V.M. & ASSOCIATES
COMPANY SECRETARIES

403, ' Royal World'
Sansar Chandra Road, JAIPUR - 1

Telephone : 0141-4075010
Email : cs.vmanda@gmail.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
RMC Switchgears Limited
Khasra No.-163, 164, Village- Badodiya,
Tehsil- Kotkhawda,
Jaipur-303908 (Rajasthan)

We, M/s V. M. & Associates, Company Secretaries have been appointed as the Secretarial Auditors vide a resolution passed at the Annual General Meeting held on September 26, 2025 by the Shareholders of RMC Switchgears Limited (hereinafter referred to as '**the Company**'), having CIN L25111RJ1994PLC008698 and having its registered office at Khasra No.-163, 164, Village- Badodiya, Tehsil- Kotkhawda, Jaipur-303908 (Rajasthan). This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**'), for the year ended March 31, 2026.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the RMC Switchgears Limited - Employee Stock Option Scheme 2024 **("RMC ESOP 2024")** and RMC Switchgears Limited - Employee Stock Purchase Scheme 2023 **("RMC ESPS 2023") (Collectively referred to as "the Schemes")** ~~/ Stock Appreciation Rights Scheme/ General Employee Benefits Scheme/ Retirement Benefit Scheme~~ in accordance with the Regulations and the Special Resolution(s) passed by the members at the Annual General Meeting of the Company held on September 28, 2024 and September 30, 2023, respectively for approval of the Schemes (hereinafter collectively referred to as "Shareholders Resolution").

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For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting;
5. Minutes of the meetings of the Nomination and Remuneration Committee;
6. Relevant Accounting Standards as prescribed by the Central Government;
7. Detailed terms and conditions of the Schemes as approved by Nomination and Remuneration Committee;
8. Bank Statements towards Application money received under the scheme(s);
9. Exercise Price / Pricing formula;
10. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
11. Disclosure by the Board of Directors;
12. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the **RMC ESOP 2024 and RMC ESPS 2023** ~~/ Stock Appreciation Rights Scheme/ General Employee Benefits Scheme/ Retirement Benefit Scheme~~ in accordance with the applicable provisions of the Regulations and Resolutions passed by the members of the Company.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. We have relied upon on the compliance of accounting standards as mentioned in Regulation 15 of the Regulations based on the Auditor's report issued by the Statutory Auditors of the Company and statement made by the Directors in their Directors Responsibility Statement.
4. The Nomination and Remuneration Committee has determined the exercise price of the options in accordance with the relevant Accounting Standards prescribed by the Central Government read with the Guidance Note on Accounting for Employee Share Based Payments or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.

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5. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
6. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
Peer Review No. 5447/2024

CS Sunita Manish Agarwal
Partner
Membership No.: FCS 11024
C P No.: 10097
UDIN: F011024H001222498

Place: Mumbai
Date: August 25, 2026