

THIRTY SECOND ANNUAL REPORT 2025-2026

NOTICE

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting of the Members of **RTCL LIMITED** will be held on Wednesday, 30th Day of September, 2026, at 02:30 P.M. at the Registered Office of the Company situated at 8/226, Second Floor, SGM Plaza, Arya Nagar, Kanpur Uttar Pradesh- 208002 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2026, together with the Board's Report and the Report of Auditors thereof.
2. To appoint a director in place of Mr. Ajay Kumar Jain (DIN No. 00043349) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Mrs. Pooja Agrawal (DIN: 11827599) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 01st September, 2026 subject to the approval of the members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term up to five consecutive years from September 01, 2026 to August 31, 2031.

"RESOLVED FURTHER THAT any of the Directors for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required."

4. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to sell, lease or otherwise dispose of, mortgage, charge, hypothecation, collateral security and guarantee as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board/ Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favor of financial institutions, foreign financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, any other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders o/f debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs.300 crore (Rupee Three hundred crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds entered/to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/ Trustees, the documents for creating the aforesaid to sell, lease or otherwise dispose of, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

“RESOLVED THAT in pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 300 crore (Three hundred crores only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/ consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required.”

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of all earlier resolution(s) passed in this regard and in accordance with the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, of the Company be and is hereby accorded to the Board of Directors of the Company to give any amount of loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities including Body Corporate may exceed sixty percent of the aggregate of the Paid-up Share Capital and Free Reserve and Securities Premium account of the Company or one hundred percent of its free reserves, whichever is more.”

“RESOLVED FURTHER THAT in addition to the above, the Board of Directors of the Company be and is hereby authorized to give any amount of loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to other body corporate or person and acquire by way of subscription, purchase or otherwise make further investment in the securities of any other Bodies Corporate provided that the aggregate of the investment made shall not at any time exceed Rs. 300.00 Crores (Rupees Three Hundred Crores Only) at any point of time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the actual sum or sums to be invested in the securities of the said bodies Corporate out of the above limit and to determine the time and manner of Investment and to take all the decisions and to do all such acts, deeds, matters and things as may be required to be done for giving effect to the resolution.”

7. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 01st April, 2026 up to the maximum per annum amounts as appended below. (Rs. in Lacs).

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(Rs. in Lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) w.e.f. 01 st APRIL, 2026				
Transaction defined u/s 188(1) of Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES: -				
COMPANIES:				
Shreesri Buildtech Private Limited		-	-	31.45
Lotus Infra Projects Private Limited		-	-	356.63
Sir Bio Tech India Limited	On actual basis Exempted being in the ordinary course of business and on arm's length basis.	-	-	-
Raghunath Builders Private Limited		-	0.70	0.25
Raghunath International Limited		-	1.60	-
Raghunath Holdings and Finlease Private Limited		-	-	356.65
TRUST/SOCIETY/FIRM/LLP:				
SUBSIDIARIES/ STEP -DOWN SUBSIDIARIES / JOINT -VENTURE:				
DIRECTORS/ KMPs/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRM AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013				
Smt. Alka Dalmia		-	-	-
Mr. Yuvraj Dalmia		-	-	-
Mr. Pulkit Dalmia		-	-	-

by order of the Board

Sd/-
Sneha Pandey
(Company Secretary &
Compliance Officer)

Date: 1st September, 2026
Place: Kanpur

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. As per the Ministry of Corporate Affairs ("MCA") / SEBI circular dated May 12, 2020 and MCA general circular no. 02/2020 dated January 13, 2021/ SEBI circular no. 11 dated January 15, 2021, the notice of the AGM along with Annual Report for the financial 2025-26 is being sent only through electronic mode to those members whose email address is registered with the company/Depositories, unless any Member has requested for a physical copy of the same.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013 read with the applicable Rules thereto, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person who shall not act as proxy for any other person or shareholder.
4. Corporate Member(s) intending to send their Authorized Representative(s) to attend the meetings are requested to send, to the Company, a certified true copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their Representative(s) to attend and vote on their behalf at the meeting.
5. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means instructions and other information relating to e-voting are given in this notice under Note No. 17. The Company will also send communication relating to remote E-voting which Inter alia would contain details about User Id and Password.
6. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business of the notice as set out above is annexed thereto
7. Abhipra Capital Limited, Abhipra Complex, Dilkush Industrial Area, A- 387, G.T. Karnal Road, Azadpur, Delhi-110033 is the Registrar and Share Transfer Agent for physical shares of the Company. Abhipra Capital Limited is also the depository interface of the Company with both NSDL and CDSL.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e- mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members, who have received soft copy of the AGM notice and Annual Report, may request the Company or the RTA for hard copy of the same.
9. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
10. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
11. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with Abhipra Capital Limited, who is acting as our Registrar and Share Transfer Agent.
12. 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 their Depository Participants with whom they are maintaining their Demat accounts. Member holding shares in physical form can submit their PAN detail to the Company or to Abhipra Capital Limited (RTA).
13. Members are requested to carry their copy of Annual Report in the Meeting.
14. The Company's shares are compulsorily traded in Demat form hence the Members who are holding equity shares in physical form are requested to get them dematerialized. Members can contact the Company's Shares Registrars and Transfer Agent's (Abhipra Capital Limited) for assistance in this regard.
15. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. As per Regulation 36(1)(a) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Stock Exchanges permits Companies to send soft copies of the Annual Report to

all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by intimating their email address to the Company at the dedicated email ID i.e., rgc.secretarial@gmail.com.

16. As per the provisions of the Companies Act, 2013 facility for making nomination is available for Members of the Company in respect of shares held by them. The Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form SH-13.

17. Voting Through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting").
- II. The facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. The Company has engaged the services of Abhipra Capital Limited the agency to provide e-voting facility.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period will commence from **27th September, 2026** (9:00 AM) and ends on **29th September, 2026** (5:00 PM). During this period members of the Company, holding shares either in Physical form or in dematerialized form, as on the cut-off date of **23rd September, 2026** may cast their vote by remote e- voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e -voting" end time shall be 5:00 PM on the date preceding the date of General Meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.

- V. The process and manner for remote e-voting are as under: Step 1: Access to NSDL e-Voting system.

STEP 1 : Access to NSDL e-Voting System

A. In case a member receives an email from NSDL [for members whose email ids are registered with the Company/Depository Participants(s)]:

- i. Existing IDeAS user can visit the e-Services website of NSDL Viz. [https:// eservices.nsdl.com](https://eservices.nsdl.com) either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password.
- ii. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting page.
- iii. Click on company name or e-Voting service provider i.e., NSDL and you will be re- directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period
- iv. If you are not registered for IDeAS e-Services, option to register is available at [https:// eservices.nsdl.com](https://eservices.nsdl.com). Select "Register Online for IDeAS Portal" or click at [https:// eservices.nsdl.com/ Secure W eb/Ideas Direct Reg.jsp](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp).
- v. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](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.
- vi. Shareholders/Members can also download NSDL Mobile App "NSDL Speed" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on




Individual Shareholders holding securities in demat mode with CDSL

- vii. Existing users who have opted for Easi / Easiest, they can login through their 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 are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- viii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., **NSDL**. Click on **NSDL** to cast your vote.
- ix. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- x. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
- xi. 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. Upon to be capital logging in, you will be able to see e- Voting option. 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your Vote

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide 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 email id).
 - i. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) **i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - ii. Alternatively, shareholder/members may send a request to evoting@nsdl.co. in for procuring user id and password for e-voting by providing above mentioned documents.
 - iii. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
18. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 19. **M/s. Sushil Gupta & Associates**, Company Secretaries, Kanpur (C.P. No.5064) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rtcllimited.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting, i.e., 30th September, 2026.
NOTE: The Facility for Voting shall be decided by the company i.e., "remote e-voting" or "Ballot Paper" or "Poling Paper". The members who opt, to cast their vote through Postal Ballot or Poll, for the convenience of Shareholders, polling paper/ Ballot paper (MGT- 12) enclosed as annexure to the Annual Report.
 23. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

By order of the Board

Sd/-

**Sneha Pandey
(Company Secretary &
Compliance Officer)**

**Date: 1st September, 2026
Place: Kanpur**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Pooja Agrawal (DIN :11827599), as an Additional Director of the Company in the Independent category, pursuant to Section 161(1) of the Companies Act, 2013, with effect from 01-09-2026 to 31-08-2031.

In terms of Section 161(1), Mrs. Pooja Agarwal holds office only up to the date of this Annual General Meeting. The Company has received from her, in terms of Section 149(6) of the Act and the Rules made thereunder, a declaration that he meets the criteria of independence and is not disqualified from being appointed as a Director under Section 164 of the Act. She has also confirmed that his name is registered in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA) under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. She has further confirmed that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other authority.

In the opinion of the Board, Mrs. Pooja Agarwal fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and is independent of the management of the Company. The Board, having regard to his integrity, expertise, and experience in the field of corporate affairs, is of the view that his continued association as an Independent Director would be in the best interest of the Company.

A notice has been received from a member proposing the candidature of Mrs. Pooja Agarwal for the office of Director, along with the requisite deposit under Section 160 of the Act.

Pursuant to Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director requires approval of members by way of a Special Resolution. Accordingly, this resolution is being placed before the members as special business. (In the Item No. 3)

ITEM NO. 4

The provisions of Section 180(1)(a) of the Companies Act, 2013 with the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on 1st September, 2025 proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to sell, lease, dispose of, create charge, mortgage, hypothecation, pledge Company's assets including tangible and intangible, both present and future, in any manner as the Board/Committee of the Board may direct, up to the limits approved or as may be approved by the shareholders from time to time.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.4 of the Notice, by casting their vote as explained in the notes appended herewith. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No.4 above.

ITEM NO. 5

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender (s). The mortgage and /or charge by the Company of its movable and/ or immovable properties and /or of the whole or any part of the undertaking (s) of the Company in favour of the lenders/agent (s)/ trustees, including the power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (c) of the Companies Act, 2013. Hence the approval of the Shareholders is sought by way of Special Resolution.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.5 of the Notice, by casting their vote as explained in the notes appended herewith. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 5 above.

ITEM NO. 6

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any amount of loan, investment or give guarantee or provide any security and acquire by way of subscription, purchase or otherwise the securities including Equity Shares and Preference Shares of any Body Corporate beyond the prescribed ceiling of Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this approval is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to or and acquire by way of subscription, purchase or otherwise the securities of any Body Corporate, subsidiary companies (including overseas subsidiaries) for an amount not exceeding Rs.300.00 Crores.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

Hence the approval of the Shareholders is sought by way of Special Resolution. The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.6 of the Notice, by casting their vote as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 6 above.

ITEM NO. 7

The provisions of Section 188(1) read with Rule 15(3) of The Companies (Meetings of Board and Its Powers) Rules, 2014 of the Companies Act, 2013 that governs the following Related Party Transactions require a Company to obtain prior approval of the Board of Director and in case the paid-up share capital of a company is Rs.10 crore rupees or more, the prior approval of shareholder by way of Special Resolution:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment to any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary Company or associate company; and
- (g) Underwriting the subscription of any securities or derivatives thereof of the company.

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions which are not on arm's length basis.

The provision of section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In the light of provisions of the 2013 Act, the Board of Directors of your Company has approved the proposed transaction along with annual limit that your Company may enter into with the Related Parties (as defined under the 2013 Act) for the financial year 2025-26 and beyond All prescribed disclosure as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and Its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

THIRTY SECOND ANNUAL REPORT 2025-2026

(Rs. in Lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) w.e.f. 01 st APRIL, 2026				
Transaction defined u/s 188(1) of Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES:-				
COMPANIES :				
Shreesri Buildtech Private Limited		-	-	31.45
Lotus Infra Projects Private Limited		-	-	356.63
Sir Bio Tech India Limited	On actual basis Exempted being in the ordinary course of business and on arm's length basis.	-	-	-
Raghunath Builders Private Limited		-	0.70	0.25
Raghunath International Limited		-	1.60	-
Raghunath Holdings and Finlease Private Limited		-	-	356.65
TRUST/SOCIETY/FIRM/LLP:				
SUBSIDIARIES/ STEP -DOWN SUBSIDIARIES / JOINT -VENTURE:				
DIRECTORS/ KMPs/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRM AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013				
Smt. Alka Dalmia		-	-	-
Mr. Yuvraj Dalmia		-	-	-
Mr. Pulkit Dalmia		-	-	-

By order of the Board

Sd/-
Sneha Pandey
(Company Secretary & Compliance Officer)

Date: 1st September, 2026
Place: Kanpur