financial year:  <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Revenue: Nil Profit/(Loss) Before Tax: Nil lakhs; Net worth: ₹10.00 lakhs.

#### A(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Giving loans/advances, providing guarantees, sale/purchase/supply of goods and services,		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)			
		<b>Sr. No.</b>	<b>Particulars / Nature of Transaction</b>	<b>Estimated Value of Transaction (₹ in crore)</b>
		1	<b>Loan and Advances</b> to support working capital and project requirements of RSFPL	11 crore
		2	<b>Corporate Guarantee / Security</b> in connection with borrowings or credit facilities of the subsidiary	30 Crore
		3	<b>Sale of goods, components and materials</b> related to	3 Crore

		renewable energy and electrical projects	
		4	<b>Purchase of goods, components and materials</b> related to renewable energy and electrical projects 3 crore
		5	<b>Rent / Lease of office premises</b> to RSFPL for use as its registered office 3 crore
2.	Details of each type of the proposed transaction	“The proposed transactions are recurring in nature and are expected to continue over time. Accordingly, the approval of shareholders is sought for a tenure of <b>one year from the date of shareholders’ approval.</b> ”	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	YES	
4.	Whether omnibus approval is being sought?	Aggregate value of transactions not exceeding <b>₹50 crores in financial year 2025-26.</b>	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The subsidiary, RSFPL is engaged in generation, transmission, distribution, and supply of electricity and all forms of energy from renewable and non-renewable sources including solar, wind, hydro, and others, and to establish, operate, and maintain power plants, transmission networks, substations, and related infrastructure, equipment, and systems in India and abroad.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity		
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	a. <b>Name of the directors / KMPs:</b> <ul style="list-style-type: none"> <li>• Mr. Ashok Kumar Agarwal – Managing Director, RMC Switchgears Ltd.; also Director &amp; Promoter in RSFPL.</li> <li>• Mr. Ankit Agarwal – Whole-time Director &amp; CEO, RMC Switchgears Ltd.; also Director &amp; Promoter in RSFPL.</li> </ul>	
	a. Name of the director / KMP	b. <b>Shareholding of the director / KMP in the related party</b> <ul style="list-style-type: none"> <li>• RMC Switchgears Ltd.: 9,990 shares</li> <li>• Ashok Kumar Agarwal: 10 shares</li> </ul>	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable.	

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	RSFPL was incorporated in May 2025. The subsidiary is expected to play a pivotal role in renewable energy expansion of the group.
9.	Other information relevant for decision making.	Giving loans/advances, providing guarantees, sale/purchase/supply of goods and services,

## PART B : DETAILS OF SPECIFIC TRANSACTION(S)

### B(1): sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No such bidding or other process was conducted.
2.	Basis of determination of price.	In line with market practice at arm's length
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

### B(2): loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	The proposed loans and advances to <i>RSFPL</i> shall be funded out of <b>internal accruals and surplus funds</b> of <i>RMC Switchgears Limited</i> . No external borrowings are proposed to be utilized for the said transaction.
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NIL.
	a. Nature of indebtedness	NA

	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.85 %
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Approx 6-8% per annum
5.	Maturity / due date	Up to 5 years from the date of each loan/advance disbursement (specific schedule to be agreed per disbursement).
6.	Repayment schedule & terms	Repayment on demand or as mutually agreed between RMC Switchgears Ltd. and RSFPL with interest payable quarterly/annually.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	N/A
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital requirements, fund ongoing and upcoming renewable energy projects, including solar module manufacturing, EPC projects, and other operational expenditures of the related party

B4: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee will be provided by RMC Switchgears Limited in favour of the lender to secure credit facilities availed by its subsidiary RSFPL for business operations and project execution.

	b. Whether it will create a legally binding obligation on listed entity?	Yes, the corporate guarantee constitutes a legally binding obligation on RMC Switchgears Limited.
2.	<p>Material covenants of the proposed transaction including:</p> <p>i. commission, if any to be received by the listed entity or its subsidiary;</p> <p>ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>(xi) No commission or consideration is proposed to be received by <i>RMC Switchgears Limited</i> for extending the corporate guarantee in favour of the lender. The guarantee is being provided purely in the interest of the subsidiary company to facilitate its business operations and project execution</p> <p>(xii) In the event the guarantee is invoked by the lender, <i>RMC Switchgears Limited</i> shall have the right to recover the corresponding amount from <i>RSFPL</i> through adjustment against receivables, inter-company accounts, or any other lawful recovery mechanism, including reimbursement agreements executed between the companies.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	RMC Switchgears Limited has NOT extended a corporate guarantee of in favour of bank/financial institution. No provisions are required in the books of RMC Switchgears Limited at present, as the facilities are being serviced regularly.

## PART C: DETAILS IN RESPECT OF MATERIAL TRANSACTIONS

### C1: transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>Latest credit rating of the related party</p> <p><i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	<b>Not Applicable</b> (RSFPL is not rated)

<p>2.</p>	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>u) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>v) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>w) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>x) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>NIL</p> <p>The related party, (RSFPL), was incorporated in FY 2025–26. Accordingly, no loans or transactions were undertaken with the said related party during the preceding three financial years. There are no defaults, NPAs, wilful defaulter status, insolvency proceedings, or disqualifications pertaining to the related party.</p>
	<p>FY 2022-23</p>	<p>NA</p>
	<p>FY 2023-24</p>	<p>NA</p>
	<p>FY 2024-25</p>	<p>NA</p>

C3: guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>c. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p>	<p><b>Not Rated</b> RSFPL will not have a credit rating.</p>

	<i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	
<b>2.</b>	Details of solvency status and going concern status of the related party during the last three financial years:	
	<i>FY 2022-23</i>	Not Applicable – RSFPL was not incorporated during this year
	<i>FY 2023-24</i>	Not Applicable –RSFPL was not incorporated during this year
	<i>FY 2024-25</i>	Not Applicable –RSFPL was not incorporated during this year
<b>3.</b>	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<b>No</b> corporate guarantee <b>will be provided</b> by RMC Switchgears Limited in favour of RSFPL for its borrowing. No provisions <b>will be required</b> in the books of RMC Switchgears Limited as the guarantee is contingent in nature.
<b>4.</b>	Default on borrowings, <b>if any</b> , over the last three financial years, by the related party from the listed entity or any other person.  <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	Not Applicable / NIL – RSFPL was incorporated during FY 2025–26 and has not undertaken any borrowings from the listed entity or any other person to date. As per information available and confirmed by the related party, there have been no defaults on any borrowings.
	<b>In addition, state the following:</b> <ul style="list-style-type: none"> <li>• Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</li> <li>• Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</li> <li>• Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</li> <li>• Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</li> </ul> <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	<ul style="list-style-type: none"> <li>• No. The account of RSFPL has not been classified as a Non-Performing Asset (NPA) by any of its bankers. No such status is currently subsisting.</li> <li>• No. The related party has not been declared a “wilful defaulter” by any of its bankers or financial institutions. No such status is subsisting.</li> <li>• No. RSFPL is not undergoing nor facing any application for commencement of insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016.</li> </ul> No. The related party does not suffer from any disqualification specified under Section 29A of the Insolvency and Bankruptcy Code, 2016
	<i>FY 2022-23</i>	NA
	<i>FY 2023-24</i>	NA
	<i>FY 2024-25</i>	NA