Date: September 05, 2026

To
The Deputy General Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Ref: Security Code No. 531888.

Sub: Notice of 38th Annual General Meeting of the Company.

Dear Sir/Madam,

We are enclosing herewith the Notice of Thirty-Eighth (38th) Annual General Meeting ("AGM") of **Rexnord Electronics and Controls Limited** scheduled to be held on **Wednesday, September 30, 2026 at 11:00 a.m.** IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting").

The instructions such as registering / updating e-mail addresses, e-voting before and during the Meeting, attending the AGM through VC/ OAVM are mentioned in the Notice attached.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
FOR REXNORD ELECTRONICS AND CONTROLS LIMITED

NAINY KUNAL TANNA
Digitally signed by NAINY KUNAL TANNA
Date: 2026.09.05 15:15:56 +05'30'

M/S. REXNORD ELECTRONICS & CONTROLS LTD.

NAINY TANNA
WHOLE TIME DIRECTOR
(DIN: 00351762)

Encl: As above

REXNORD ELECTRONICS AND CONTROLS LIMITED

Plot No. A-7, MIDC, Road No.5, Andheri (East), Mumbai - 400 093 Maharashtra, India.
Tel. No.: 022- 6240 1800
CIN : L31200MH1988PLC047946
Website : www.rexnordindia.com | **Email Id:** finance@rexnordindia.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 38th Annual General Meeting (AGM) of the Members of **REXNORD ELECTRONICS AND CONTROLS LIMITED** will be held on Wednesday, September 30, 2026 at 11:00 a.m. IST through video conferencing (VC) / Other Audio-Visual Means (OAVM) to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a) 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 Auditors thereon.
   b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Auditors Reports thereon.
2. To appoint a Director in place of Mr. Mohan Iyer (DIN: 10158806), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 ₹ 100,000/- (Indian Rupees One Lakh only) per annum (exclusive of Taxes & re-imbursement of out-of-pocket expenses), as approved by the Board of Directors and set out in the Statement annexed to the notice convening this Meeting, to be paid to M/s. Krishna S & Associates, Cost Accountants (Firm Registration Number: 100939), to conduct the audit of cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified**."**

4. To approve Material Related Party Transactions with M/s. R. K. Management Services under Regulation 23 of SEBI (LODR) Regulations, 2015 and 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 Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and recommendation of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with M/s. R. K. Management Services for availing Labour and Manpower Supply services by the Company to source, recruit, verify, and deploy Personnel across various operational departments of the Company, during the financial year 2026-27 and onwards, for an aggregate value not exceeding ₹ 15.00 Crores (Indian Rupees Fifteen Crores only) per annum, as per such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the

Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and/ or Key Managerial Personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

5. To approve Material Related Party Transactions with M/s. S. K. Management Services under Regulation 23 of SEBI (LODR) Regulations, 2015 and 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 Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and recommendation of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with M/s. S. K. Management Services for availing Labour and Manpower Supply services by the Company to source, recruit, verify, and deploy Personnel across various operational departments of the Company, during the financial year 2026-27 and onwards, for an aggregate value not exceeding ₹ 15.00 Crores (Indian Rupees Fifteen Crores only) per annum, as per such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and/ or Key Managerial Personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

For and on behalf of the Board of Directors
REXNORD ELECTRONICS AND CONTROLS LIMITED

KISHORECHAND TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)

Registered Office:
Plot No. A-7, MIDC,
Road No.5, Andheri (East),
Mumbai - 400 093
Maharashtra, India.

Date: August 12, 2026

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 03/2025 dated September 22, 2025 read with general circular no. 14/2020 dated April 08, 2020, no. 17/2020 dated April 13, 2020, no. 20/2020 dated May 05, 2020, no. 10/2022 dated December 28, 2022, no. 09/2023 dated September 25, 2023, no. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing facility / Other Audio Visual Means ('VC/ OAVM'), till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA & SEBI Circulars, the 38th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) and (5) of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment /re-appointment at this AGM are also annexed.

3. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 22.

4. In accordance with the aforesaid MCA Circulars and various circulars issued by Securities and Exchange Board of India from time to time (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Integrated Annual Report for 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”.

5. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.

6. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to vote through remote e-Voting, by e-mail to finance@rexnordindia.com. The said Resolution / Authorization shall be sent to the Scrutinizer.

7. In compliance with aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. In case any member is desirous of obtaining hard copy of the Annual Report for 2025-26 and Notice of the 38th AGM of the Company, may send request to the Company’s e-mail address at finance@rexnordindia.com mentioning Folio No./DP ID and Client ID.

8. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the AGM are furnished below Explanatory Statement. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment.

9. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, 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 Registrar /Company.

    SEBI vide circular dated 3rd November 2021 and March 16, 2023 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

    The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.rexnordindia.com In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

11. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, and mobile number at finance@rexnordindia.com so that the requested information can be made available at the time of the meeting.

12. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, and mobile number at finance@rexnordindia.com at least seven days before the date of the meeting. Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

13. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

    Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

14. The Company's shares are listed on BSE Limited, Mumbai.

15. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at finance@rexnordindia.com

16. (a) Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

    M/S. BIG SHARE SERVICES PRIVATE LIMITED
    Unit: [Rexnord Electronics and Controls Limited]
    Office No S6-2, 6th Floor, Pinnacle Business Park,
    Next to Ahura Centre, Mahakali Caves Road,
    Andheri (East) Mumbai - 400 093.
    Tel: 022 – 62638200/222
    Email: investor@bigshareonline.com

    (b) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.

17. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.

18. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for the consolidation of share certificates shall be processed in dematerialized form.

19. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save natural resources.

    In compliance with the MCA Circulars and SEBI Circulars, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. is being sent through electronic mode to those Members whose email addresses are registered with the RTA / Depositories and a letter containing the weblink where the Annual Report is placed on the website of the Company, to those whose email addresses are not registered. Members may note that the Notice and Annual Report 2026 will also be available on the Company's website www.rexnordindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and Notice will be available on the website of i-Vote at https:// ivote.bigshareonline.com

20. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

    (a) For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: charmi@bigshareonline.com. Member can also update/ register their email id directly at https://bigshareonline.com/ InvestorRegistration.aspx

    (b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

21. Voting through electronic means:

    (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Bigshare Services Private Limited (agency for providing the e-voting system). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

    (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

(iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(iv) The Company has engaged the services of Big Share Services Private Limited - i-Vote as the Agency to provide e-voting facility and the platform for conducting the AGM through VC/ OAVM.

(v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, September 23, 2026.

(vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2026 only shall be entitled to avail the facility of e-voting.

(vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 23, 2026 may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).

(viii) The Scrutinizer, after scrutinizing the votes cast through e-voting at the meeting and remote e-voting, will make a consolidated scrutinizer's report and submit the same to the Chairman. The result of the voting will be announced within two working days of the conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.rexnordindia.com). The results shall simultaneously be communicated to the Stock Exchange.

(ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2026.

22. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

a) The remote voting period begins on **Sunday, September 27, 2026 Start Time: 9:00 a.m. (IST) and ends on Tuesday, September 29, 2026 End Time: 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 i.e September 23, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by the Registrar for voting thereafter.

b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

c) 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.

d) 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.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website

Type of shareholders	Login Method
	for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	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 **BIGSHARE** and you will be re-directed to **i-Vote** 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 **BIGSHARE** and you will be redirected to **i-Vote** 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting 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**	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 22 55 33.
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- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**
   - You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
   - Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
   - Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
     - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
     - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
     - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

   Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

   - Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

     NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
   - If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
   - Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

     (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/ UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**
   - You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
   - Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
   - Enter all required details and submit.
   - After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

     NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
   - If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
   - Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - o Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - o Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/ UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	**Helpdesk details**
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

23 **PROCEDURE FOR JOINING THE MEETING THROUGH VC/ OAVM AND VOTING ON THE DAY OF THE MEETING:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- 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.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. Krishna S & Associates, Cost Accountants (Firm Registration Number: 100939) as the Cost Auditor, to conduct the audit of the cost records of the Company for the financial year 2026-27, at a remuneration of ₹ 1,00,000/- (Indian Rupees One Lakh only) per annum (exclusive of Taxes & re-imbursement of out-of-pocket expenses) as may be incurred by them in connection with the audit, subject to approval of the Members.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders in ensuing AGM.

Accordingly, the members are requested to approve the remuneration payable to the Cost Auditors during the financial year 2026-27 as set out in the resolution for the services to be rendered by them.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of the Members by an Ordinary Resolution.

ITEM NO. 4:

Pursuant to Regulation 23 of the SEBI Listing Regulations, as amended, and Section 188 of the Companies Act, 2013 (“the Act”) read with the applicable Rules framed thereunder, approval of the Members is required for material related party transactions.

The Company, in the ordinary course of its business, proposes to enter into and/or continue related party transactions with M/s. R. K. Management Services, a proprietary concern, represented by its Sole Proprietor, Ms. Ramandeep Talwar, in relation to availing Labour and Manpower Supply services by the Company to source, recruit, verify, and deploy Personnel across various operational departments of the Company, including but not limited to Production, Housekeeping, Groundkeeping, Pantry Washroom Maintenance, Security, and Facility Support. In terms of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions require approval of the Members by way of a resolution, notwithstanding that such transactions are in the ordinary course of business and at arm’s length basis.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed related party transactions, subject to the approval of the Members. The proposed transactions are necessary for the Company’s operational efficiency, business expansion and project execution.

The details of the proposed related party transactions, as required under Section 102 of the Act and Regulation 23 of the SEBI Listing Regulations, are provided in table below.

As per Regulation 23 of the SEBI Listing Regulations, related parties shall abstain from voting on the resolution, whether the entity is a related party to the particular transaction or not.

Except as stated below, none of the Directors, Key Managerial Personnel or their relatives, other than those mentioned herein, are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors therefore recommends the resolution as set out in Item no. 4 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

The value of transactions (for which the approval is being sought) for the period commencing from April 1, 2026 till the date of this Notice has not exceeded the existing limits / the materiality threshold and is not likely to exceed the existing limits / the materiality threshold till the approval of these transactions by the members.

The details of transactions as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) along with details as required under the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) are set forth below:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. R. K. Management Services, a proprietary concern, represented by its Sole Proprietor, Ms. Ramandeep Talwar, being: • Son’s wife of Mr. Kishorechand Talwar, Chairman and Managing Director. • Wife of Mr. Kundan Talwar, Chief Financial Officer.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Kishorechand Talwar, Chairman & Managing Director and Mr. Kundan Talwar, Chief Financial Officer.

Sr. No.	Particulars	Details
3.	Type, tenure, material terms of contract / arrangement / transaction.	Labour and Manpower Supply Agreement to source, recruit, verify, and deploy Personnel across various operational departments of the Company, including but not limited to Production, Housekeeping, Groundkeeping, Pantry Washroom Maintenance, Security, and Facility Support. For manpower to be supplied under this Agreement include: • Skilled Personnel • Semi-Skilled Personnel • Unskilled / General Labour • Administrative & Supervisory Staff The existing agreement shall be deemed to have commenced on 1st June 2026 (covering Financial Year 2026-27) for a fixed administration/ service charge of 3% (three percent) calculated over the net monthly wage bill (excluding taxes and statutory employer contributions) upto overarching budgetary limit of ₹ 10 crores. The above-mentioned arrangements are / will be continuing business transactions and this omnibus approval is being sought for 5 years until FY 2030-31.
4.	Value of the transaction	The Company estimates that the monetary value for transactions in each financial year will aggregate to ₹ 15 crores p.a. from FY 2026-27 until FY 2030-31.
5.	Value of the transaction as a percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value as mentioned above represents 11% of annual consolidated turnover of the Company for FY 2025-26.
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable, as no transactions have been undertaken by the Company with the said related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which this approval is sought.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable

Sr. No.	Particulars	Details
8.	Justification as to why the RPT is in the interest of the listed entity	There is a genuine operational need of the Company for the said services. As per the above mentioned Agreement the pricing thereof has been benchmarked against industry standards, the service fee has been capped, and a financial ceiling has been fixed. Further the approval of the Audit Committee and the Board of Directors has been duly obtained, the Board reasonably concludes that the said transaction is being conducted on an arm's-length basis and is not prejudicial to the interests of the Company.
9.	**A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders**	No external valuation report has been relied upon by the Company or the Audit Committee for approval of the proposed transaction. The Managing Director and Chief Financial Officer of the Company have certified that the proposed transaction is in the ordinary course of business and on an arm's length basis and is in the interest of the Company.
10.	**Any other relevant information**	The proposed material related party transaction has been approved by the Audit Committee of the Company and the Board of Directors recommends the Ordinary resolution to the shareholders for their approval. Please refer Annexure I for other details as per the RPT Industry Standards.

Annexure I Other details as per Industry Standards

Name of Related party	M/s. R. K. Management Services, a proprietary concern, represented by its Sole Proprietor, Ms. Ramandeep Talwar.	
Nature of Business	Supply of Labour and Manpower Services to source, recruit, verify, and deploy Personnel across various operational departments of the Companies.	
Country of Incorporation	India	
Financial Performance of related Party during FY 2025-26 (in Crores)	**Turnover**	NA
	Net Profit (Profit after tax)	NA
	Net worth	NA
Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	Name of Director/ KMP	Mr. Kishorechand Talwar, Chairman & Managing Director and Mr. Kundan Talwar, Chief Financial Officer.
	Shareholding of the director/ KMP, whether direct or indirect, in the related party	None of Directors / KMPs / Promoter of the Company hold any share in the related party.

MEMORANDUM OF INTEREST: Mr. Kishorechand Talwar, Chairman & Managing Director and Mr. Kundan Talwar, Chief Financial Officer of the Company and their immediate relatives are deemed to be interested or concerned in the said resolution to the extent of their shareholding, if any, in the Company. Save and except above, none of the other Directors and key managerial personnel of the Company or relatives of other directors and key managerial personnel are in any way concerned and interested in the said Resolution.

ITEM NO. 5:

Pursuant to Regulation 23 of the SEBI Listing Regulations, as amended, and Section 188 of the Companies Act, 2013 ("the Act") read with the applicable Rules framed thereunder, approval of the Members is required for material related party transactions.

The Company, in the ordinary course of its business, proposes to enter into and/or continue related party transactions with M/s. S. K. Management Services, a proprietary concern, represented by its Sole Proprietor, Ms. Sharda Talwar, in relation to availing Labour and Manpower Supply services by the Company to source, recruit, verify, and deploy Personnel across various operational departments of the Company, including but not limited to Production, Housekeeping, Groundkeeping, Pantry Washroom Maintenance, Security, and Facility Support. In terms of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions require approval of the Members by way of a resolution, notwithstanding that such transactions are in the ordinary course of business and at arm's length basis.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed related party transactions, subject to the approval of the Members. The proposed transactions are necessary for the Company's operational efficiency, business expansion and project execution.

The details of the proposed related party transactions, as required under Section 102 of the Act and Regulation 23 of the SEBI Listing Regulations, are provided in table below.

As per Regulation 23 of the SEBI Listing Regulations, related parties shall abstain from voting on the resolution, whether the entity is a related party to the particular transaction or not.

Except as stated below, none of the Directors, Key Managerial Personnel or their relatives, other than those mentioned herein, are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors therefore recommends the resolution as set out in Item no. 5 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

The value of transactions (for which the approval is being sought) for the period commencing from April 1, 2026 till the date of this Notice has not exceeded the existing limits / the materiality threshold and is not likely to exceed the existing limits / the materiality threshold till the approval of these transactions by the members.

The details of transactions as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. S. K. Management Services, a proprietary concern, represented by its Sole Proprietor, Ms. Sharda Talwar, Promoter, being: • Wife of Mr. Kishorechand Talwar, Chairman and Managing Director. • Mother of Mrs. Nainy Tanna, Whole –Time Director and Mr. Kundan Talwar, Chief Financial Officer.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Kishorechand Talwar, Chairman & Managing Director, Mrs. Nainy Tanna, Whole-Time Director and Mr. Kundan Talwar, Chief Financial Officer.
3.	Type, tenure, material terms of contract / arrangement / transaction.	Labour and Manpower Supply Agreement to source, recruit, verify, and deploy Personnel across various operational departments of the Company, including but not limited to Production, Housekeeping, Groundkeeping, Pantry Washroom Maintenance, Security, and Facility Support. For manpower to be supplied under this Agreement include: • Skilled Personnel • Semi-Skilled Personnel • Unskilled / General Labour • Administrative & Supervisory Staff The existing agreement shall be deemed to have commenced on 1st June 2026 (covering Financial Year 2026-27) for a fixed administration/ service charge of 3% (three percent) calculated over the net monthly wage bill (excluding taxes and statutory employer contributions) upto overarching budgetary limit of ₹ 10 crores. The above-mentioned arrangements are / will be continuing business transactions and this omnibus approval is being sought for 5 years until FY 2030-31.
4.	Value of the transaction	The Company estimates that the monetary value for transactions in each financial year will aggregate to ₹ 15 crores p.a. from FY 2026-27 until FY 2030-31.
5.	Value of the transaction as a percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value as mentioned above represents 11% of annual consolidated gross turnover of the Company for FY 2025-26.

Sr. No.	Particulars	Details
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable, as no transactions have been undertaken by the Company with the said related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which this approval is sought.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	There is a genuine operational need of the Company for the said services. As per the above mentioned Agreement the pricing thereof has been benchmarked against industry standards, the service fee has been capped, and a financial ceiling has been fixed. Further the approval of the Audit Committee and the Board of Directors has been duly obtained, the Board reasonably concludes that the said transaction is being conducted on an arm's-length basis and is not prejudicial to the interests of the Company.
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	No external valuation report has been relied upon by the Company or the Audit Committee for approval of the proposed transaction. The Managing Director and Chief Financial Officer of the Company have certified that the proposed transaction is in the ordinary course of business and on an arm's length basis and is in the interest of the Company.
10.	Any other relevant information	The proposed material related party transaction has been approved by the Audit Committee of the Company and the Board of Directors recommends the Ordinary resolution to the shareholders for their approval. Please refer Annexure II for other details as per the RPT Industry Standards.

Annexure II Other details as per Industry Standards

Name of Related party	M/s. S. K. Management Services, a proprietary concern, represented by its Sole Proprietor, Ms. Sharda Talwar.	
Nature of Business	Supply of Labour and Manpower Services to source, recruit, verify, and deploy Personnel across various operational departments of the Companies.	
Country of Incorporation	India	
Financial Performance of related Party during FY 2025-26 (in Crores)	**Turnover**	NA
	Net Profit (Profit after tax)	NA
	Net worth	NA
Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	Name of Director/ KMP	Mr. Kishorechand Talwar, Chairman & Managing Director, Mrs. Nainy Tanna, Whole-Time Director and Mr. Kundan Talwar, Chief Financial Officer.
	Shareholding of the director/ KMP, whether direct or indirect, in the related party	None

MEMORANDUM OF INTEREST: Mr. Kishorechand Talwar, Chairman & Managing Director, Mrs. Nainy Tanna, Whole-Time Director and Mr. Kundan Talwar, Chief Financial Officer of the Company and their immediate relatives are deemed to be interested or concerned in the said resolution to the extent of their shareholding, if any, in the Company. Save and except above, none of the other Directors and key managerial personnel of the Company or relatives of other directors and key managerial personnel are in any way concerned and interested in the said Resolution.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE 38TH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2 OF THIS NOTICE, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name of the Director	**Mr. Mohan Iyer (DIN: 10158806)**
Date of Birth	June 7, 1962
Date of first Appointment	May 12, 2023
Qualifications	SSC/ Member of IME (Institution of Mechanical Engineers)
Brief resume & Nature of expertise in specific functional areas	He is a member of IME (Institution of Mechanical Engineers) and is associated with the Company since February 1, 2005 as an Export Manager of the Company and has an experience of over 20 years to his credit. He reports directly to the Chairman & Managing Director of the Company and plays an imperative role in the progress of the Company
Directorships of other Listed Companies as on March 31, 2026	Nil
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2026	Nil
Shareholding in the Company as on March 31, 2026	900 (Nine Hundred) Equity Shares
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year 2025-26	5

In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships in any two committees viz. Audit committee and Stakeholders Relationship Committee (known by whichever name) are considered.

He is not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

For and on behalf of the Board of Directors
REXNORD ELECTRONICS AND CONTROLS LIMITED

KISHORECHAND TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)

Registered Office:

Plot No. A-7, MIDC, Road No.5, Andheri (East),
Mumbai - 400 093, Maharashtra, India.

Date: August 12, 2026

Notes

Notes