



RTS POWER CORPORATION LTD.



RTSPCL/BSE/26-27

Date: 08.09.2026

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001

Dear Sir,

Ref: Scrip Code: - 531215

Sub: Submission of the Notice of the 78th Annual General Meeting

We wish to inform you that the compliance with respect to Regulations 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has already been done by the Company on 28th August, 2026 where the Company has submitted the Annual Report of the Company for the Financial Year 2025-26 along with the Notice of 78th Annual General Meeting scheduled to be held on Monday, September 21, 2026 at 12:15 P.M. (IST) and also intimated that the said Annual General Meeting would be held through Video Conferencing (VC) and 'Other Audio Visual Means (OAVM) by using CDSL e-voting Platform.

We also wish to inform that we have dispatched of the Annual Report for the financial year 2025-26, together with the Notice of the 78th Annual General Meeting (AGM) of RTS Power Corporation Limited (the Company), to the eligible shareholders of the Company on 28th August, 2026.

Detailed instruction for remote e-voting, participation in the AGM through Video Conferencing/ Other Audio Visual Means (VC/OAVM) mode and e-voting at the AGM are provided in the Notice of the AGM.

Accordingly, we hereby submit the copy of the Notice of the 78th Annual General Meeting of the Company for your information and records.

Kindly take the same on record.

Thanking You
Yours Faithfully

For RTS Power Corporation Limited

Sandip Gupta
Company Secretary & Compliance officer
Membership No.: A5447
Encl. As said above

**RTS POWER CORPORATION LIMITED**

Registered Office: 56 Netaji Subhas Road, 2nd Floor, Kolkata-700001

Phone: +91 9831039925; E Mail Id: headoffice@rtspower.com

CIN: L17232WB1947PLC016105 Website: www.rtspower.com

(ANNEXURE TO THE NOTICE FOR THE 78TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON MONDAY, SEPTEMBER 21, 2026)

Serial No
Name & Registered Address of Sole/ First named Member
Joint Holders Name (If any)
Folio No. / DP ID & Client ID
No. of Equity Shares Held

Dear Shareholder,

Subject: Process and manner for availing of E-voting facility

Pursuant to the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 and 20/2020 dated 5 May 2020 issued by the Ministry of Corporate Affairs ("MCA"), read with General Circular Nos. 02/2022 dated 5 May 2022, 10/2022 dated 28 December 2022, 09/2023 dated 25 September 2023, 09/2024 dated 19 September 2024 and 03/2025 dated 22 September 2025, and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and other applicable circulars issued by SEBI from time to time, the Annual General Meeting ("AGM") is being convened through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with above the MCA Circulars, the provisions of the Companies Act, 2013 ("Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are pleased to inform you that the **78th Annual General Meeting ('AGM')** of the Company is scheduled to be held on **Monday, September 21, 2026 at 12:15 P.M Indian Standard Time ("IST")**, through **Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")** to transact the business as set out in the Notice convening the Meeting ("**the Notice**"). Members can attend and participate in the AGM through the VC/OAVM facility only.

The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with the Annual Report can be downloaded from the link <https://www.evotingindia.com> and at the Company's Website <https://www.rtspower.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
260817024		

The E-voting facility will be available during the following voting period:

Remote e-Voting Starts On	Remote e-Voting Ends On
Friday, September 18, 2026 from 9:00 A.M. (IST)	Sunday, September 20, 2026 till 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

Place: Kolkata

Date: 14.08.2026

Enclosures: AGM Notice/ Annual Report

By Order of the Board
For RTS POWER CORPORATION LIMITED
SANDIP GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 5447



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CIN: L17232WB1947PLC016105 Website: www.rtspower.com

NOTICE OF THE 78TH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventy-Eighth Annual General Meeting (AGM) of the Members of RTS Power Corporation Limited will be held on Monday, September 21, 2026 at 12:15 P.M. Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, comprising the Balance Sheet as on March 31, 2026, the Statement of Profit and Loss, and the Statement of Cash Flows together with the Annexures / Schedules / Notes thereon and the Reports of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

Item No. 2 – Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, comprising the Balance Sheet as on March 31, 2026, the Statement of Profit and Loss, and the Statement of Cash Flows together with the Annexures / Schedules / Notes thereon and the Reports of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

Item No. 3 – Re-appointment of a Director

To appoint a Director in place of Mr. Abhay Bhutoria (DIN - 00013712), Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, has offered herself for re-appointment as Managing Director.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, Mr. Abhay Bhutoria (DIN - 00013712), Director of the Company who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, in the same capacity and at the same terms and conditions, liable to retirement by rotation."

SPECIAL BUSINESS

Item No. 4 – Ratification of Remuneration of Cost Auditors

To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2027 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of Rs. 40,000/- (Rupees Forty thousand only) plus applicable GST, if any, agreed to be paid to M/s K.G. Goyal & Associates, Cost Accountants, the Cost Auditors (Registration No FRN 000024) who, based on the recommendation of the Audit Committee, have been appointed by the Board of Directors of the Company ('Board'), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2027 be and is hereby ratified.



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 5 – Appointment of Mr. Arun Pareek as Non-Executive Independent Director

To consider and approve the appointment of Mr. Arun Pareek as a Non-Executive Independent Director of the Company for a first term of Five (5) year effective from 21st September 2026 to 20th September 2031, and in this regard if deem fit, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Arun Pareek (DIN: 06521406), who has submitted a declaration confirming that he meets the criteria of independence under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years commencing from 21st September, 2026 and ending on 20th September, 2031.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things and to file all necessary forms and returns with the Registrar of Companies, Stock Exchange(s) and other statutory authorities as may be necessary to give effect to this Resolution.”

Place: Kolkata

Date: 14.08.2026

Enclosures: AGM Notice/ Annual Report

By Order of the Board
For RTS POWER CORPORATION LIMITED
SANDIP GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS 5447

NOTES

- Holding of AGM through VC/OAVM:** Pursuant to the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 and 20/2020 dated 5 May 2020 issued by the Ministry of Corporate Affairs (“MCA”), read with General Circular Nos. 02/2022 dated 5 May 2022, 10/2022 dated 28 December 2022, 09/2023 dated 25 September 2023, 09/2024 dated 19 September 2024 and 03/2025 dated 22 September 2025, and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and other applicable circulars issued by SEBI from time to time, the Annual General Meeting (“AGM”) is being convened through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. Hence, in compliance with the said circular, the AGM of the Company is being held through VC/OAVM.

Further, towards this, the Securities and Exchange Board of India (“SEBI”), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, and October 7, 2023 (“SEBI Circulars”) and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 78th AGM of the Company will be held through VC/OAVM on Monday, September 21, 2026 at 12:15 P.M. (IST). The proceedings of the AGM will be deemed to be conducted at 9, Chapel Road, Hastings, Kolkata-700022.

- Pursuant to the aforesaid Circulars, physical attendance of the members at the AGM is not required and AGM has to be held through VC/ OAVM.

Hence, members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned above as arranged by the Company with Central Depository Services (India) Limited (CDSL).

- Pursuant to aforesaid Circulars, since the AGM will be held through VC/ OAVM the requirement of sending Proxy Forms to the holders of the Securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the Listing Regulations has been dispensed with.

Therefore, the facility to appoint proxy by the Members to attend and cast vote for the members will not be available and consequently the Proxy Form and Attendance Slip are not annexed to this Notice convening the 78th AGM.

4. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 and rules framed thereunder, the representatives of the members such as the President of India or the Governor of a State or a body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / power of attorney / authorization letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to shawmanoj@gmail.com with a copy marked to evoting@cdsl.com .

5. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
6. The deemed venue of AGM shall be at 9, Chapel Road, Hastings, Kolkata-700022.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
9. Explanatory Statement: The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item No. 4 and 5 of the Notice convening the Seventy-Eighth Annual General Meeting of the Members of the Company (AGM) is annexed hereto.
10. Re-appointment/ appointment of Director: The relevant details of the Directors seeking re-appointment/ appointment under Item Nos. 3 and 5 pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, forms an integral part of the Notice and are annexed hereto as Annexure - A.
11. Despatch of Notice and Annual Report through E-mail and upload of the same in different websites

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, to support the "Green Initiative" announced by Government of India the Notice along with the Annual Report of the Company for the Financial Year ended March 31, 2026, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Niche Technologies Private Limited or the Depository Participant(s).

The Notice and the Annual Report for the Financial Year ended March 31, 2026 shall be available on the website of the Company at www.rtspower.com and of the Stock Exchange where Equity Shares of the Company are listed i.e. Bombay Stock Exchange (BSE) at www.bseindia.com.

The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., (Central Depository Services (India) Limited (CDSL) at www.evoting.cdsl.com.

12. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent (RTA) of the Company in case the shares are held by them in physical form.

However, for receiving the notice of the forthcoming Annual General Meeting and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in the e-Voting instructions of the notes to this notice.

13. Members are requested to notify immediately any change in their addresses to the Registrar & Share Transfer Agent of the Company at the above address, if shares are held in physical form, and to the respective depository participants, if shares are held in electronic mode.
14. In terms of SEBI Listing Regulations securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the same members are advised to dematerialize as early as possible the shares of the Company held by them in physical form.

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to

submit their PAN to the Depository Participants with whom they maintain their DEMAT accounts. Members holding shares in physical form should submit their PAN to the Company.

15. Book Closure Period

The Register of members of the Company will remain closed from Tuesday, 15th September 2026 to Monday, 21st September 2026 (both days inclusive).

16. All documents referred to in the Notice are put up on the Company's website and can be accessed at www.rtspower.com under the head Investors Relations.

17. Procedure for inspection of documents

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon logging to CDSL e-voting system at www.evoting.cdsl.com.

All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to headoffice@rtspower.com.

18. Mr. Sandip Gupta, Company Secretary is the Compliance Officer in terms of Regulation 6 of the SEBI (Listing Obligation and Disclosure Requirements), 2015. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.

19. Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s)/ re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unclaimed/unpaid for a period of seven (7) years from the date of transfer to the Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') established by the Central Government.

The Company had last declared Dividend in the Financial Year 2010-2011. The Unpaid Dividend till that year has already been transferred to the IEPF Authority in the Financial Year 2018-19. As a result no amount was required to be transferred in this respect during the Financial Year 2025-2026.

20. Transfer of Shares to Investor Education and Protection Fund

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the Shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the designated DEMAT Account of the IEPF Authority, as notified by the Ministry of Corporate Affairs, within a period of thirty days of such Shares becoming due to be transferred to the IEPF Account.

The Company had sent individual notice to all the Members whose Shares were due to be transferred to the IEPF Authority and had also published newspaper advertisement seeking action from the Members who have not claimed their Dividend for seven consecutive years or more.

Accordingly, the Company had already transferred the Shares to the DEMAT account of the IEPF Authority during Financial Year 2018-19. The details of such Dividends/Shares transferred to IEPF are uploaded on the Company's Corporate Website www.rtspower.com.

21. Claim from Investor Education and Protection Fund Authority

The voting rights in respect of the above Equity Shares are frozen until the rightful owner claims the Equity Shares. All corporate benefits on such Shares in the nature of Bonus Shares, Split of Shares, Rights etc. shall be credited to 'Unclaimed Suspense Account', as applicable for a period of 7 years and thereafter be transferred in line with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124(5) and Section 124(6) of the Companies Act, 2013.

Members/Claimants whose Shares, unclaimed Dividend etc. have been transferred to the IEPF DEMAT Account or the Fund, as the case may be, may claim the Shares or apply for refund of all corporate benefits accruing on such Shares by making an application to the IEPF Authority in e-form IEPF-5 (available on the Website www.iepf.gov.in) along with requisite fee and documents, duly signed by all the joint Shareholders recorded with Company and as decided by the IEPF Authority from time to time. The Member/Claimants can file only one consolidated claim in Financial Year

as per the IEPF Rules. No claim shall lie against the Company in respect of the Dividend/Shares so transferred. The Rules and Form IEPF-5, as prescribed, for claiming back the Shares, are available on the Website of the IEPF, i.e., on www.iepf.gov.in.

22. Details of unclaimed dividend on the Website

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company hereby confirms that the company does not have any unpaid and unclaimed amounts lying with the Company as on September 21, 2026 (the date of the last Annual General Meeting). As of today, the Company has transferred all the Unclaimed Dividend and Shares to IEPF Authority as per Rules prescribed.

23. Nomination Facility

As per the provisions of Section 72 of the Act, the facility for making/varying/cancelling nominations is available to Members in respect of Shares held by them. Members holding Shares in single name and who have not registered their nomination are requested to register the same by submitting Form SH-13.

If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form SH-14 prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose.

These Forms can be obtained from the Registrars and Share Transfer Agents or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in and can be downloaded from the Company's Website www.rtspower.com under the "Investor Relations" Section.

Members holding Shares in physical form are requested to submit the nomination Form to the Company's Registrar & Share Transfer Agent - M/s. Niche Technologies Pvt. Ltd., 7th Floor, Room No 7A & 7B, 3A Auckland Road, Kolkata-700017 (RTA). Members holding Shares in electronic/dematerialised form may submit the nomination form to their respective Depository Participants.

24. Procedure for attending the AGM through VC or OVAM

Members are requested to join the Seventy-Eight Annual General Meeting (AGM) through VC/OAVM mode not later than 12:30 P.M. IST by clicking on the link <https://www.evoting.cdsl.com> under Members login, where the EVEN of the Company will be displayed, by using the Remote E-voting credentials and following the procedures mentioned in the Notes of the Notice (Refer Serial No. -27).

Facility for joining the VC/OAVM shall be kept open for the Members from 12:00 P.M. IST and may be closed at 12:30 P.M. IST or thereafter.

25. Procedure to raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Friday, September 11, 2026, mentioning their names, folio numbers / DEMAT account numbers, e-mail addresses and mobile numbers at and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Thursday, September 03, 2026 (9:00 A.M. IST) to Monday, September 07, 2026 (5:00 P.M. IST) at headoffice@rtspower.com from their registered e-mail addresses mentioning their names, folio numbers / DEMAT account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5.00 P.M. (IST) on Friday, September 11, 2024 through e-mail at headoffice@rtspower.com and the same will be suitably replied by the Company.
- (d) When a pre-registered speaker is invited to raise at the AGM his/her questions, already emailed in advance as requested above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.

- (e) The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.
 - (f) The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Members (i.e. members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
26. Members whose email addresses are not registered as above can register the same in the following manner:
- a. Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Name of shareholder, Mobile no., email id and self-attested scanned copy of PAN card by email to the company at headoffice@rtspower.com or to the Registrar at nichetechpl@nichetechpl.com.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
27. **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 will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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. For this 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 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. This 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 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 this AGM. 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 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 has been uploaded on the website of the Company at www.rtspower.com. 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 Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 7. The AGM 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 Friday, 18th September 2026 from 9:00 A.M. (IST) and ends on Sunday, 20th September, 2026 till 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 (record date) of Monday, 14th September, 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 www.cdsiindia.com and click on login icon & My Easi New (Token) Tab. 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. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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.cdsiindia.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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	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. 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 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. 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 Participants (DP)	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 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.com 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> 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.
- 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 delinked 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 mandatorily 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; headoffice@rtspower.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 14 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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, AVP, (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.

The Company has appointed Mr. Manoj Prasad Shaw FCS (ICSI, CP Registration No. 4194), Practicing Company Secretary of Manoj Shaw & Associates, Practicing Company Secretaries as the Scrutinizer for the Remote e-Voting process and votes casted through the remote e- Voting system during the Meeting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting.

The results of voting will be declared within 48 hours declared from the conclusion of AGM. The declared results along with the Report of the Scrutinizer shall be placed on the website of the Company www.rtspower.com and on the website of CDSL www.evotingindia.com immediately after declaration of the results by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the Bombay Stock Exchange portal www.listing.bseindia.com

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. Monday 21st September, 2026.

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company.

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Notice:

Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant.

The Board, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to M/s K.G. Goyal & Associates, Cost Accountants (Registration No FRN 000024) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

M/s K.G. Goyal & Associates, Cost Accountants, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Shareholders is sought for by way of passing an Ordinary Resolution as set out at Item No 4 of the Notice for ratification of the remuneration of Rs. 40,000/- plus applicable GST, if any, payable to the Cost Auditors for the Financial Year ending March 31, 2027, as fixed by the Board, on the recommendation of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No 4 of the Notice.

The passing of the aforesaid Resolution also does not relate to or affect any other Company.

Item No. 5

The Board of Directors of the Company ('the Board') at its Meeting held on August 14, 2026 has, recommended the appointment of Mr. Arun Pareek (DIN-06521406), subject to the approval of the Members, as Independent Director of the Company, for a period of 5(five) years from September 21, 2026, not liable to retire by rotation on the date of this ensuing Annual General Meeting.

Brief Profile of Mr. Arun Pareek is as below:

Mr. Arun Pareek, born on 29th November, 1952, holds a Bachelor of Laws (B.A., LL.B.) degree. He is a

seasoned professional with over 50 years of extensive experience in the transformer industry. During his long professional career, he has acquired considerable expertise in the areas of human resource management, administration, and business management.

He possesses substantial experience in handling human resource and administrative matters, including managerial and organizational decisions. His extensive industry experience, coupled with his legal and managerial understanding, enables him to provide valuable guidance on matters relating to corporate administration, human resources, governance and management.

In view of his qualifications, and experience the Board is of the opinion that Mr. Arun Pareek fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment/re-appointment as an Independent Director and that his continued association would be beneficial to the Company.

In the opinion of the Nomination & Remuneration Committee and Board of Directors, Mr. Arun Pareek possesses the requisite skills and capabilities which would be of substantial benefit to the Company and hence, have recommended in its respective meetings held on 14th August 2026, the appointment of Mr. Arun Pareek as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 05 (five) years with effect from 21st September 2026 to 20th September 2031.

In accordance with the provisions of Section 149 of the Act, an Independent Director may hold office for two terms up to five consecutive years each and in accordance with Regulation 25(2A) of the Listing Regulations, an Independent Director shall be eligible for appointment on passing of a special resolution by the Company.

Mr. Arun Pareek fulfils the criteria of independence as prescribed down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

The Company has received all statutory disclosures/declarations from Mr. Arun Pareek including:

- (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations;
- (iv) A declaration to the effect he has registered herself with the Indian Institute of Corporate Affairs for inclusion of his name in the Data Bank as per the Rule 6 of the Appointment Rules; and
- (v) A declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Mr. Arun Pareek fulfils the conditions for his appointment as an Independent Director as specified in the Act and the rules made thereunder and is independent of the management.

Mr. Arun Pareek shall not be entitled to any sitting fees, commission or any other remuneration from the Company during his tenure as an Independent Director, except reimbursement of expenses, if any, incurred for the purpose of attending meetings of the Board, its Committees or general meetings of the Company, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

A copy of the letter of appointment, setting out his terms and conditions of appointment will be available for electronic inspection by the members.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Mr. Arun Pareek as a Non-Executive Independent Director of the Company for a term of Five (05) year effective from 21st September 2026 up to 20th September 2031 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Save and except Mr. Arun Pareek and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 5 of the Notice for the approval of the members.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by Institute of Company Secretaries of India are annexed to this Notice.

ANNEXURE - A

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS DIRECTOR BY ROTATION AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATION 36(3) OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2:

Name of Director	Mr. Abhay Bhutoria
DIN	00013712
Age	53 years
Date of Birth	14th August, 1963
Date of First Appointment	17th October, 1995
Qualifications	B Com (Hons)
Professional Membership	NIL
Nature of expertise in specific functional area	He is a seasoned business leader with over 34 years of expertise in administration, production, and marketing and formulating business strategies. His long experience in the group companies will be beneficial to the Company.
Experience	30 years as Director of the Company
Details of remuneration drawn last year (Financial Year)	46.19 lakhs
Number of Board Meetings attended by her during the calendar year 2025-26	6
Terms and conditions of appointment/ reappointment	Managing Director, belonging to the Promoter Group, to be re-appointed by rotation
Names of other listed entities in which he holds Directorships of the Board	NIL
Name of the other unlisted entities in which he holds Directorship of Boards	Ladnun Agricultural Farms Private Limited Suchir Industries Private Limited Reengus Wires Private Limited
Name of the Chairmanship/ Membership of Committee of the Company	Member –Corporate Social Responsibility Committee
Names of the other listed entities in which he holds Chairmanship/ Membership of Committee of Boards	NIL
Names of the other unlisted entities in which he holds Chairmanship/ Membership of Committee of Boards	NIL
No of Shares held in the Company	1,54,495 [53,800 (Self) and 1,00,695 (HUF)]
Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2	Mr. Abhay Bhutoria, Managing Director and Mr. Rajendra Bhutoria, Vice-Chairman & Whole-time Director are cousins. Mrs. Rachna Bhutoria, Non- Executive Director, is the wife of Late Surendra Bhutoria, brother of Mr. Abhay Bhutoria.

BRIEF PROFILE OF DIRECTOR PROPOSED TO BE APPOINTED AS THE INDEPENDENT DIRECTOR AT THE ANNUAL GENERAL MEETING AS REQUIRED TO BE DISCLOSED UNDER REGULATIONS 36(3) & 26 OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS SS-2:

Name of Director	Arun Pareek
DIN	06521406
Age	73 years
Date of Birth	29th November, 1952
Date of First Appointment	NIL
Qualifications	B.A., LL.B
Professional Membership	NIL
Nature of expertise in specific functional area	Expertise in the areas of human resource management, administration, and business management
Experience	He is a seasoned professional with over 50 years of extensive experience in the transformer industry. During his long professional career, he has acquired considerable expertise in the areas of human resource management, administration, and business management.
Details of remuneration drawn last year (Financial Year)	NIL
Number of Board Meetings attended by him during the calendar year 2025-26	NIL
Terms and conditions of appointment/reappointment	As detailed in Item No. 5 of the Explanatory Statement of AGM Notice dated 14th August, 2026.
Names of other listed entities in which he holds Directorships of the Board	NIL
Name of the other unlisted entities in which he holds Directorship of Boards	NIL
Name of the Chairmanship/ Membership of Committee of the Company	NIL
Names of the other listed entities in which he holds Chairmanship/ Membership of Committee of Boards	NIL
Names of the other unlisted entities in which he holds Chairmanship/ Membership of Committee of Boards	NIL
No of Shares held in the Company	NIL
Disclosure of relationship between Directors inter-se and relationship with Key Managerial Personnel of the Company as required under Sub regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings SS-2	NIL

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued Circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold Shares in physical form are also requested to positively register their email addresses with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., 7th Floor, Room No 7A & 7B, 3A Auckland Road, Kolkata- 700017, E Mail id: nichetechpl@nichetechpl.com.