

# RCC CEMENTS LIMITED

CIN: L26942DL1991PLC043776

Regd. Office: 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Tel.: 91-11-43571044

Email: [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com) Website: [www.rccements.com](http://www.rccements.com)

## NOTICE OF EGM

NOTICE IS HEREBY GIVEN THAT THE (1/2026-27) EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF RCC CEMENTS LIMITED WILL BE HELD ON FRIDAY, 17<sup>th</sup> JULY, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI-110001

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### SPECIAL BUSINESSES:

1. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION PURSUANT TO THE COMPANIES ACT, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory, regulatory or governmental Authorities, the consent of the Members of the Company be and is hereby accorded for adoption of the new set of Memorandum of Association, in substitution for, and to the entire exclusion of, the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company be and is hereby replaced with the new set of Memorandum of Association in conformity with the provisions of the Companies Act, 2013 & Rules made thereunder.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel(s) of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, including filing of requisite forms and documents with the Registrar of Companies and making such modifications or alterations as may be required by any statutory or regulatory authority, for the purpose of giving effect to this Resolution.”

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013 AND INCORPORATING CERTAIN ALTERATIONS/AMENDMENTS THERETO

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory, regulatory or governmental Authorities, the consent of the Members of the Company be and is hereby accorded for adoption of the new set of Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company, and incorporating therein the additions, alterations, deletions and modifications as set out and detailed in the explanatory statement attached hereto and forming part of this Notice.

**RESOLVED FURTHER THAT** the existing Articles of Association of the Company shall stand superseded and substituted by the new set of Articles of Association including the additions, alterations, deletions and modifications incorporated therein, which have been suitably aligned with the provisions of the Companies Act, 2013, the Rules

framed thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable Laws and Regulations.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel(s) of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, including filing of requisite forms and documents with the Registrar of Companies and making such modifications or alterations as may be required by any statutory or regulatory Authority, for the purpose of giving effect to this Resolution."

**3. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory, regulatory or governmental Authorities, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by substituting the existing Clause III(A) (Objects to be pursued by the Company on its incorporation) and Clause III(B) (Matters which are necessary for furtherance of the objects specified in Clause III(A)) in their entirety with the revised Clause III(A) and Clause III(B) as set out and detailed in the explanatory statement attached hereto and forming part of this Notice.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Objects Clause of the Memorandum of Association Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company shall stand amended accordingly with effect from the date of approval of this Resolution and shall thereafter be read and construed in conjunction with the aforesaid amendments.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel(s) of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, including filing of requisite Forms and documents with the Registrar of Companies and making such modifications or alterations as may be required by any statutory or regulatory Authority, for the purpose of giving effect to this Resolution."

**4. APPOINTMENT OF MR. FAIZAL BAVARAPARAMBIL ABDUL KHADER (DIN: 07729191) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), who was appointed as an Additional Director in the category of Non-Executive Director by the Board of Directors at its meeting held on April 21, 2026, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197(5) of the Companies Act, 2013 & Rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Audit Committee & Nomination &

Remuneration Committee and the Board of Directors, Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), shall be entitled to receive sitting fees for attending the meetings of Board and its Committees within the limits prescribed under the Companies Act, 2013 & Rules made thereunder and as recommended by the Audit Committee & Nomination and Remuneration Committee and approved by the Board from time to time.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to sign and file necessary returns/Forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**5. APPOINTMENT OF MR. SHATRUGHAN SAHU (DIN: 00343726) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Shatrughan Sahu (DIN: 00343726), who was pursuant to the recommendation of the Nomination and Remuneration Committee appointed by the Board of Directors in their meeting held on April 21, 2026, as an Additional Non-Executive Director under Section 161(1) of the Act, designated as an Independent Director, and who has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from April 21, 2026 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197(5) of the Companies Act, 2013 & Rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Audit Committee & Nomination & Remuneration Committee and the Board of Directors, Mr. Shatrughan Sahu (DIN: 00343726), be paid such fees, remuneration and profit-related commission as may be determined and approved by the Board from time to time, within the limits prescribed under the Companies Act, 2013, the Listing Regulations and such other applicable Laws.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to sign and file necessary returns/Forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**6. APPROVAL OF BORROWINGS POWERS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit to pass, with or without modification(s), the following resolutions as a Special Resolution:

“**RESOLVED THAT** in supersession of all the earlier resolutions passed by the Members of the Company in this regard and notwithstanding anything contained therein, pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of monies, from any one or more of the Company’s bankers and/or from any one or more other banks, persons, firms, companies/body

corporates, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company's business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, and Securities Premium, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof duly authorized for the purpose) be and is hereby authorized to arrange or fix/negotiate the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, securities or otherwise as they may think fit and are further authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to sign and file necessary returns/Forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**7. APPROVAL FOR MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the Members of the Company in this regard and notwithstanding anything contained therein, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, and pursuant to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees from time to time in one or more tranches, to any person or other body corporate, upon such terms and conditions as the Board may think fit, notwithstanding that the aggregate amount of such loans, guarantees, securities and investments outstanding at any time may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate amount of all such loans, guarantees, securities and investments shall not at any time exceed INR 50,00,00,000/- (Indian Rupees Fifty Crore Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution the Board of Directors of the Company (including any Committee thereof duly authorized for the purpose) and/or any person authorized by the Board from time to time be and is hereby authorized to take such steps, actions and decisions as may be necessary, desirable or expedient, including obtaining all requisite approvals, consents, permissions and sanctions from any statutory, regulatory or other Authority, and to execute all deeds, agreements, applications, forms, documents, writings and other instruments as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or incidental for giving effect to this Resolution and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** any of the Directors and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to sign and file necessary returns/Forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**8. APPROVAL OF TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the Members of the Company in this regard and notwithstanding anything contained therein, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or any other body corporate(s) in which any Director of the Company is interested or deemed to be interested within the meaning of Section 185 of the Act, in their absolute discretion deem beneficial and in the interest of the Company upto an aggregate sum of INR 25,00,00,000/- (Indian Rupees Twenty Five Crore Only), provided that such loans are utilized by the borrowing entity for its principal business activities only.

**RESOLVED FURTHER THAT** the aggregate outstanding amount of such loan(s), guarantee(s) and/or security(ies) to all Eligible Entities shall not exceed INR 25,00,00,000/- (Indian Rupees Twenty Five Crore Only) at any point in time and the exposure to any single Eligible Entity shall not exceed INR 5,00,00,000/- (Indian Rupees Five Crore Only) or such lower limit as may be approved by the Board from time to time.

**RESOLVED FURTHER THAT** the aforesaid approval shall continue to remain in force unless and until modified by the Members of the Company.

**RESOLVED FURTHER THAT** all such transactions shall be undertaken on an arm’s length basis and, where applicable, in the ordinary course of business, carry an interest rate not lower than prevailing market benchmarks (including MCLR / external benchmark rates or such other rate as may be justified and documented) supported by appropriate documentation, including loan agreements and utilization undertakings.

**RESOLVED FURTHER THAT** all such transactions shall be in accordance with applicable law, compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including approval of Members for material related party transactions, wherever applicable, compliance with limits prescribed under Section 186 of the Companies Act, 2013, wherever applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to identify Eligible Entities from time to time within the above categories, to determine detailed terms and conditions including tenure, repayment, security, covenants, and other commercial terms, delegate powers to any Committee, Director(s) or Key Managerial Personnel, to execute all necessary agreements, documents and writings and to do all such acts, deeds and things as may be necessary, expedient and incidental to give effect to this resolution.

**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby authorized to make necessary filings, disclosures to Stock Exchanges and regulatory Authorities and to do all such acts, deeds and things as may be required to give effect to this resolution.”

**9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) FOR THE FINANCIAL YEAR 2026-27**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zc), 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) read with Sections 185, 186 & 188 and other provisions, if any, as applicable, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force), and subject to such statutory / regulatory approvals, permissions and consents as may be necessary, and pursuant to the recommendation of the Audit Committee and the Board of Directors, the approval of the Members 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) to enter into and/ or undertake and/or continue with the existing and/or carry out new material related party transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or

otherwise) as detailed in the Explanatory Statement including to borrow money, whether secured or unsecured, in one or more tranches to, and /or remuneration and /or transfer of resources, from/ to, **Director(s) and Key Managerial Personnel (“KMP”) of the company, Safa Systems and Softwares Limited, Kanone Technologies Limited**, Related Parties for the Company, on such terms and conditions including tenure, interest rate, security, repayment and other terms as may be determined by the Board, in the best interest of the Company, for an aggregate amount not exceeding **INR 25,60,00,000/- (Indian Rupees Twenty Five Crore Sixty Lakhs Only)** during the Financial Year 2026-27, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Companies Act, 2013 and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof duly authorized for the purpose )and/or any person authorized by the Board from time to time be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant Authorities, including Governmental Authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby authorized to make necessary filings, disclosures to Stock Exchanges and Regulatory Authorities and to do all such acts, deeds and things as may be required to give effect to this resolution.”

**For and on behalf of the Board of  
RCC Cements Limited**

**Sd/-  
Sandeep Singh  
Company Secretary  
Membership No: A-67580**

**Place: New Delhi  
Dated: 19.06.2026**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
3. Queries proposed to be raised at the Extraordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extraordinary General Meeting to enable the management to keep the information ready at the meeting.
4. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Notice to the Meeting.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
6. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
7. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
8. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Extraordinary General Meeting.
9. Members are requested :
  - i) To quote their Folio Nos./DPID No in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
11. *Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details and bank account details as well as to get their shares dematerialized to the company/ RTA, pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the Company.*
12. *Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e MAS Services Limited having registered office is T-34, 11nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company or to the RTA of the Company. Necessary communication in this regard has already been sent separately to the shareholders by the Company.*
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
14. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MAS Services Limited in case the shares are held in physical form.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and Transfer Agents, MAS Services Limited at <https://www.masserv.com/downloads.asp>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. *Members who hold shares in physical mode and have not registered / updated their email addresses with the Company, are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar & Share Transfer Agent of the Company MAS Services Limited ("RTA"). Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated March, 16, 2023, the Company has sent letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios. Further the shareholders can also access the relevant Forms on Company's website at [www.rcccements.com](http://www.rcccements.com)*

*Members holding shares in demat form are requested to update their email address with their respective DPs.*

17. *Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, a special window was opened for re-lodgement of transfer deeds lodged prior to April 01, 2019 which were rejected, returned, or remained unattended due to deficiencies in documents, process, or otherwise, for a period of six months from July 07, 2025 to January 06, 2026, wherein such transfer requests, including those pending with the Company/Registrar and Share Transfer Agent ("RTA"), were processed only in dematerialised ("demat") mode in accordance with the prescribed transfer-cum-demat procedure.*

*Further, in order to facilitate investors in obtaining rightful access to their securities, SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, SEBI has introduced another special window for transfer and dematerialisation of physical securities sold/purchased prior to April 01, 2019, which shall remain open for a period of one year from February 05, 2026 to February 04, 2027. The said special window shall also be applicable to transfer requests that were previously rejected, returned, or not attended to due to deficiencies in documentation, process, or otherwise. Securities transferred pursuant to the said special window shall be credited to the transferee only in demat mode and shall remain under lock-in for a period of one year from the date of registration of transfer, during which period such securities shall not be transferred, lien marked, or pledged.*

*Accordingly, shareholders who could not avail themselves of the earlier opportunity are encouraged to submit the requisite documents to the Company's Registrar and Share Transfer Agent, MAS Services Limited, for processing of their transfer-cum-demat requests.*

Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 10<sup>th</sup> July, 2026 as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the Extraordinary General Meeting (EGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 10<sup>th</sup> July, 2026 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the EGM on 17<sup>th</sup> July, 2026.

The e-voting period will commence at 09.00 A.M. on 14<sup>th</sup> July, 2026 and will end at 05.00 P.M. on 16<sup>th</sup> July, 2026. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS -7631 & CP No. 8325) Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorized Agency to provide remote e-voting facility.

For and on behalf of the Board of  
RCC Cements Limited

Sd/-

Sandeep Singh

Company Secretary

Membership No: A-67580

Place: New Delhi  
Dated: 19.06.2026

## VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the Extraordinary General Meeting (“EGM”) are again reproduced hereunder for easy reference:

- A. The remote e-voting period begins on 09.00 A.M. on 14<sup>th</sup> July, 2026 and will end at 05.00 P.M. on 16<sup>th</sup> July, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10<sup>th</sup> July, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10<sup>th</sup> July, 2026.
- B. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 10<sup>th</sup> July, 2026, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following tollfree no.: 1800-222-990.
- C. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- D. 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 EGM through ballot paper.
- E. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS –7631 & CP No. 8325), has been appointed for 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.
- F. The Chairman shall, at the EGM, 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 “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- G. The Scrutinizer shall after the conclusion of voting at the EGM, 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 Forty Eight hours of the conclusion of the EGM, 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.
- H. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.rccements.com](http://www.rccements.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.
- I. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- J. **The “EVEN” of RCC Cements Limited is “139783”.**





### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode  
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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for 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.nsd.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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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 8digit 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'.
  - (ii) 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:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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?**

1. 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 and General Meeting is in active status.

## RCC CEMENTS LIMITED | Extraordinary General Meeting

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. Now you are ready for e-Voting as the Voting page opens.
3. 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.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskundanagrawal@gmail.com](mailto:cskundanagrawal@gmail.com) or [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) with a copy marked to [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@masserv.com](mailto:info@masserv.com).
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders 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.](#)
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

**For and on behalf of the Board of  
RCC Cements Limited**

**Sd/-  
Sandeep Singh  
Company Secretary  
Membership No: A-67580**

**Place: New Delhi  
Dated: 19.06.2026**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013**

The following explanatory statement as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special businesses mentioned in the accompanying notice for convening the EGM of the company.

**1) ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION PURSUANT TO THE COMPANIES ACT, 2013**

The Company was incorporated under the provisions of the Companies Act, 1956 and is deemed to exist within the framework of the Companies Act, 2013. Accordingly, the existing Memorandum of Association (“MOA”) of the Company is based on the provisions of the Companies Act, 1956 and contains references to specific sections of the said Act, which are no longer in force.

With the enactment of the Companies Act, 2013, various provisions of the existing MOA are required to be aligned with the provisions of the new Act. Therefore, it is considered expedient to adopt a new set of Memorandum of Association in accordance with Table A of Schedule I of the Companies Act, 2013, in substitution of, and to the entire exclusion of, the existing MOA of the Company.

The proposed draft MOA is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and shall also be available at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 1, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in Item No. 1 for approval by the members as a Special Resolution.

**2) ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013 AND INCORPORATING CERTAIN ALTERATIONS/AMENDMENTS THERETO**

The Company was incorporated under the provisions of the Companies Act, 1956 and is deemed to exist within the framework of the Companies Act, 2013. Hence, the existing Articles of Association were based on the provisions of the Companies Act, 1956 and contain references to specific Sections of the Companies Act, 1956 which are no longer in force. With the enactment of the Companies Act, 2013, and amendments thereto, along with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, several provisions of the existing AOA require alignment with the updated legal and regulatory framework.

Accordingly, it is proposed to adopt a new set of Articles of Association in line with Table F of Schedule I of the Companies Act, 2013, suitably modified to incorporate provisions applicable to a listed company under the SEBI LODR Regulations.

**In addition to aligning the Articles of Association with the Companies Act, 2013 and the SEBI (LODR) Regulations, the proposed Articles of Association, inter alia, include the following key amendments, modifications and alterations:**

**1. Modification of Clause 1**

Clause 1 is proposed to be modified by adding the following provision:

*“Subject to the provisions of the Companies Act, 2013 and the rules made thereunder, the Company shall have the power to issue equity shares with voting rights and/or with differential rights as to dividend, voting or otherwise, and preference shares, on such terms and conditions as may be permitted under applicable law.”*

**2. Insertion of Clauses 8A, 8B and 8C**

The following clauses are proposed to be inserted after Clause 8:

**Clause 8A**

*“ a) Subject to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the rules, regulations, circulars and guidelines framed thereunder, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, as amended from time to time, and subject to the Memorandum and Articles of Association of the Company, the Board of Directors shall have the power to issue, offer, allot, create, grant, convert or otherwise deal in Equity Shares, Preference Shares, Convertible Securities, Warrants, Debentures, Bonds, Depository Receipts, Employee Stock Options, Stock Appreciation Rights or any other Securities, whether fully paid-up or partly paid-up, in one or more tranches, and on such terms and conditions as may be determined by the Board.*

- b) *Where at any time the Company proposes to increase its subscribed share capital by the issue of further Equity Shares, such shares may be offered:*
- (i) to the existing equity shareholders of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital held by them, by way of a rights issue in accordance with Section 62(1)(a) of the Act and applicable laws;*
  - (ii) to employees of the Company or of its holding company or subsidiary company under any Employees' Stock Option Scheme or any other employee benefit scheme approved in accordance with Section 62(1)(b) of the Act, the applicable rules and the regulations prescribed by SEBI;*
  - (iii) to any persons, whether or not such persons include existing shareholders or employees, by way of preferential issue, private placement, qualified institutions placement, institutional placement programme, rights issue, bonus issue, further public offer, follow-on public offer, foreign issue, issue of depository receipts, issue of convertible securities, warrants or any other permissible mode of issue, whether for cash or for consideration other than cash, in accordance with Section 62(1)(c) and other applicable provisions of the Act and the regulations prescribed by SEBI and other regulatory authorities.*
- c) *The Board shall be entitled to determine the terms and conditions of any issue or allotment of securities, including but not limited to the issue price, premium, discount (where permitted by law), conversion ratio, tenure, redemption terms, manner of allotment, class of investors, record date, rights attached thereto and all incidental and ancillary matters.*
- d) *Any notice, letter of offer or other communication relating to an issue of securities may be dispatched or transmitted through registered post, speed post, courier, electronic mode or any other mode permitted under applicable law.*
- e) *Nothing contained in this Article shall apply to an increase in the subscribed share capital of the Company caused by the exercise of an option attached to any debentures, bonds, loans or other instruments issued or raised by the Company for conversion thereof into shares or other securities of the Company, provided that the terms of such issue or borrowing containing such option have been approved in the manner prescribed under applicable law.*
- f) *The Board may exercise all such powers and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to any issue, offer, allotment, conversion, transfer, listing or admission to trading of securities and for complying with the requirements of stock exchanges, SEBI, the Registrar of Companies and any other statutory or regulatory authority.*
- g) *The provisions of this Article shall be subject to the Companies Act, 2013, the rules made thereunder, the SEBI Regulations, the Securities Contracts (Regulation) Act, 1956, and any statutory modification, amendment or re-enactment thereof for the time being in force."*

**Clause 8B**

*"The Company can issue shares on private placement basis either at par value or at a premium rate."*

**SHARE CERTIFICATES AND DEPOSITORY SYSTEM**

**Clause 8C**

- a) *The Company shall issue, renew, split, consolidate, replace and endorse share certificates in accordance with the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws.*
- b) *Where any share certificate is surrendered for subdivision, consolidation, renewal or replacement, or where any certificate is defaced, mutilated, torn, worn out or where the space provided for recording transfers has been fully utilised, the Board may cancel the existing certificate and issue a new certificate in lieu thereof on such terms as may be prescribed under applicable law.*
- c) *In the case of any share certificate being lost, stolen or destroyed, the Board may issue a duplicate certificate/ confirmation letter upon such evidence, indemnity and payment of fees and expenses as may be required under applicable law. The Company may recover from the applicant all expenses incurred in connection with the issue of a duplicate or replacement certificate to the extent permitted under applicable law.*
- d) *Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to issue, hold and transfer securities in demat/electronic form in accordance with the provisions of the Depositories Act, 1996, the Companies Act, 2013 and the applicable rules and regulations.*
- e) *The Register and Index of Beneficial Owners maintained by a Depository shall be deemed to be the Register and Index of Members in respect of securities held in dematerialised form.*

- f) *The Depository shall be deemed to be the registered owner of securities held in dematerialised form for the limited purpose of effecting transfer of ownership. The beneficial owner shall be entitled to all rights, benefits and liabilities in respect of such securities, including voting rights, dividends and other corporate benefits.*
- g) *The transfer and transmission of securities held in dematerialised form shall be governed by the provisions of the Depositories Act, 1996 and the rules and regulations made thereunder.*
- h) *The Company shall be entitled to treat the person whose name appears in the Register of Members or in the records of a Depository as the absolute owner of the securities and shall not be bound to recognise any trust or equitable interest therein except as required by law.*
- i) *The provisions of the Companies Act, 2013, the Depositories Act, 1996 and other applicable laws shall prevail over anything inconsistent contained in these Articles.*

**4. Insertion of Clauses 66A and 66B**

The following clauses are proposed to be inserted after Clause 66:

**MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)**

**Clause 66A**

*(i) Subject to the provisions of the Act, the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole Time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions, including liability to retire by rotation, as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Directors/Whole Time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.*

*(ii) The Directors may whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Joint Managing Directors" or "Deputy Managing Directors" as the case may be.*

*(iii) Subject to the provisions of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in the General Meeting and of the Central Government, if required.*

**BORROWING POWER OF BOARD**

**Clause 66B**

*(a) Subject to section 73, 179 and 180(1)(c) of the Companies Act, 2013 and Regulations made there under and/or Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest as may be approved by the Directors.*

*(b) The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.*

**4. Deletion of Clause 79**

Clause 79 of the existing Articles of Association is proposed to be deleted.

**5. Insertion of Clause 92A**

The following clause is proposed to be inserted:

**GENERAL POWERS**

**Clause 92A**

*"Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorized by its Articles, then in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided."*

The proposed draft Articles of Association are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and shall also be available at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 2 except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in Item No. 2 for approval by the members as a Special Resolution

**3) ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Company was originally incorporated with the principal object of carrying on business in the cement and allied products sector. However, owing to prolonged inactivity in its core operations, limited revenue generation and evolving market dynamics, the Board of Directors has undertaken a comprehensive review of the Company's business operations and future growth opportunities. Based on such review, the Board is of the view that diversification into the consumer electronics and allied products sector would provide the Company with an opportunity to explore new avenues of business, enhance its revenue prospects and create long-term value for its stakeholders.

The Board has also considered the experience and industry exposure of Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), who was appointed as an Additional Director of the Company with effect from April 21, 2026. Mr. Faizal Bavaraparambil Abdul Khader possesses approximately 18 years of entrepreneurial and business experience in manufacturing and trading activities relating to plywood, spices, resins, petrochemicals and distribution of electronics products. The Board believes that his experience, business acumen and industry knowledge would be beneficial in establishing and expanding the Company's proposed business operations.

The Company proposes to undertake business activities focused on the trading, distribution, sourcing, procurement, marketing, import, export, warehousing, logistics, supply chain management, retail, wholesale, e-commerce and allied commercial activities relating to consumer electronics, electrical and electronic appliances, communication devices, digital products, accessories, spare parts, components, peripherals and allied products.

In order to enable the Company to commence and carry on the aforesaid business activities, it is necessary to alter the existing Object Clause of the Memorandum of Association of the Company. Accordingly, pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members is sought for substitution of the existing Clause III(A) (Objects to be pursued by the Company on its incorporation) and Clause III(B) (Matters which are necessary for furtherance of the objects specified in Clause III(A)) of the Memorandum of Association in their entirety with the following revised clauses:

**"III.**

**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**

- 1. To engage in the business of manufacturing, assembling, designing, developing, processing, importing, exporting, buying, selling, trading, supplying, distributing and dealing in mobile phones, smartphones, feature phones, handsets, wireless communication devices, telephony equipment and all other communication products and devices operating on any platform, technology or operating system.*
- 2. To undertake the business of manufacturing, assembling, designing, developing, processing, importing, exporting, buying, selling, trading, supplying and distributing consumer electronics, consumer durable goods, electrical and electronic appliances, gadgets, smart devices and equipment of every kind and description, including but not limited to mobile and handheld devices, tablets, smartwatches, wearable devices, fitness trackers, smart home products, Internet of Things (IoT) devices, drones, cameras, gaming consoles, virtual reality (VR) and augmented reality (AR) devices, televisions, refrigerators, air conditioners, washing machines, microwave ovens, kitchen appliances, water purifiers, air purifiers, and all other electronic, digital, electrical, consumer durable, smart and allied products, equipment, systems, accessories and components.*
- 3. To manufacture, assemble, import, export, buy, sell, trade, supply and deal in computers, computer hardware, software-integrated devices, peripherals, networking products, information technology equipment, data storage devices, electronic components, spare parts, accessories and allied products of every description.*
- 4. To establish, operate and conduct the business of manufacturing, assembling, importing, exporting, buying, selling, trading, supplying, distributing and dealing in mobile accessories, electronic accessories, audio-visual equipment, televisions, display systems, media devices, home entertainment products, chargers, power banks, cables, headphones, speakers and all other accessories, components, attachments, ancillary products and allied goods; and to act as manufacturers, assemblers, importers, exporters, traders, wholesalers, retailers, distributors, stockists, dealers, agents, commission agents and franchisees in relation thereto.*

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (A) ARE:-**

1. *To establish, set up, operate and manage service centres, repair and maintenance facilities, after-sales service centres, and technical support centres for mobile phones, electronic gadgets, computers, consumer electronics, and all other products dealt with by the Company, and to provide warranty services, extended warranty programmes, and technical assistance to customers and channel partners.*
2. *To establish, maintain and operate online portals, e-commerce platforms, mobile applications, digital marketplaces, websites and other digital channels for the purpose of sale, distribution, marketing, and promotion of the Company's products, and to engage in electronic commerce and digital retail in relation to all products dealt with by the Company.*
3. *To act as authorised distributors, authorised dealers, authorised service centres, agents, sub-dealers, franchisees or resellers of mobile phone manufacturers, consumer electronics brands, and technology companies, both Indian and foreign, and to enter into distribution agreements, dealership agreements, franchise agreements, authorised service agreements, and other commercial arrangements for the purpose of carrying out the main objects of the Company.*
4. *To establish, operate and manage warehouses, distribution centres, fulfilment centres, logistics hubs, retail showrooms, experience centres, and storage facilities, and to provide logistics, transportation, last-mile delivery, and supply chain management services ancillary to the main objects of the Company.*
5. *To carry on the business of import and export of all products dealt with by the Company in compliance with the Foreign Trade Policy of India, the regulations of the Directorate General of Foreign Trade (DGFT), applicable customs laws, and all other laws and regulations governing international trade, and to obtain all necessary import-export licences, registrations and approvals.*
6. *To provide installation, commissioning, configuration, software loading, testing, calibration and technical services in respect of all products dealt with by the Company.*
7. *To enter into joint ventures, collaborations, tie-ups, strategic partnerships, memoranda of understanding (MOUs), and business arrangements with manufacturers, original equipment manufacturers (OEMs), brands, technology companies, wholesalers, retailers and other entities in India and abroad for the purpose of carrying out the main objects of the Company.*
8. *To provide consumer financing facilitation, equated monthly instalment (EMI) schemes, and to tie up with banks, non-banking financial companies (NBFCs), and other financial institutions to offer purchase financing options to customers, in compliance with applicable laws and regulations.*
9. *To enter into agreement and contracts, with Indian or Foreign individuals, companies and other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.*
10. *To enter into partnership or into any agreement for sharing of profit union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on, engaged in or about to carry on or engage in any business or transaction, which this company is authorised to carry on or engage in and to guarantee the contracts or otherwise assist any person firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with such shares and securities.*
11. *To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.*
12. *To advertise and adopt means of making known the business activities of the any articles or goods traded or dealt in by the company or any way as may including posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions, demonstrations and the giving of prizes, rewards and donations.*
13. *To apply for purchase or otherwise acquire and protect, prolong, trade and renew trademarks, names, designs, secret processes, patent right, brevets and protections of invention, licences, and concessions which may appear likely to be advantageous or useful to the company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire or develop.*
14. *To enter into any agreement with any government or state authority municipal local or otherwise that may seem conducive to the company's object or any of them and to obtain from any such government or state authority, any rights, privileges and concessions grants which may seem conducive to the company's object or any of them.*

15. *To purchase or otherwise acquire and undertake the whole or any part of the Business, property, rights and liabilities of any person firm or company carrying on any business which this company is authorized to carry on and to purchase acquire apply for hold sell and deal in shares stock debenture stock of any such person firm or company and to conduct or make carry into effect any arrangement in regard to the winding up of the business of any such person, firm or Company.*
16. *To buy obtain or lease or otherwise acquire lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.*
17. *Subject to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, to amalgamate, merge or enter into any arrangement with any other company or body corporate, whether in India or abroad, and to enter into partnership or any arrangement for sharing of profits, union of interests, cooperation, joint venture or reciprocal concession.*
18. *Subject to the provisions of the Companies Act, 2013, to incur or pay out of the funds of the company to the promoters and others if any, all the cost, charges and expenses with respect to the promotion, formation, registration and establishment of the Company and all other expenses including interest on the funds invested by them at such rates as the directors may deem fit and reimbursement of deposit, advances for purchases, expenses, for negotiation, formation and incorporation of and business commencement by the company.*
19. *To take over, approve, adopt or ratify all steps taken and commitments made by the for the proposed business of the company prior to its incorporation and business commencement.*
20. *To remunerate or make donations (by cash or in kind or by the allotment of fully or partly paid up shares or by calls or option on shares, debentures, debenture stock, securities of this or any other company or in any other manner) whether out of the Company's capital profits or otherwise to person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company think proper.*
21. *To draw make, issue, accept and to endorse, discount hundies, and negotiate promissory notes, bills of exchange, bills of lading, letters of credit, delivery order, warrants, warehouse keeper's certificates and other negotiable, commercial and mercantile instruments connected with the business of the Company.*
22. *To open accounts with any individual, firm or company or with any bank or banks and to pay into and withdraw monies from such account or accounts.*
23. *To lend or deposit monies belonging to or entrusted to or placed at the disposal of the Company to such person or company and in particular to customers and others having dealing with the company with or without security upon such terms as may be thought proper and guarantee the performance of contracts of such person or company but not to do the business of banking as defined in the Banking Regulations Act, 1949.*
24. *To make advances upon or for the purchase of materials, goods, machinery stores and other articles or services required for the purpose of the Company.*
25. *Subject to the provisions of the Companies Act, 2013, to borrow or raise money with or without security or to receive money on deposit on interest or otherwise in such manner as the company may think fit and in particular by the issue of preference shares or stock of any kind or description, debentures or debenture stock perpetual or otherwise including debentures or debenture stock convertible into shares of this or any other company and to offer as security for any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the Company present or future including its uncalled capital and to purchase, redeem or pay off such securities. The acceptance of deposits, if any, by the company, shall be subject to the provision of the Companies Act, 2013 and the rules framed thereunder.*
26. *To sell mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or properties including pattern Trade Marks of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having object altogether or in part similar to those of this Company.*
27. *To improve, manage, work, develop, alter, exchange, mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the property's rights and concessions of the Company.*
28. *To provide for the welfare of the employees or ex-employees of the company or their wives, widows, families or dependents or relatives of such persons by building or contributing to the building of houses, dwelling or grant of money, pensions, gratuity, bonus payment towards insurances or other payment, or by creating from time to time, subscribing or contributing to adding or supporting provident funds or*

*conveniences and by providing or subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit.*

29. *Subject to the provisions of the Companies Act, 2013, to assist subscribe or contribute or otherwise or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or any public general or useful objects.*
30. *To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.*
31. *To distribute any of the properties of the company amongst the members in specie or kind consequent upon the winding up of the Company.*
32. *To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company and to place or guarantee the placing of, under-write, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.*
33. *To experiment and incur expenses, necessary for the purpose of improving on the present method and process of working the several business which the company is authorized to carry on and to carry on research for improving, developing or effecting economy and greater efficiency in the process of production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with any of the business for which the Company is established.*
34. *To open offices in India and abroad for the purpose of securing the business, for procuring raw materials, machineries, plant and for pushing sales of the Company's product and appoint agents or agencies, branches or other offices for advertising, selling, exhibiting, keeping or disposing of goods and other merchandise in connection with the objects of the Company or any one of them.*
35. *As permissible under the Companies Act, to distribute in specie or otherwise as may be resolved any property or assets of the Company or any proceeds of sales or disposal of any property or assets of the company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liability of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.*
36. *To give any officers, servants or employees of the Company, any share of interest in the profit of the company's business or any branch thereof, whether carried on by means or through the agency of any subsidiary Company or not and for the purpose to enter into any arrangements the Company may think fit.*
37. *To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.*
38. *To acquire from any Government, Central, State, Local or Foreign or Public body or Persons or authority or from any private individual any concession, grants, decrees, rights, powers, and privileges whatsoever which may seem to the company conducive or which the Company may think directly or indirectly conducive to carry of its objects or capable of being carried on in connection with its business and to work, develop, carryout, exercise and turn to account the same.*
39. *To grant pecuniary or other aid or free scholarship in full or in part with or without boarding and lodging to any student or students or others selected by Directors for studying or receiving training in the manufacturers or otherwise of the products specified above and kindred subject in India or in foreign countries with or without consideration of acquiring for the Company his or their services after the completion of such course or courses of the training.*
40. *To enter into agreement with any person or concerns in India or abroad for the purpose of importing any materials or machineries for carrying on any of the objects of the company or for technical know-how.*
41. *To support and subscribe or contribute to any funds of any party, trade commerce or industry provided that such contribution is likely to be, in the opinion of the Company, in the interest of the Company, but not for political purposes.*
42. *To create any depreciation fund, reserve fund, sinking fund, insurance fund or special or other funds whether for depreciation or for repairing, improving, extending or maintaining of the property of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.*
43. *To do all such other acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or any of them, and which are not inconsistent with the provisions of the Companies Act, 2013 or any other applicable law for the time being in force."*

The proposed alteration of the Memorandum of Association will enable the Company to align its constitutional documents with its proposed business operations and provide the necessary legal framework for carrying on its new line of business.

The proposed draft Memorandum of Association is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and shall also be available at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 3 except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in Item No. 3 for approval by the members as a Special Resolution.

**4) APPOINTMENT OF MR. FAIZAL BAVARAPARAMBIL ABDUL KHADER (DIN: 07729191) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191), upon the recommendation of the Nomination & Remuneration Committee, was appointed as an Additional Director of the Company by the Board of Directors with effect from April 21, 2026 in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder. He holds office till the conclusion of the ensuing Annual General Meeting for the Financial Year ending 31<sup>st</sup> March, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder.

However, as per the SEBI (LODR) Regulations, 2015, if the Board of a listed entity appoints an Additional Director than the approval of shareholders for appointment of such person on the Board of Directors has to be obtained at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier pursuant to the provisions of Regulation 17(1C) of SEBI (LODR) Regulations, 2015.

The Company has received a notice from member under Section 160 of the Companies Act, 2013 along with deposit of requisite amount proposing his candidature for the office of Director liable to retire by rotation.

Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

**His brief profile has been mentioned hereinbelow:**

Mr. Faizal Bavaraparambil Abdul Khader is a committed and motivated entrepreneur with nearly 18 years of diverse experience across manufacturing and trading of plywood, spices, resins, and petrochemicals, as well as distribution of electronic products. He has extensive expertise in managing all aspects of business development and operations, demonstrating strong leadership and strategic acumen.

He is an innovative and performance-driven professional, known for his decisive approach and ability to build and maintain strong client relationships.

The details of outside Directorships and Committee memberships of Mr. Faizal Bavaraparambil Abdul Khader are as follows:

<b>Name of the Director</b>	<b>Name of the Listed Entity and category</b>	<b>In Unlisted Public Limited companies</b>	<b>As Chairman/ Member of Board Committees</b>
Mr. Faizal Bavaraparambil Abdul Khader	Safa Systems & Technologies Limited/ Managing Director	Kanone Technologies Limited/ Director	Kanone Technologies Limited/ Director-Member of Audit Committee, NRC and Chairperson of SRC
	B.P. Capital Limited / Director	Safa Plywoods Pvt. Ltd/ Director	Safa Systems & Technologies Limited-Member of Stakeholders Relationship Committee
	Interworld Digital Limited / Additional Director	Kanone Petrochem Private Limited / Director	B.P. Capital Limited- Member of Nomination & Remuneration Committee

Listed entities from which Mr. Faizal Bavaraparambil Abdul Khader has resigned in the past three years - NIL

Mr. Faizal Bavaraparambil Abdul Khader does not have any relationship with any of the existing directors and Key Managerial Personnel and does not hold any equity shares of the Company.

Keeping in view the experience and expertise of Mr. Faizal Bavaraparambil Abdul Khader, the Board considers it desirable that the Company should avail the services of Mr. Faizal Bavaraparambil Abdul Khader and accordingly recommends the Resolution at Item No 4 for approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Faizal Bavaramparambil Abdul Khader is concerned or interested, financially or otherwise in the resolution set out in Item No.4.

The Board of Directors recommends the resolution set out in Item No. 4 for approval by the members as a Special Resolution.

**5) APPOINTMENT OF MR. SHATRUGHAN SAHU (DIN: 00343726) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Shatrughan Sahu (DIN: 00343726), upon the recommendation of the Nomination & Remuneration Committee, was appointed as an Additional Director designated as an Independent Director of the Company by the Board of Directors with effect from April 21, 2026 in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder. He holds office till the conclusion of the ensuing Annual General Meeting for the Financial Year ending 31<sup>st</sup> March, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder.

However, as per the SEBI (LODR) Regulations, 2015, if the Board of a listed entity appoints an Additional Director than the approval of shareholders for appointment of such person on the Board of Directors has to be obtained at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier pursuant to the provisions of Regulation 17(1C) of SEBI (LODR) Regulations, 2015.

The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Shatrughan Sahu for the office of Director of the Company. Mr. Shatrughan Sahu has given his consent to act as an Independent Director and has submitted a declaration that he meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that he is not disqualified to be appointed as an Independent Director under the Companies Act, 2013.

In the opinion of the Board, Mr. Shatrughan Sahu fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director. It is, therefore, proposed to appoint him as an Independent Director of the Company for a term of five (5) consecutive years with effect from April 21, 2026, and his office shall not be liable to retire by rotation.

**His brief profile has been mentioned hereinbelow:**

Mr. Shatrughan Sahu, is a Bachelor of Commerce from prestigious University. He has an extensive experience of more than two decades in various aspects of management, viz., the field of finance, accounts, taxation, corporate secretarial matters, marketing and general administration.

The details of outside Directorships and Committee memberships of Mr. Faizal Bavaramparambil Abdul Khader are as follows:

<b>Name of the Director</b>	<b>Name of the Listed Entity and category</b>	<b>In Unlisted Public Limited companies</b>	<b>As Chairman/ Member of Board Committees</b>
Mr. Shatrughan Sahu	Polar Marmo Agglomerates Limited/Director	C. N Flour Mills Private Limited/ Director  Omkam Pharmaceuticals Private Limited/ Director  Dhiru Development and Constructions Private Limited/ Director  Kameshwari Buildwell Limited/ Director  Omkam Holiday Homes Private Limited/ Director  Kalypso Developers Private Limited/ Director  Allspace Logistics Private Limited/ Director	Polar Marmo Agglomerates Limited - Chairman of Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee

Listed entities from which Mr. Shatrughan Sahu has resigned in the past three years - NIL

Mr. Shatrughan Sahu does not have any relationship with any of the existing directors and Key Managerial Personnel and he holds 11699 equity shares of the company.

Keeping in view the experience and expertise of Mr. Shatrughan Sahu, the Board considers it desirable that the Company should avail the services of Mr. Shatrughan Sahu and accordingly recommends the Resolution at Item No 5 for approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shatrughan Sahu is concerned or interested, financially or otherwise in the resolution set out in Item No.5.

The Board of Directors recommends the resolution set out in Item No. 5 for approval by the members as a Special Resolution.

**6) APPROVAL OF BORROWINGS POWERS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013:**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the members by way of a Special Resolution, borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the Company's present and future business requirements, expansion plans, working capital needs and other funding requirements, the Company may be required to raise additional financial resources from time to time. Accordingly, the Company may avail financial assistance from banks, financial institutions, institutional investors, bodies corporate, other lending entities and/or any other persons, whether in India or abroad, through various modes including loans, cash credit facilities, overdrafts, advances, bill discounting, issue of debentures, commercial papers, syndicated loans or any other debt instruments, denominated in Indian Rupees and/or foreign currencies as may be permitted under applicable laws.

In order to provide adequate financial flexibility to the Company and enable the Board of Directors to mobilize funds whenever required for the Company's business activities, it is proposed to authorize the Board to borrow monies from time to time, notwithstanding that the aggregate amount of such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings at any point of time shall not exceed INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only).

The approval sought under this resolution shall supersede all earlier approvals granted by the members in respect of borrowing powers under Section 180(1)(c) of the Companies Act, 2013, to the extent applicable.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the resolution set out in Item No. 6 for approval by the members as a Special Resolution.

**7) APPROVAL FOR MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act"), a company is permitted to make loans, provide guarantees, furnish securities and make investments in excess of the prescribed limits specified under the said section only with the prior approval of the members by way of a Special Resolution.

As part of its business strategy and financial management objectives, the Company may, from time to time, identify suitable opportunities for making strategic investments, granting inter-corporate loans, providing guarantees or securities to body corporates and other entities for business purposes. Such transactions may be undertaken to support business expansion, strategic alliances, acquisitions, investment opportunities, treasury management activities and other commercial objectives that are considered beneficial to the Company.

In order to enable the Company to promptly capitalize on such opportunities and to provide operational flexibility to the Board of Directors to undertake such transactions as and when considered expedient, it is proposed to authorize the Board of Directors to make loans, give guarantees, provide securities and/or make investments in

excess of the limits specified under Section 186 of the Act, provided that the aggregate amount of all such loans, guarantees, securities and investments outstanding at any point of time shall not exceed INR 50,00,00,000/- (Indian Rupees Fifty Crore Only).

The approval sought under this resolution shall supersede all earlier approvals granted by the members in respect of making investments/ extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate under section 186 of the Companies Act, 2013, to the extent applicable.

Except to the extent of their interest, if any, in the entities to whom loans may be advanced or in connection with whose borrowings, guarantees or securities may be provided pursuant to this authorization, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in Item No. 7 for approval by the members as a Special Resolution.

**8) APPROVAL OF TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may, subject to the approval of the members by way of a Special Resolution and fulfilment of the prescribed conditions, advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or body corporate in which any director of the company is interested.

As part of its business strategy and financial management objectives, the Company may, from time to time, identify suitable opportunities for extending financial assistance by way of inter-corporate loans, guarantees and/or securities to entities in which directors of the Company may be interested, directly or indirectly, within the meaning of Section 185 of the Act. Such transactions may be undertaken to support business expansion, strategic alliances, operational requirements, investment opportunities, treasury management activities and other commercial objectives that are considered beneficial to the Company.

In order to enable the Company to promptly capitalize on such opportunities and to provide operational flexibility to the Board of Directors to undertake such transactions as and when considered expedient, it is proposed to authorize the Board of Directors to advance loans, including loans represented by book debts, and/or provide guarantees or securities in connection with loans availed by eligible persons or bodies corporate covered under Section 185 of the Act, provided that the aggregate amount of all such loans, guarantees and securities outstanding at any point of time shall not exceed INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only).

All such loans, guarantees and securities shall be provided in compliance with the provisions of Section 185 and other applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. The borrowing entities shall utilize the funds only for their principal business activities and the transactions shall be undertaken on such terms and conditions as may be determined by the Board from time to time in the best interests of the Company.

The approval sought under this resolution shall supersede all earlier approvals granted by the members in respect of loans, guarantees and securities covered under Section 185 of the Companies Act, 2013, to the extent applicable.

Except to the extent of their interest, if any, in the entities to whom loans may be advanced or in connection with whose borrowings, guarantees or securities may be provided pursuant to this authorization, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in Item No. 8 for approval by the members as a Special Resolution.

**9) APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) FOR FINANCIAL YEAR 2026-27**

Pursuant to Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, all material related party transactions and subsequent material modifications thereto require prior approval of the shareholders of a listed entity by way of an Ordinary Resolution.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction to mean a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged and irrespective of whether a consideration is involved.

In the ordinary course of its business and in furtherance of its business objectives, the Company may enter into transactions with its related parties, including Directors, Key Managerial Personnel, group entities and other related parties, from time to time. Such transactions may include, inter alia, borrowing and lending of funds, provision or receipt of services, payment of remuneration, transfer of resources, purchase or sale of goods and services, provision of guarantees or securities and such other transactions as may be permissible under applicable laws.

To facilitate business requirements and ensure operational flexibility, the Company proposes to enter into and/or continue existing related party transaction(s) and/or undertake new related party transaction(s) with its related parties, including Directors and Key Managerial Personnel of the Company, Safa Systems and Softwares Limited, Kanone Technologies Limited and other related parties, whether individually or through a series of transactions, for an aggregate value not exceeding INR 25,60,00,000/- (Indian Rupees Twenty Five Crore Sixty Lakh Only) during the financial year 2026-27.

The Audit Committee has reviewed the proposed transactions and has recommended the same to the Board for approval, subject to the approval of the Members. The Board of Directors is of the opinion that the proposed transactions are commercially beneficial and in the best interests of the Company. All such transactions shall be undertaken on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Accordingly, approval of the Members is sought under Section 188 of the Companies Act, 2013 and Regulation 23 and other applicable provisions of the SEBI Listing Regulations for the proposed material related party transaction(s) up to an aggregate amount of INR 25,60,00,000/- (Indian Rupees Twenty Five Crore Sixty Lakh Only) during FY 2026-27.

**Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 9 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the Members.

Except to the extent of their shareholding and/or interest in the respective related party entities and transactions, none of the Directors, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the said resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and Disclosure under Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the transactions with the Director, KMP, Safa Systems & Technologies Limited and Kanone Technologies Limited are as follows:

S. No.	Particulars	1.	2.	3.	4.
1	<b>Designation/Name of Related Parties</b>	Director	KMP	Safa Systems & Technologies Limited	Kanone Technologies Limited
2	<b>Name of the Director or KMP who is related</b>	Mr. Faizal Bavaraparambil Abdul Khader	Company Secretary and Compliance Officer and Chief Financial Officer	Mr. Faizal Bavaraparambil Abdul Khader	Mr. Faizal Bavaraparambil Abdul Khader

<b>3</b>	<b>Nature of Relationship</b>	Director of the Company	KMP of the Company	Mr. Faizal Bavaraparambil Abdul Khader, Director of the Company, is also a Director in Safa Systems & Technologies Limited	Mr. Faizal Bavaraparambil Abdul Khader, Director of the Company, is also a Director in Kanone Technologies Limited.
<b>4</b>	<b>Type of transaction</b>	Borrowings by our Listed Company	Remuneration by our Listed Company	Borrowings by our Listed Company	Borrowings by our Listed Company
<b>5</b>	<b>Monetary Value</b>	Rs. 5,00,00,000/-	Rs. 60,00,000/-	Rs. 10,00,00,000/-	Rs. 10,00,00,000/-
<b>6</b>	<b>Justification as to why the RPTs are in the interest of the Company</b>	The Related Party Transactions (RPTs) undertaken by the Company are essential for achieving its strategic, operational, and financial objectives.			
<b>7</b>	<b>Materials terms and particulars of the Contracts/ arrangements</b>	The remuneration paid and borrowings made by the Company depend on its business requirements from time to time. The terms and details of such transactions may vary based on the Company's needs. All such transactions will be undertaken in the ordinary course of business and on an arm's length basis.			
<b>8</b>	<b>Any advance paid or received for the contracts/ arrangements</b>	As per industry norms, customs and usages.			
<b>9</b>	<b>Tenure of contracts/ arrangement</b>	April 1, 2026 to March 31, 2027			

**As per SEBI Master Circular dated January 30, 2026, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, required listed entities to follow Minimum information to be provided to the Shareholders for approval of Related Party Transactions (“RPT Industry Standards”), formulated by Industry Standards Forum are mentioned below:**

**1. Details of the Related Party Transactions with Mr. Faizal Bavaraparambil Abdul Khader**

**PART-A**

<b>S.no</b>	<b>Particulars of the information</b>	<b>Information provided by the Management</b>
<b>A (1). Basic details of the related party</b>		
1.	Name of the related party	Mr. Faizal Bavaraparambil Abdul Khader
2.	Country of incorporation/ citizenship of the related party	India
3.	Nature of business of the related party	NA
<b>A (2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Faizal Bavaraparambil Abdul Khader is a Director of the Company and is therefore a Related Party under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA

	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA						
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA						
<b>A (3). Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil						
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td></td> <td></td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-26 (INR)	1.			
S. No.	Nature of Transactions	FY 2025-26 (INR)						
1.								
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years	No						
<b>A (4). Amount of the proposed transaction(s)</b>								
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Aggregate amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crore Only)						
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.						
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA						

## RCC CEMENTS LIMITED | Extraordinary General Meeting

5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable, as the related party is an individual and the concept of annual standalone turnover is not applicable. Accordingly, the value of the proposed transaction as a percentage of the related party's annual standalone turnover cannot be computed.	
6	Financial performance of the related party for the immediately preceding financial year:	Not Applicable, as the related party is an individual and does not prepare audited financial statements. Accordingly, financial performance details for the immediately preceding financial year are not available for disclosure.	
	Particulars		FY 2025-26
	Turnover		-
	Profit After Tax		-
	Net Worth		-
<b>A (5) Basic details for proposed transactions</b>			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings	
2	Details of the proposed transaction	The Company proposes to avail unsecured loans from Mr. Faizal Bavaraparambil Abdul Khader, a related party, from time to time, in one or more tranches, for meeting its business requirements, working capital needs and general corporate purposes, for an aggregate amount not exceeding Rs.5,00,00,000 (Rupees Five Crore Only) during the tenure of the proposed transaction. The loans shall be unsecured in nature and shall be availed on such terms and conditions, including tenure and repayment, as may be mutually agreed between the parties and in compliance with applicable laws.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2026 to March 31, 2027	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crore Only), during FY 2026-27.  NA	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Audit Committee and the Board have considered the rationale and benefits of the proposed transaction and are of the opinion that the proposed borrowing is in the best interest of the Company, as it will facilitate timely access to funds for meeting its operational requirements, working capital needs and business objectives, while enhancing financial flexibility. The proposed transaction shall be undertaken on an arm's length basis and on terms that are fair and reasonable to the Company and is expected to be beneficial to the Company and its shareholders as a whole.	
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  a. Name of the director / KMP	Mr. Faizal Bavaraparambil Abdul Khader (Director of the Company)	

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	No
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA
9	Other information relevant for decision making	The proposed borrowing will provide the Company with timely access to funds for meeting its operational, working capital and business requirements. The Audit Committee and the Board have considered all relevant facts and circumstances and are of the view that the proposed transaction is in the best interests of the Company. Further, the proposed borrowing shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws. Save as disclosed in this Explanatory Statement, there is no other information considered material for the members to make an informed decision on the proposed resolution.

**PART B**

**Information in respect of specific type of Related Party Transactions**

<b>B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
<b>S. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Material covenants of the proposed transaction	The Company may avail unsecured loans from Mr. Faizal Bavaraparambil Abdul Khader, from time to time, in one or more tranches, for an aggregate amount not exceeding Rs. 5,00,00,000 (Rupees Five Crore Only). The loan shall be unsecured in nature and shall be utilized for meeting the Company's working capital requirements, business operations and general corporate purposes. The tenure, interest, repayment schedule and other terms and conditions of the loan shall be mutually agreed between the parties from time to time and shall be in compliance with applicable Laws. The transaction shall be undertaken on arm length basis and shall be on terms that are fair, reasonable and in the best interests of the Company.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The rate of interest, if any, shall be mutually agreed between the parties and shall be on arm's length basis and in accordance with applicable Laws.
3.	Cost of borrowing	The cost of borrowing under the proposed transaction is expected to be competitive and beneficial to the Company, having regard to prevailing market conditions and alternative funding sources.
4.	Maturity / due date	The loan shall be repayable on demand or in accordance with such repayment terms as may be mutually agreed between the parties from time to time.

5.	Repayment schedule & terms	The loan shall be repayable on demand and/or in accordance with such repayment schedule, tenure and other terms as may be mutually agreed between the Company and the lender from time to time.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for meeting the Company's working capital requirements, administrative, operational and business needs, growth initiatives, statutory obligations, strategic opportunities and other general corporate purposes, in accordance with applicable Laws and the requirements of the Company from time to time.

**PART C**

<b>C (4). Disclosure only in case of Material transactions relating to borrowings by the listed entity or its subsidiary</b>		
<b>S. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction-	0.59 9.29
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statement a. Before transaction b. After transaction	0.00 0.00

**2. Details of Related Party Transactions with Key Managerial Personnel (KMP) of the Listed Company**

**PART-A**

<b>S. no</b>	<b>Particulars of the information</b>	<b>Information provided by the Management</b>
<b>A (1). Basic details of the related party</b>		
1.	Name of the related party	Company Secretary and Compliance Officer and Chief Financial Officer
2.	Country of incorporation of the related party/Citizenship	India
3.	Nature of business of the related party	N.A.
<b>A (2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Key Managerial Personnel (KMP) of the Listed Company
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	N.A.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A.
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NIL

<b>A (3). Details of previous transactions with the related party</b>											
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.										
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Remuneration Paid-CS</td> <td>2,78,518/-</td> </tr> <tr> <td>2.</td> <td>Remuneration Paid-CFO</td> <td>2,76,000/-</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-26 (INR)	1.	Remuneration Paid-CS	2,78,518/-	2.	Remuneration Paid-CFO	2,76,000/-	
S. No.	Nature of Transactions	FY 2025-26 (INR)									
1.	Remuneration Paid-CS	2,78,518/-									
2.	Remuneration Paid-CFO	2,76,000/-									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).										
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S. No.	Nature of Transactions	From 01.04.2026 to 31.05.2026 (INR)									
1.	Remuneration Paid-CS	2,03,335/-									
2.	Remuneration Paid-CFO	60,000/-									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years	No									
<b>A (4). Amount of the proposed transaction(s)</b>											
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Aggregate amount not exceeding Rs. 60,00,000 (Rupees Sixty Lakhs Only) during the proposed tenure of the transaction, distributed as follows: Company Secretary (CS) and Compliance Officer – Up to Rs. 30,00,000/- Chief Financial Officer (CFO) – Up to Rs. 30,00,000/- The actual remuneration payable shall be determined by the Board of Directors/ Audit Committee/ Nomination and Remuneration Committee from time to time in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's remuneration policy.									
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes									
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.									

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	N.A.								
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable, as the related party is an individual and the concept of annual standalone turnover is not applicable. Accordingly, the value of the proposed transaction as a percentage of the related party's annual standalone turnover cannot be computed.								
6	Financial performance of the related party for the immediately preceding financial year: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;">Particulars</th> <th style="width: 30%;">FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td align="center">--</td> </tr> <tr> <td>Profit After Tax</td> <td align="center">--</td> </tr> <tr> <td>Net Worth</td> <td align="center">--</td> </tr> </tbody> </table>	Particulars	FY 2025-26	Turnover	--	Profit After Tax	--	Net Worth	--	Not Applicable, as the related party is an individual and does not prepare audited financial statements. Accordingly, financial performance details for the immediately preceding financial year are not available for disclosure.
Particulars	FY 2025-26									
Turnover	--									
Profit After Tax	--									
Net Worth	--									
<b>A (5) Basic details for proposed transactions</b>										
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Remuneration								
2	Details of the proposed transaction	<p>The Company proposes to give remuneration to its KMPs, for an aggregate amount not exceeding Rs.60 Lacs (Rupees Sixty Lacs Only) distributed as follows:</p> <p>Company Secretary (CS) and Compliance Officer – Up to Rs. 30,00,000/-                      Chief Financial Officer (CFO) – Up to Rs. 30,00,000</p> <p>The actual remuneration payable shall be determined by the Board of Directors/ Audit Committee/ Nomination and Remuneration Committee from time to time in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's remuneration policy.</p>								
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2026 to March 31, 2027								
4	Whether omnibus approval is being sought?	Yes								
5	Value of the proposed transaction during a financial year.	<p>Aggregate amount not exceeding Rs. 60,00,000/- (Rupees Sixty Lacs Only), during FY 2026-27 distributed as follows:</p> <p>Company Secretary (CS) and Compliance Officer – Up to Rs. 30,00,000                      Chief Financial Officer (CFO) – Up to Rs. 30,00,000</p> <p>The actual remuneration payable shall be determined by the Board of Directors/ Audit Committee/ Nomination and Remuneration Committee from time to time in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's remuneration policy.</p>								

	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	N.A.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Audit Committee, Nomination & Remuneration Committee and the Board have considered the rationale and benefits of the proposed remuneration and are of the view that the same is necessary for the effective management of the Company's affairs, ensuring regulatory compliance and efficient conduct of its day-to-day operations. Accordingly, the proposed transaction is considered to be in the best interests of the Company and its shareholders as a whole.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP	Company Secretary and Compliance officer, and Chief Financial Officer
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	N.A.
9	Other information relevant for decision making	The remuneration proposed to be paid is considered fair and reasonable having regard to the duties, qualifications, experience and responsibilities of the concerned Key Managerial Personnel. The proposed transaction is in the best interests of the Company and shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws.

**3. Details of Related Party Transactions with Safa Systems & Technologies Limited**

**PART-A**

S.no	Particulars of the information	Information provided by the Management
<b>A (1). Basic details of the related party</b>		
1.	Name of the related party	Safa Systems & Technologies Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Engaged in the business of distribution of Mobile phones, Electronic Gadgets, Mobile phone accessories, Computer and computer parts and other electronic media equipment.
<b>A (2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Faizal Bavaraparambil Abdul Khader, Director of the Company is also a Managing Director and promoter of Safa Systems & Technologies Limited.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA

	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA						
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA						
<b>A (3). Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil						
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-26 (INR)	1.-	-	-	
S. No.	Nature of Transactions	FY 2025-26 (INR)						
1.-	-	-						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years	No						
<b>A (4). Amount of the proposed transaction(s)</b>								
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crore Only)						
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.						
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA						
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.						

6	Financial performance of the related party for the immediately preceding financial year:		
	Particulars	FY 2025-26 (in Lacs)	
	Turnover	43,306.37	
	Profit After Tax	252.53	
	Net Worth	3,812.32	
<b>A (5) Basic details for proposed transactions</b>			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings	
2	Details of the proposed transaction	The Company proposes to avail unsecured loans from Safa Systems & Technologies Limited, a related party, from time to time, in one or more tranches, for meeting its business requirements, working capital needs and general corporate purposes, for an aggregate amount not exceeding Rs.10,00,00,000 (Rupees Ten Crore Only) during the tenure of the proposed transaction. The loans shall be unsecured in nature and shall be availed on such terms and conditions, including tenure and repayment, as may be mutually agreed between the parties and in compliance with applicable laws.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2026 to March 31, 2027	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore Only), during FY 2026-27.  NA	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Audit Committee and the Board have considered the rationale and benefits of the proposed transaction and are of the opinion that the proposed borrowing is in the best interest of the Company, as it will facilitate timely access to funds for meeting its operational requirements, working capital needs and business objectives, while enhancing financial flexibility. The proposed transaction shall be undertaken on an arm's length basis and on terms that are fair and reasonable to the Company and is expected to be beneficial to the Company and its shareholders as a whole.	
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Faizal Bavaraparambil Abdul Khader (Director of the Company, DIN: 07729191) is also a Managing Director and promoter of Safa Systems & Technologies Limited.	
	a. Name of the director / KMP  b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Faizal Bavaraparambil Abdul Khader holds 28,84,000 Equity shares representing 11.55 % of total shares in Safa Systems & Technologies Limited.	

8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA
9	Other information relevant for decision making	The proposed borrowing will provide the Company with timely access to funds for meeting its operational, working capital and business requirements. The Audit Committee and the Board have considered all relevant facts and circumstances and are of the view that the proposed transaction is in the best interests of the Company. Further, the proposed borrowing shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws. Save as disclosed in this Explanatory Statement, there is no other information considered material for the members to make an informed decision on the proposed resolution.

**PART B**

**Information in respect of specific type of Related Party Transactions**

<b>B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
<b>S. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Material covenants of the proposed transaction	The Company may avail unsecured loans from Safa Systems & Technologies Limited, from time to time, in one or more tranches, for an aggregate amount not exceeding Rs. 10,00,00,000 (Rupees Ten Crore Only). The loan shall be unsecured in nature and shall be utilized for meeting the Company's working capital requirements, business operations and general corporate purposes. The tenure, interest, repayment schedule and other terms and conditions of the loan shall be mutually agreed between the parties from time to time and shall be in compliance with applicable Laws. The transaction shall be undertaken on arms length basis and shall be on terms that are fair, reasonable and in the best interests of the Company.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The rate of interest, if any, shall be mutually agreed between the parties and shall be on arm's length basis and in accordance with applicable Laws.
3.	Cost of borrowing	The cost of borrowing under the proposed transaction is expected to be competitive and beneficial to the Company, having regard to prevailing market conditions and alternative funding sources.
4.	Maturity / due date	The loan shall be repayable on demand or in accordance with such repayment terms as may be mutually agreed between the parties from time to time.
5.	Repayment schedule & terms	The loan shall be repayable on demand and/or in accordance with such repayment schedule, tenure and other terms as may be mutually agreed between the Company and the lender from time to time.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for meeting the Company's working capital requirements, administrative, operational and business needs, growth initiatives, statutory obligations, strategic opportunities and other general corporate purposes, in accordance with applicable Laws and the requirements of the Company from time to time.

**PART C**

<b>C (4). Disclosure only in case of Material transactions relating to borrowings by the listed entity or its subsidiary</b>		
<b>S. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction-	0.59 9.29
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statement a. Before transaction b. After transaction	0.00 0.00

**4. Details of Related Party Transactions with Kanone Technologies Limited**

**PART-A**

<b>S.no</b>	<b>Particulars of the information</b>	<b>Information provided by the Management</b>						
<b>A (1). Basic details of the related party</b>								
1.	Name of the related party	Kanone Technologies Limited						
2.	Country of incorporation of the related party	India						
3.	Nature of business of the related party	Engaged in the wholesale trading, distribution, and export of consumer electronics, mobile phones, home appliances, and related accessories						
<b>A (2). Relationship and ownership of the related party</b>								
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Faizal Bavaraparambil Abdul Khader, Director of the Company is also a director and promoter of Kanone Technologies Limited.						
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA						
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA						
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA						
<b>A (3). Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil						
	<table border="1"> <thead> <tr> <th><b>S. No.</b></th> <th><b>Nature of Transactions</b></th> <th><b>FY 2025-26 (INR)</b></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>-</td> <td></td> </tr> </tbody> </table>	<b>S. No.</b>	<b>Nature of Transactions</b>	<b>FY 2025-26 (INR)</b>	1.	-		
<b>S. No.</b>	<b>Nature of Transactions</b>	<b>FY 2025-26 (INR)</b>						
1.	-							

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil								
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years	No								
<b>A (4). Amount of the proposed transaction(s)</b>										
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crore Only)								
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA								
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable – The Company reported NIL turnover during the immediately preceding financial year. Further, as the Company does not have any subsidiary, the standalone turnover is the same as the consolidated turnover. Accordingly, the value of the proposed transaction as a percentage of the annual consolidated turnover cannot be computed and is therefore not ascertainable.								
6	Financial performance of the related party for the immediately preceding financial year:  <table border="1" style="margin-left: 40px;"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (in Lacs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>27,790.46</td> </tr> <tr> <td>Profit After Tax</td> <td>428.03</td> </tr> <tr> <td>Net Worth</td> <td>1,684.21</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (in Lacs)	Turnover	27,790.46	Profit After Tax	428.03	Net Worth	1,684.21	Particulars of Financial performance as per the last Audited Financial Statement available for the Financial Year 2024-2025.
Particulars	FY 2024-25 (in Lacs)									
Turnover	27,790.46									
Profit After Tax	428.03									
Net Worth	1,684.21									
<b>A (5) Basic details for proposed transactions</b>										
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings								

## RCC CEMENTS LIMITED | Extraordinary General Meeting

2	Details of the proposed transaction	The Company proposes to avail unsecured loans from Kanone Technologies Limited, a related party, from time to time, in one or more tranches, for meeting its business requirements, working capital needs and general corporate purposes, for an aggregate amount not exceeding Rs.10,00,00,000 (Rupees Ten Crore Only) during the tenure of the proposed transaction. The loans shall be unsecured in nature and shall be availed on such terms and conditions, including tenure and repayment, as may be mutually agreed between the parties and in compliance with applicable laws.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 1, 2026 to March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crore Only), during FY 2026-27. NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Audit Committee and the Board have considered the rationale and benefits of the proposed transaction and are of the opinion that the proposed borrowing is in the best interest of the Company, as it will facilitate timely access to funds for meeting its operational requirements, working capital needs and business objectives, while enhancing financial flexibility. The proposed transaction shall be undertaken on an arm's length basis and on terms that are fair and reasonable to the Company and is expected to be beneficial to the Company and its shareholders as a whole.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  a. Name of the director / KMP	Mr. Faizal Bavaraparambil Abdul Khader (Director of the Company, DIN: 07729191), is also a director and promoter of Kanone Technologies Limited.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Faizal Bavaraparambil Abdul Khader holds 25,42,174 Equity shares representing 26.78 % of total shares in Kanone Technology Limited
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA
9	Other information relevant for decision making	The proposed borrowing will provide the Company with timely access to funds for meeting its operational, working capital and business requirements. The Audit Committee and the Board have considered all relevant facts and circumstances and are of the view that the proposed transaction is in the best interests of the Company. Further, the proposed borrowing shall be undertaken in compliance with the

		applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws. Save as disclosed in this Explanatory Statement, there is no other information considered material for the members to make an informed decision on the proposed resolution.
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**PART B**

**Information in respect of specific type of Related Party Transactions**

<b>B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
<b>S. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Material covenants of the proposed transaction	The Company may avail unsecured loans from Kanone Technologies Limited, from time to time, in one or more tranches, for an aggregate amount not exceeding Rs. 10,00,00,000 (Rupees Ten Crore Only). The loan shall be unsecured in nature and shall be utilized for meeting the Company's working capital requirements, business operations and general corporate purposes. The tenure, interest, repayment schedule and other terms and conditions of the loan shall be mutually agreed between the parties from time to time and shall be in compliance with applicable Laws. The transaction shall be undertaken on arm length basis and shall be on terms that are fair, reasonable and in the best interests of the Company.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The rate of interest, if any, shall be mutually agreed between the parties and shall be on arm's length basis and in accordance with applicable Laws.
3.	Cost of borrowing	The cost of borrowing under the proposed transaction is expected to be competitive and beneficial to the Company, having regard to prevailing market conditions and alternative funding sources.
4.	Maturity / due date	Repayable on demand or as may be mutually agreed between the parties.
5.	Repayment schedule & terms	The loan shall be repayable on demand or in accordance with such repayment terms as may be mutually agreed between the parties from time to time.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds shall be utilized for meeting the Company's working capital requirements, administrative, operational and business needs, growth initiatives, statutory obligations, strategic opportunities and other general corporate purposes, in accordance with applicable Laws and the requirements of the Company from time to time.

**PART C**

<b>C (4). Disclosure only in case of Material transactions relating to borrowings by the listed entity or its subsidiary</b>		
<b>S. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements  a. Before transaction b. After transaction-	   0.59 9.29
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statement  a. Before transaction b. After transaction	  0.00 0.00

**For and on behalf of the Board of  
RCC Cements Limited**

**Sd/-  
Sandeep Singh  
Company Secretary  
Membership No: A-67580**

**Place: New Delhi  
Dated: 19.06.2026**

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# RCC CEMENTS LIMITED

CIN:L26942DL1991PLC043776

Regd. Off: 702,Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Tel.: 91-11-43571044;Fax : 91-11-43571047

Email: rcccementlimited@gmail.com ; Website: www.rcccements.com

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy*: ..... (*Strike off whichever is not applicable)
Registered address:.....
E-mail Id: .....
Folio No. /DP ID & Client ID:.....

I/We, being the member (s) holding ..... shares of the above named company, hereby record my/our presence at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 17th day of July, 2026 at 11:00A.M.at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 and at any adjournment thereof.

Signature of the Member/Proxy\*: .....  
(\*strike out whichever is not applicable)

#### NOTES:

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted

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# RCC CEMENTS LIMITED

CIN:L26942DL1991PLC043776

Regd. Off: 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Tel.: 91-11-43571044; Fax : 91-11-43571047

Email: rcccementlimited@gmail.com ; Website: www.rcccements.com

## Form No. MGT 11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies(Management and Administration) Rules, 2014]

<b>Name of the Member (s):</b> .....
<b>Registered address:</b> .....
<b>E-mail Id:</b> ..... <b>Folio No. /DP ID &amp; Client ID:</b> .....

I/We, being the member (s) holding .....shares of the abovenamed company, hereby appoint

- 1) **Name:** ..... **E-mail Id:** .....  
**Address:** .....  
 ..... **Signature:** .....**or failing him/her**
  
- 2) **Name:** ..... **E-mail Id:** .....  
**Address:** .....  
 ..... **Signature:** .....**or failing him/her**

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 17th day of July, 2026 at 11.00 A.M. at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of New Set of Memorandum of Association pursuant to the Companies Act, 2013		
2.	Adoption of New Set of Articles of Association of the Company pursuant to the Companies Act, 2013 and incorporating Certain Alterations/_Amendments thereto		
3.	Alteration of the Object Clause of the Memorandum of Association of the Company		
4.	Appointment of Mr. Faizal Bavaraparambil Abdul Khader (DIN: 07729191) a Non-Executive Non-Independent Director of the Company		
5.	Appointment of Mr. Shatrughan Sahu (DIN: 00343726) as Non-Executive, Independent Director of the Company		
6.	Approval of Borrowings Powers of the Company under Section 180(1)(c) of the Companies Act, 2013		
7.	Approval For Making Investments/ Extending Loans and Giving Guarantees Or Providing Securities in connection with Loans to Persons/ Bodies Corporate Under Section 186 of the Companies Act, 2013		
8.	Approval Of Transactions Under Section 185 of the Companies Act, 2013		
9.	Approval Of Material Related Party Transaction(S) For the Financial Year 2026-27		

Signed this-----day of ..... 2026. Signature of Shareholder:.....

<b>Affix Revenue Stamp</b>
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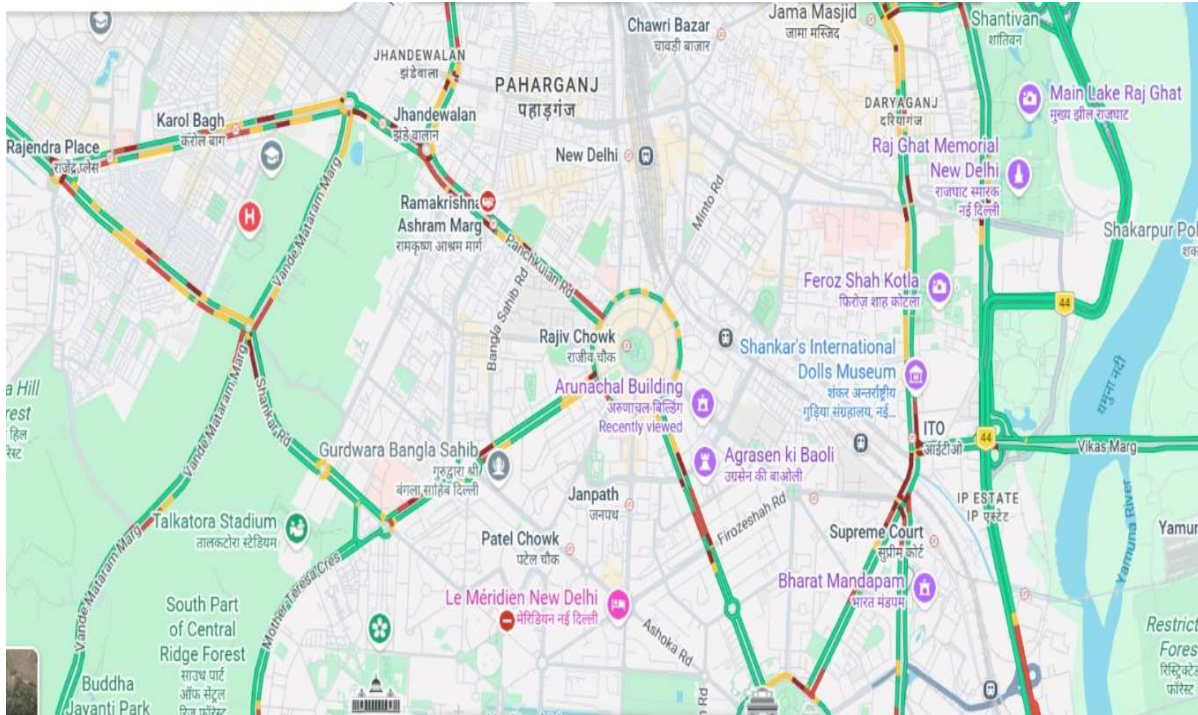
**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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**ROUTE MAP FOR THE EGM VENUE**

**Venue: 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001**



**If undelivered, Please Return to:**

# **RCC CEMENTS LIMITED**

**CIN: L26942DL1991PLC043776**

**Regd. Off: 702, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110001**

**Tel.: 91-11-43571044; Fax: 91-11-43571047**

**Email: [rccementslimited@gmail.com](mailto:rccementslimited@gmail.com)**

**Website: [www.rccements.com](http://www.rccements.com)**