RCC CEMENTS LIMITED

CIN: L46524DL1991PLC043776
Regd. Office: 702, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110 001
Phone.: 91-7428281980
Email: rcccementslimited@gmail.com Website: www.rcccements.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF RCC CEMENTS LIMITED WILL BE HELD ON WEDNESDAY, 30th SEPTEMBER, 2026 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2026 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the Financial Year ended 31st March, 2026 and the Report of the Board of Directors and Auditors thereon.

2. To appoint Mrs. Madhu Sharma (DIN:06947852), as the Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

SPECIAL BUSINESS:

3. **APPROVAL FOR RE-APPOINTMENT OF MR. SACHIN GARG (DIN: 03320351) AS A MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and other applicable provisions of the Act and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and upon the approval of the audit committee, and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company, consent of the members be and is hereby accorded for the re-appointment of Mr. Sachin Garg (DIN: 03320351) as the Managing Director of the Company for a further term of five (5) years commencing from July 08, 2027 and ending on July 07, 2032, on such terms and conditions, including remuneration, as may be determined by the Board, within the limits prescribed under the Act read with Schedule V thereto and the SEBI LODR Regulations.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Sachin Garg as Managing Director, he shall be entitled to the remuneration as determined herein above, as minimum remuneration, with liberty and authority to the Board to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Act or any amendments thereto or any re-enactment thereof and SEBI (LODR) Regulations.

RESOLVED FURTHER THAT any revision in remuneration payable to Mr. Sachin Garg during his tenure of office be determined by the Board, pursuant to the recommendation of NRC, provided that such revision is within the overall limits prescribed under Section 197 of the Act read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (LODR) Regulations;

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Sachin Garg be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT as a Managing Director, Mr. Sachin Garg, shall be liable to retire by rotation under section 152 of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof) however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S)

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 borrowing of money, whether secured or unsecured, in one or more tranches, and /or remuneration and /or transfer of resources, from/ to, **Key Managerial Personnel (“KMP”) of the company and M/s Omkam Global Capital Private Limited**, Related Parties for the Company, on such terms and conditions, including tenure, interest rate, security, repayment terms and other commercial terms, as may be determined by the Board, as it may deem fit and in the best interests of the Company, for an aggregate amount not exceeding **INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore only)**, during the period commencing from the date of this Annual General Meeting (“AGM”) and continuing up to the conclusion of the next AGM of the Company, notwithstanding that the aggregate value of such transaction(s), whether undertaken individually or collectively, may exceed the applicable thresholds prescribed under the Companies Act, 2013 and the SEBI Listing Regulations, as amended from time to time.

RESOLVED FURTHER THAT the aforesaid related party transaction(s) shall be undertaken only on such terms and conditions as may be determined by the Board, subject to applicable laws, and shall be conducted, to the extent applicable, on an arm’s length basis and in the ordinary course of business of the Company, and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

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
M. No. – A-67580

Place: New Delhi
Dated: 31-08-2026

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 Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for the purpose of the AGM.

5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.

6. 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.

7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

8. 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.

9. 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 Annual General Meeting.

10. Members are requested:

i) To quote their folio Nos. 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.

11. 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.

12. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.

13. ***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, IInd 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.***

14. ***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 to the company as well as to get their shares dematerialized, 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 dematerialized form with a Depository. In view of the above all the shareholders/promoters 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.

15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (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 24th September, 2026 as cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 35th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e. 24th September, 2026 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 35th AGM on 30th September, 2026.

16. The e-voting period will commence at 09.00 A.M. on 27th September, 2026 and will end at 5.00 P.M. on 29th September, 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 Authorised Agency to provide e-voting facility.

17. 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.

18. 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.

19. 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.

20. **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**

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

21. **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.

For and on behalf of the Board of
RCC Cements Limited
Sd/-
Sandeep Singh
Company Secretary
M. No. - A-67580

Place: New Delhi
Dated: 31.08.2026

VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the 35th Annual General Meeting are again reproduced hereunder for easy reference:

A. The remote e-voting period begins on 27th September, 2026 at 09:00 A.M. and ends on 29th September, 2026 at 05:00 P.M. 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. 24th September, 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 24th September, 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., 24th September, 2026, may also obtain the login ID and password by sending a request at 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 or contact NSDL at the following toll free no.: 1800-222-990.

C. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 AGM 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 AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

G. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

H. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rcccements.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 "142020"

<u>**How do I vote electronically using NSDL e-Voting system?**</u>

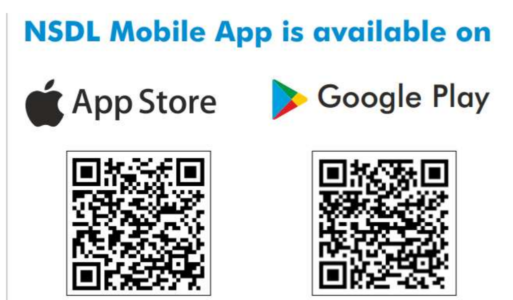
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

<u>**Step 1: Access to NSDL e-Voting system**</u>

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.

<u>Login method for Individual shareholders holding securities in demat mode is given below:</u>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. 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 & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 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.
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 or agrawal.kundan@gmail.comwith a copy marked to rcccementslimited@gmail.com and 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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.

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.infor 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.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of https://www.evoting.nsdl.com

2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).

3. The e-voting period commences 27.09.2026 at 09.00 A.M. and ends on 29.09.2026 at 05.00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of 24.09.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 24.09.2026.

5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of 24.09.2026 and not casting their vote electronically, may only cast their vote at the 35th Annual General Meeting.

6. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS –7631 & CP No. 8325), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than 48 hours working days from the conclusion of the AGM.

8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.rcccements.com and on the website of CDSL immediately after the declaration of the results by the Chairman.

For and on behalf of the Board of
RCC Cements Limited

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

Place: New Delhi
Date: 31.08.2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

APPROVAL OF RE-APPOINTMENT OF MR. SACHIN GARG (DIN: 03320351) AS A MANAGING DIRECTOR OF THE COMPANY

Mr. Sachin Garg (DIN: 03320351) whose reappointment as a Managing Director was approved through special resolution passed by the shareholders at the 31st Annual General Meeting held on September 30, 2022, for a period of five years, with effect from July 08, 2022 upto and including July 07, 2027. The tenure of Mr. Sachin Garg as a Managing Director of the Company will conclude on July 07, 2027.

Considering his rich experience, leadership qualities, and significant contribution towards the Company, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and with the approval of the audit committee, at its meeting held on August 31, 2026, has approved the re-appointment of Mr. Sachin Garg as a Managing Director of the Company for a further term of (5) five years with effect from July 08, 2026 to July 07, 2032, subject to the approval of the members in the ensuing Annual General Meeting, on the terms and conditions including remuneration, stated hereto or an agreement proposed to be entered with him.

Terms of Re-appointment and Remuneration:

The re-appointment and remuneration of Mr. Sachin Garg have been considered by the Nomination and Remuneration Committee in accordance with Sections 196, 197, 198, and 203 read with Schedule V to the Companies Act, 2013 along with the rules made thereunder and SEBI (LODR) Regulations, 2015. The main terms including remuneration are as under:

i) **Salary (including Bonus)**: The remuneration payable to Mr. Sachin Garg shall be determined by the Board, pursuant to the recommendation of the NRC, from time to time during his tenure, subject to the provisions of Sections 196 and 197 of the Act, read with Schedule V thereto, and other applicable provisions of the Act and the rules made thereunder, as amended from time to time.

ii) **Tenure**: For a term of five consecutive years commencing from 08/07/2027. His office shall be liable to retirement by rotation in accordance with the applicable provisions of the Companies Act, 2013.

iii) **Functions:** Mr. Sachin Garg shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.

iv) **Commission**: Commission, if any, may be paid to Mr. Sachin Garg as may be determined by the Board on the recommendation of the NRC, subject to the applicable provisions of the Act, Schedule V thereto, the SEBI LODR Regulations.

v) **Minimum Remuneration** – In the event of inadequacy or absence/ loss of profits in any financial year, the remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

The Company has received all necessary statutory disclosures and declarations from Managing Directors, encompassing written consent to act as Managing Director along with Form DIR-8 confirming his non-disqualification under sub-section (2) of Section 164 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice, except Mr. Sachin Garg himself, may be considered to be interested in the aforesaid resolution.

The Board seeks the approval of members for the appointment of Mr. Sachin Garg as a Managing Director of the Company pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Rules made thereunder and his office shall be liable to retire by rotation under section 152 of the Companies Act, 2013, however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Managing Director.

The Board recommends the Special Resolution set out at Item no. 3 of the Notice for approval by the Members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Re-appointment of Mr. Sachin Garg (DIN: 03320351) as Managing Director of the Company

Age	46 years

DIN	03320351
Category	Managing Director
Qualification	Chartered Accountant
Brief Resume	Mr. Sachin Garg is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 20 years. He has significant expertise in Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management, Companies Act etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional. He has significant expertise in preparing long range business plans using financial modeling, forecasting, and analysis to develop corporate objectives and predict financial outcome. He is Proficient in establishing consistent and appropriate business practices, enhancing controls for credit risks; instituting controls, teamwork and answerability throughout the entity
Nature of Expertise	Enriched experience in the Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management, Companies Act etc.
Terms and conditions of Re- appointment	Mr. Sachin Garg, Managing Director and liable to retire by rotation. The Reappointment is being made as per Companies Act, 2013 for further period of Five (5) years with effect from July 8, 2027 to July 7, 2032 as per the terms and conditions as determined by the Board of Directors as described in the above notice of AGM, subject to the approval of shareholders in the ensuing AGM.
Details of remuneration proposed to be paid	As determined by the Board from time to time, subject to the applicable statutory limits.
Date of first appointment in the current designation	08.07.2022
Shareholding in the Company	15,200 Equity Shares of Rs. 10/- each
Directorships in other Listed Companies	N.A
Memberships/ Chairmanship of Committees of other Listed Companies	N.A
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any other Director / Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the financial year (2025-2026)	8 (Eight)
Remuneration Drawn (FY 2025-26)	NIL
Name of the Listed Entities from which the Director has resigned in the past three years	NA

Item No. 4

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S)

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 Key Managerial Personnel, 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 the business requirements of the Company and ensure operational and financial flexibility, the Company proposes to enter into and/or continue with existing related party transaction(s) and/or undertake new related party transaction(s) with its related parties, including **KMP of the Company and M/s Omkam Global Capital Private Limited**, whether individually or through a series of transactions, for an aggregate value not exceeding **INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only)** during the period commencing from the date of this Annual General Meeting (“AGM”) and continuing up to the conclusion of the next AGM of the Company.

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 Section188 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 value not exceeding **INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only)** during the period commencing from the date of this Annual General Meeting (“AGM”) and continuing up to the conclusion of the next AGM of the Company.

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. 4 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. 4 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 KMP of the Company and M/s. Omkam Global Capital Pvt. Ltd. are as follows:

S. No.	Particulars	1	2
1	**Designation/Name of Related Parties**	Key Managerial Person (“KMP”)	M/s. Omkam Global Capital Pvt. Ltd.
2	**Name of the Director or KMP who is related**	Company Secretary and Compliance Officer and Chief Financial Officer	Mr. Mukesh Sharma*, erstwhile Director
3	**Nature of Relationship**	KMP of the Company	Mr. Mukesh Sharma, erstwhile Director of the Company is also a Director in Omkam Global Capital Pvt. Ltd.

4	**Type of transaction**	Remuneration by our Listed Company	Borrowings by our Listed Company
5	**Monetary Value**	Upto Rs. 60,00,000/-	Upto Rs. 24,40,00,000/-
6	**Justification as to why the RPTs are in the interest of the Company**	The Related Party Transactions undertaken/proposed by the Company are essential for meeting its strategic, operational and financial requirements. The unsecured loans provide the Company with necessary funds for its business and working capital requirements, while remuneration is paid for services rendered to the Company.	
7	**Materials terms and particulars of the Contracts/ arrangements**	Unsecured loans to be received by the Company and repayable on demand. The terms of such transactions shall be determined based on the business and financial requirements of the Company from time to time. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis.	Remuneration for services rendered as per the terms of appointment and applicable approvals. The remuneration may be revised from time to time based on increment/ promotion and applicable approvals.
8	**Any advance paid or received for the contracts/ arrangements**	No advance. The unsecured loans shall be received as and when required by the Company.	As per the terms of employment/ appointment.
9	**Tenure of contracts/ arrangement**	From the date of this ensuing AGM till the conclusion of the next AGM.	From the date of this ensuing AGM till the conclusion of the next AGM.

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

PART-A

S. no	Particulars of the information	Information provided by the Management
A (1). Basic details of the related party		
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.
A (2). Relationship and ownership of the related party		
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
A (3). Details of previous transactions with the related party		

<table>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (INR)</th></tr><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></table></td><td></td></tr>
<tr><td>2.</td><td>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).
<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>From 01.04.2026 to 31.08.2026 (INR)</th></tr><tr><td>1.</td><td>Remuneration Paid-CS</td><td>4,28,335/-</td></tr><tr><td>2.</td><td>Remuneration Paid-CFO</td><td>1,50,000/-</td></tr></table></td><td></td></tr>
<tr><td>3.</td><td>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</td><td>No</td></tr>
<tr><td colspan="3">A (4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Total amount of all the proposed transactions being placed for approval in the current meeting.</td><td>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.</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>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.</td></tr>
<tr><td>4</td><td>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)</td><td>N.A.</td></tr>
</table>

<table>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.</td><td>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.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:
<table><tr><td>Particulars</td><td>FY 2025-26</td></tr><tr><td>Turnover</td><td>--</td></tr><tr><td>Profit After Tax</td><td>--</td></tr><tr><td>Net Worth</td><td>--</td></tr></table></td><td>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.</td></tr>
<tr><td colspan="3">A (5) Basic details for proposed transactions</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Remuneration</td></tr>
<tr><td>2</td><td>Details of the proposed transaction</td><td>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:

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.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>From the date of this ensuing AGM till the conclusion of the next AGM.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Aggregate amount not exceeding ₹60,00,000/- (Rupees Sixty Lakh only) for the period commencing from the ensuing AGM and up to the conclusion of next AGM, comprising:

Company Secretary (CS) and Compliance Officer: Up to ₹30,00,000/-

Chief Financial Officer (CFO): Up to ₹30,00,000/-

FY 2026-27: Up to ₹40,00,000/- in aggregate, comprising:

• CS & Compliance Officer – Up to ₹20,00,000/-
•CFO – Up to ₹20,00,000/-

FY 2027-28: Up to ₹20,00,000/- in aggregate, comprising:
• CS & Compliance Officer – Up to ₹10,00,000/-
• CFO – Up to ₹10,00,000/-

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,</td></tr>
</table>

		2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's remuneration policy.
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.

2. **Details of Related Party Transactions with M/s. Omkam Global Capital Private Limited**

PART-A

S.no	Particulars of the information	Information provided by the Management
A (1). Basic details of the related party		
1.	Name of the related party	M/s. Omkam Global Capital Private 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.
A (2). Relationship and ownership of the related party		
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. Mukesh Sharma*, erstwhile Director of the Company is also a Director in Omkam Global Capital Private 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

<table>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>NA</td></tr>
<tr><td colspan="3">A (3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (INR)</th></tr>
<tr><td>1.-</td><td>Unsecured loan</td><td>1,28,40,674/-</td></tr>
</table></td><td>1,28,40,674/-</td></tr>
<tr><td>2.</td><td>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).</td><td>1,28,82,674/-</td></tr>
<tr><td>3.</td><td>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</td><td>No</td></tr>
<tr><td colspan="3">A (4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Total amount of all the proposed transactions being placed for approval in the current meeting.</td><td>Aggregate amount not exceeding ₹24,40,00,000/- (Rupees Twenty-Four Crore Forty Lakh only)</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>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.</td></tr>
<tr><td>4</td><td>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)</td><td>NA</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.</td><td>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.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:
<table>
<tr><th>Particulars</th><th>FY 2025-26 (in Lacs)</th></tr>
<tr><td>Turnover</td><td>43,306.37</td></tr>
<tr><td>Profit After Tax</td><td>252.53</td></tr>
<tr><td>Net Worth</td><td>3,812.32</td></tr>
</table></td><td></td></tr>
</table>

A (5) Basic details for proposed transactions		
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 M/s Omkam Global Capital Private 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 ₹24,40,00,000/- (Rupees Twenty-Four Crore Forty Lakh 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)	From the date of this ensuing AGM till the conclusion of the next AGM.
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.	The aggregate value of the proposed transaction shall not exceed ₹24,40,00,000/- (Rupees Twenty-Four Crore Forty Lakh only) during the period commencing from the ensuing AGM to the conclusion of next AGM. FY2026-27: Upto ₹14,40,00,000/- FY 2027-28: Upto ₹10,00,00,000/-
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. Mukesh Sharma*, erstwhile Director of the Company is also a Director in Omkam Global Capital Private Limited
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA
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 (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Material covenants of the proposed transaction	The Company may avail unsecured loans from M/s Omkam Global Capital Private Limited, from time to time, in one or more tranches, for an aggregate amount not exceeding ₹24,40,00,000/- (Rupees Twenty-Four Crore Forty Lakh 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’s 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

C (4). Disclosure only in case of Material transactions relating to borrowings by the listed entity or its subsidiary		
S. No	**Particulars of the information**	**Information provided by the management**
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction-	 1.48 9.97
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: 31.08.2026