



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, cs@rmcindia.in
CIN: L25111RJ1994PLC008698 Website:
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

E-Voting Start Date	Sunday, September 13, 2026, from 09:00 A.M. (IST)
E-Voting End Date	Monday, October 12, 2026, till 05:00 P.M. (IST)
Date of Announcement of Results	On or before October 14, 2026
Publication of Results on website	On or before October 14, 2026

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") and other applicable rules / regulations / guidelines / circulars

/notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], 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.

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 **Sunday, September 13, 2026 (9:00 A.M. IST) and ends on Monday, October 12, 2026(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. Monday, October 12, 2026.

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

SPECIAL BUSINESS

1. Approval for purchase of industrial land from Mr. Ankit Agrawal, a Related Party

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(b) 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, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, permissions and sanctions as may be required, consent and approval of the Members of the Company be and is hereby accorded to the Company for purchase/acquisition of the industrial land situated at Khasra No. 157, Gram-Barodiya, Gram Panchayat-Barodiya, Tehsil-Kotkhawada, Chaksu to Kotkhawada Road, District-Jaipur, Rajasthan-303901, owned by Mr. Ankit Agrawal, a Related Party of the Company, for a total consideration of ₹ 22,20,00,000/- (Rupees Twenty Two Crore Twenty Lakhs only), on such terms and conditions as may be mutually agreed between the Company and Mr. Ankit Agrawal.

RESOLVED FURTHER THAT the aforesaid transaction shall be undertaken on such commercial terms as may be determined based on the fair market value of the property, valuation/relevant reports and other applicable parameters, and the transaction shall be entered into on terms which are considered fair and reasonable and in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any person(s) authorised by the Board, be and is hereby authorised to negotiate, finalise and execute the agreement(s), sale deed(s), conveyance deed(s) and other documents, determine the final terms and conditions, make payment of the consideration, undertake registration and stamp duty formalities and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid transaction and to take all such steps as may be necessary, desirable or expedient for giving effect to this resolution.”

2. Appointment of Mr. Dilip Panjwani(DIN: 02205645) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to relevant provisions of Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Dilip Panjwani(DIN: 02205645) who was appointed as an Additional Director (Non-Executive Independent) of the Company w.e.f September 12, 2026 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a Notice in

writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company and from whom the Company has received a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as a Non-executive Independent Director of the Company for a period of 3 years commencing from September 12, 2026 to September 11, 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

Place: Jaipur
Date: 12.09.2026

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/
Ashok Kumar Agarwal
Chairman & Managing Director
DIN- 00793152

Website: www.rmcindia.in
E-mail: 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, September 4, 2026 ('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 or from CDSL's website at www.evoting.cdslindia.com. A copy of the Notice is also available on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.
4. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date (September 4, 2026) 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 the 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 Megha Khandelwal (FCS: 10237), Megha Khandelwal & Associates, Practicing Company Secretaries Jaipur as the Scrutinizer, 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 Sunday, September 13, 2026 (9:00 A.M. IST) and ends on Monday, October 12, 2026 (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, September 4, 2026 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 or cast vote again. 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, September 4, 2026.
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 and on the website of CDSL www.evoting.cdslindia.com. Immediately after the declaration of result and the same will also be communicated to BSE Limited and NSE Limited within stipulated time period as prescribed in this regard. 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 shall be 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. October 12, 2026. Members seeking to inspect such document(s) can send an e-mail to 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

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.mufig.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 e-voting.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For the purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. There will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for ther AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.rmcindia.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to ther Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Sunday, September 13, 2026 (9:00 A.M. IST) and ends on Monday, October 12, 2026(5:00 P.M. IST). During the period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (04.09.2026) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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
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Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting

	your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository	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

Participants (DP)	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 their 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in their Notice.
- (ix) Click on the EVSN for the relevant <RMC SWITCHGEARS LIMITED> on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@rmcindia.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

The following statement sets out the material facts concerning the special business mentioned in the accompanying notice to be transacted at the meeting.

Item No. [1]: Approval for purchase of industrial land from Mr. Ankit Agrawal, Related Party

The Company proposes to purchase/acquire an industrial land situated at Khasra No. 157, Gram-Barodiya, Gram Panchayat-Barodiya, Tehsil-Kotkhawada, Chaksu to Kotkhawada Road, District-Jaipur, Rajasthan-303901, along with the building/improvements thereon, owned by Mr. Ankit Agrawal, a Related Party of the Company, for a total consideration of ₹22,20,00,000/- (Rupees Twenty-Two Crore Twenty Lakh only).

The proposed transaction constitutes purchase of property of any kind from a Related Party and accordingly falls within the ambit of Section 188(1)(b) of the Companies Act, 2013, which covers buying property of any kind from a Related Party. The proposed transaction is also subject to such approvals as may be required under the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Applicability of Regulation 23 of SEBI LODR Regulations:

The proposed transaction has also been evaluated under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Regulation 23(1), a related party transaction is considered a material related party transaction where the transaction(s), individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the listed entity, whichever is lower.

The Company's annual consolidated turnover as per its latest audited financial statements for the financial year ended March 31, 2026, is ₹401.59 crore. Accordingly, 10% of the annual consolidated turnover amounts to ₹40.159 crore.

The value of the proposed transaction is ₹22,20,00,000/-, which, when considered individually and together with the previous related party transactions undertaken during the financial year, does not exceed the threshold of ₹40.159 crore, being 10% of the Company's annual consolidated turnover.

Accordingly, the proposed transaction does not qualify as a material related party transaction under Regulation 23(1) of the SEBI LODR Regulations and, therefore, the shareholder approval is not being sought under Regulation 23(4) of the SEBI LODR Regulations. The present approval of the Members is being sought pursuant to the applicable

provisions of Section 188 of the Companies Act, 2013, read with the applicable Rules thereunder.

The transaction is proposed to be undertaken on such terms and conditions as may be mutually agreed upon, taking into consideration the fair market value/valuation of the property and other relevant commercial considerations.

The fair market value of the property is ₹22,42,32,000/- (Rupees Twenty-Two Crore Forty-Two Lakh Thirty-Two Thousand only), whereas the Company proposes to purchase the property for ₹22,20,00,000/- (Rupees Twenty-Two Crore Twenty Lakh only). Accordingly, the proposed purchase consideration is ₹22,20,00,000/- lower than the fair market value of the property. The acquisition is therefore proposed to be undertaken at a consideration below the assessed fair market value.

The proposed acquisition also has a direct operational and economic rationale for the Company and its subsidiary. The said land and building are presently being used by the Company's subsidiary, RMC Green Energy Private Limited, for its business operations. The subsidiary is presently paying ₹3,00,000/- per month, aggregating to approximately ₹36,00,000/- per annum, towards rent/usage charges for use of the said land and building.

Upon acquisition of the property by the Company, the Company/Group would obtain ownership and long-term control over the premises presently being used by RMC Green Energy Private Limited. The acquisition is expected to reduce/eliminate the recurring rental/usage expenditure of ₹3,00,000/- per month presently being incurred by the subsidiary, thereby resulting in recurring cost savings for the subsidiary and the Group. It will also provide greater certainty and stability in respect of the premises required for the subsidiary's business operations.

The proposed transaction has accordingly been evaluated by the Audit Committee and the Board of Directors by considering, inter alia, the fair market value of the property, proposed purchase consideration, existing use of the property by the Company's subsidiary, recurring rental/usage expenditure and the long-term commercial and operational benefits arising from ownership of the property.

Based on the above considerations, the Audit Committee has recommended the proposed transaction to the Board of Directors. The Board of Directors is of the opinion that the proposed acquisition is fair, reasonable and in the best interests of the Company and its stakeholders, particularly considering that the proposed consideration is below the fair market value and the acquisition is expected to result in recurring savings in rental/usage expenditure presently incurred by the Company's subsidiary.

Details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

Particulars	Details
Name of the Related Party	Mr. Ankit Agrawal

Particulars	Details
Nature of relationship	Related Party of the Company
Nature of transaction	Purchase/acquisition of industrial land and building
Location of property	Khasra No. 157, Gram-Barodiya, Gram Panchayat-Barodiya, Tehsil-Kotkhawada, Chaksu to Kotkhawada Road, District-Jaipur, Rajasthan-303901
Fair Market Value	₹22,42,32,000/-
Proposed consideration	₹22,20,00,000/-
Difference between FMV and consideration	₹22,32,000/- below FMV
Present user of property	RMC Green Energy Private Limited, subsidiary of the Company
Present rent/usage charges	₹3,00,000/- per month
Annual rental/usage expenditure	Approximately ₹36,00,000/- per annum
Purpose of acquisition	To acquire ownership of the property presently being used by the Company's subsidiary for its business operations
Rationale/benefit	Recurring savings in rental/usage expenditure, long-term ownership and operational stability
Basis for determining consideration	Fair market value/valuation and other commercial, financial and operational considerations
Material terms	Acquisition of the property for ₹22,20,00,000/- on the terms and conditions to be mutually agreed upon and subject to applicable approvals
Tenure/period of transaction	One-time acquisition/purchase of the property
Whether the transaction is in the ordinary course of business	The transaction is not in the ordinary course of the Company's business
Whether the transaction is on arm's length basis	The consideration has been determined with reference to the fair market value and other relevant factors considered by the Audit Committee and Board
Amount of advance, if any	Nil

The proposed transaction is being placed before the Members for their approval in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors, after considering the recommendation of the Audit Committee and the relevant facts and circumstances, is of the view that the proposed acquisition of the land is in the best interests of the Company and its Members.

Interest of Directors and KMP:

Except Mr. Ankit Agrawal, Mr. Ashok Kumar Agrawal (father of Mr. Ankit Agrawal) and Ms. Neha Agrawal (wife of Mr. Ankit Agrawal), none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. [1] Of the Notice for approval of the Members by way of Postal Ballot.

Item No. 2:

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC") and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, approved the appointment of Mr. Dilip Panjwani (DIN: 02205645) as an Additional Director in the category of Independent Director of the Company through Resolution passed by Nomination and Remuneration Committee on September 12, 2026.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Dilip Panjwani shall hold office up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director.

Mr. Dilip Panjwani is a seasoned finance and business professional with over 25 years of experience in financial management, strategic finance, corporate governance, fund raising, mergers and acquisitions, business restructuring, financial planning and analysis, and finance transformation. He has held senior leadership positions with reputed organisations including Hinduja Group, YuppTV Inc., Husk Power Systems, Himatsingka Seide Limited and Waaree Renewable Technologies Limited.

He has extensive experience in working with Boards of Directors and senior management, strengthening financial governance and internal control frameworks, handling statutory and regulatory compliances, raising capital, managing treasury and taxation functions, and executing mergers, acquisitions and business restructuring transactions. He has also been involved in strategic decision-making, investment structuring, acquisition financing and negotiations with banks, financial institutions and private equity funds.

During his professional career, he has served in senior positions including Chief Financial Officer, Global CFO, EVP & CFO – Strategic Finance, Financial Controller and Company Secretary & Compliance Officer. He has also handled listed company compliances, Board and General Meeting processes, investor relations and financial reporting.

Mr. Panjwani is a Chartered Accountant and a Company Secretary and holds a Bachelor of Commerce (B.Com.) degree from Kakatiya University. His diverse experience in finance, governance, corporate law, strategic planning and business transformation is expected to provide valuable guidance and expertise to the Board.

Considering the vast experience of Mr. Dilip Panjwani, the Board on the recommendation of NRC has determined that his appointment would be beneficial to the Company. The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Dilip Panjwani for the office of Director of the Company.

Mr. Dilip Panjwani has given his consent to act as a Director of the Company and submitted the following declarations and confirmations:

- That he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- That he is not disqualified from being appointed as a Director under the provisions of Section 164 of the Act;
- That he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority;
- That he has complied with the requirements of Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA);
- That he is not aware of any circumstances or situations which exist or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Additional Details of Mr. Dilip Panjwani, pursuant to Regulation 36(3) of SEBI Listing Regulations and Clause 1.2.5 of SS-2 issued by the ICSI, are provided in the “Annexure” to the Notice.

In the opinion of the Board, Mr. Dilip Panjwani is a person of integrity, fulfills the conditions for appointment as an Independent director specified in the Act and is independent of the management of the company.

In accordance with the recommendations of the NRC, the Board of Directors has recommended, the appointment of Mr. Dilip Panjwani as an Independent Director of the Company for a term of 3 (three) consecutive years, commencing from September 12, 2026 to September 11, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members.

Interest of Directors and KMP:

Except for Mr. Dilip Panjwani (being the appointee) and/or his relatives, none of the other

Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board recommends passing of the Special Resolution as set out at Item No. 2 of the accompanying notice for approval by the shareholders;

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

**Sd/-
Ashok Kumar Agarwal
Chairman and Managing Director
DIN: 00793152**

**Place: Jaipur
Date: 12.09.2026**

Annexure A:

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED / RE-APPOINTED / WHOSE REMUNERATION IS BEING REVISED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA

Name	Mr. Dilip Panjwani
Category/ Designation	Independent Director
Director Identification No. (DIN)	02205645
Date of Birth	05.03.1972
Nationality	Indian
Date of first appointment on the Board	12.09.2026
Brief Profile/ Expertise in	Mr. Dilip Panjwani is a finance professional with over 25 years of experience in financial management, strategic finance, corporate governance, fund raising, mergers &

	acquisitions and business restructuring. He has extensive experience in financial governance, internal controls, strategic planning and business transformation. He is a Chartered Accountant and Company Secretary and holds a B.Com. degree from Kakatiya University. During his professional career, he has served in senior positions including Chief Financial Officer, Global CFO, EVP & CFO – Strategic Finance, Financial Controller and Company Secretary & Compliance Officer. He has also handled listed company compliances, Board and General Meeting processes, investor relations and financial reporting.
Board Meetings attended during the FY 2026-27	0
Directorship held in other companies	1. Beauty Garage Limited- Independent Director 2. Morayana Renewable Kochi Private Limited- Chief Financial Officer
Memberships/ Chairmanship of Committees of other Companies	NIL
Number of shares held in the company	NIL
Relationship with other directors, Manager and other KMP of the Company	NIL
Listed Entities from where the person resigned in the last three years	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board requires expertise in finance, financial management, corporate governance, strategic planning, risk management, mergers & acquisitions and business restructuring for effective discharge of the responsibilities of an Independent Director. Mr. Dilip Panjwani possesses extensive experience in these areas, having over 25 years of professional experience in financial management, strategic finance, corporate governance, fund raising, mergers & acquisitions, internal controls and business transformation. His professional qualifications as a Chartered Accountant and Company Secretary, coupled with his experience in financial

	governance and strategic decision-making, equip him with the requisite skills and capabilities to effectively contribute to the deliberations and functioning of the Board.
Terms and conditions of appointment/re-appointment	For a term of 3 years w.e.f. 12 th September, 2026 as Independent Director, subject to approval of shareholders
Remuneration last drawn (FY 25-26)	NA
Remuneration sought to be paid	Sitting fees of Rs. 7,000/- per meeting for attending Board and Committee meetings