

To,
The Manager- Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Date: 03.02.2026

**BSE Scrip Code:
540358 Symbol- RMC**

Subject: Submission of Secretarial Compliance Report

Dear Sir / Madam,

We, RMC Switchgears Limited, hereby submit our Secretarial Compliance Report for the period 1st April, 2024, to 31st December, 2025 (“review period”). Kindly note that this Secretarial Compliance Report has been prepared solely to meet the requirements applicable for Main Board migration.

Pursuant to regulation 15 of the SEBI (LODR) Regulations, 2015, SME listed companies are exempt from compliance with the corporate governance requirements outlined under Regulations 17 to 27. Therefore, we are not required to comply with these provisions, and the submission of this report is for information purposes only.

This is for your information and records.

Yours Truly

RMC Switchgears Limited

ASHOK KUMAR
AGARWAL

Digitally signed by ASHOK KUMAR
AGARWAL
Date: 2026.03.03 18:48:03 +05'30'

**Ashok Kumar Agarwal
Managing Director
DIN: 00793152**

Enclosed : Annual Secretarial Compliance Report



CIN : L25111RJ1994PLC008698

Corp. Office : B-11 (B&C), Malviya Industrial Area, Jaipur-302017 (Rajasthan)

Regd. Office & Factory : Khasra No. 163, 164, Village-Badodiya, Tehsil-Kotkhawada, District- Jaipur,Rajasthan-303908



Secretarial Compliance Report
of
RMC Switchgears Limited
From 1st April, 2025 to 31st December, 2025

We M/s V. M. & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **RMC Switchgears Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

from 1st April, 2025 to 31st December, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the listed entity during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB");
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the listed entity during the Review Period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations");
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:





- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified in **Annexure-A** below;
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable, as no report issued previously due to non-applicability of Regulation 24A of LODR Regulations on Listed Entity;**
- (c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance status (Yes/ No/ NA) | Observations/ Remarks by PCS |
|---------|--|---------------------------------|--|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes | --- |
| 2. | Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; (b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. | Yes | --- |
| 3. | Maintenance and disclosures on Website: (a) The Listed entity is maintaining a functional website; | Yes | --- |
| | (b) Timely dissemination of the documents/ information under a separate section on the website; | Yes | --- |
| | (c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | N.A. | The securities of the Listed Entity are listed on SME Exchange and hence, the provisions of Regulation 27 of LODR Regulations were not applicable on it. |





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| 4. | Disqualification of Director(s): None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013. | Yes | --- |
| 5. | Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries. | Yes | --- |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations. | Yes | --- |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. | Yes | --- |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; | Yes | --- |
| | (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee. | N.A. | The Listed Entity has obtained the prior approval of Audit Committee for all Related Party transactions |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder. | No | The Listed Entity has not submitted certain disclosures under Regulation 30 read with Schedule III of the LODR Regulations within the specified time limits as detailed in Annexure-A. |





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| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 | No | The Lised Entity is in compliance of Regulation 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 but has not complied with Regulation 3(5) as detailed in Annexure-A |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | NA | There was no action taken either by SEBI or Stock Exchanges. |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | There was no resignation of statutory auditors in the Listed entity during the review period. Further the Listed Entity does not have any material subsidiary. |
| 13. | Disclosure of Employee Benefit Scheme Documents: The Listed Entity has complied with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 for disclosure of Employee Benefit Scheme Documents on its website in terms of Regulation 46(2)(za) of LODR Regulations | Yes | --- |
| 14. | No additional non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/ circular/guidance note etc. except as reported above  | Yes | There are no additional non-compliances observed for any of the SEBI regulation/ circular/guidance note etc. in the Listed Entity except those mentioned in Annexure-A . |



Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the LODR Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Jaipur

Date: March 03, 2026

UDIN: F011138G004022134

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024





CS Priyanka Agarwal
Partner
Membership No.: FCS 11138
C P No.: 15021

ANNEXURE-A

| Sr. No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|--|---|---|-----------------|----------------|---------------------------------|--------------|--|--|--------------|
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) |
| 1 | <p>Regulation 3(5) of PIT Regulations The Board of Directors of Listed Entity shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.</p> | <p>Regulation 3(5) of PIT Regulations</p> | <p>The Listed Entity maintains a Structured Digital Database but few instances were observed where the details of sharing unpublished price sensitive information was not entered in the Structured Digital Database maintained by the Listed Entity.</p> | <p>-----</p> | <p>-----</p> | <p>As mentioned in Column 4</p> | <p>-----</p> | <p>During the course of our audit, we came across a few instances where the details of sharing unpublished price sensitive information was not entered in the Structured Digital Database maintained by the Listed Entity.</p> | <p>The Company maintains a Structured Digital Database in compliance with Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. During the period under review, certain entries relating to sharing of UPSI were not recorded in a timely manner due to (i) vacancy in the position of Company Secretary/Compliance Officer, and (ii) subsequent system migration, during which the newly appointed Company Secretary did not have immediate access to the SDD software.</p> | <p>-----</p> |



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| 2 | <p>Regulation 9 read with Clause 13 of Schedule B of PIT Regulations and Clause 3.2 of Master Circular on Surveillance of Securities Market:</p> <p>(a) Regulation 9 of PIT Regulations: The Board of Directors of every listed company and the board of directors or head(s) of the organisation of every intermediary shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these</p> | <p>Regulation 9 read with Clause 13 of Schedule B of PIT Regulations and Clause 3.2 of Master Circular on Surveillance of Securities Market</p> | <p>The Promoter of the Listed Entity who is also a designated person executed contra trade thereby violating the Code of Conduct of the Listed Entity and the PIT Regulations. However, the said violation was not reported by the Listed Entity to the Stock Exchange.</p> | <p>-----</p> | <p>As mentioned in Column 4</p> | <p>-----</p> | <p>During the course of our audit we observed that the Promoter of the listed entity who is also a designated person executed a contra trade thereby violating the Code of Conduct of the Listed Entity and the PIT Regulations. However, the said violation was not reported by the Listed Entity to the Stock Exchange.</p> | <p>The lapse was procedural and inadvertent in nature. There was no misuse of UPSI or trading based on such information.</p> | <p>-----</p> | <p>The Company acknowledges the lapse and confirms that the same was inadvertent and procedural in nature. There was no involvement of Unpublished Price Sensitive Information in the said transaction.</p> <p>To prevent recurrence of such instances, the Company has undertaken the following corrective and preventive measures:</p> <ul style="list-style-type: none"> • Issued formal advisory and warning to the concerned Designated Person. | <p>-----</p> |
|---|---|---|---|--------------|---------------------------------|--------------|---|--|--------------|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|



regulations without diluting the provisions of these regulations in any manner.

(b) Clause 13 of Schedule B of PIT Regulations:

The code of conduct shall specify that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, that there has been a violation of these regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

(c) Clause 3.2 of Master Circular on Surveillance of Securities Market:

In terms of clause 13 of Schedule B (in case of listed companies) and clause 11 of Schedule C (in case of intermediaries and fiduciaries) read with Regulation 9 of PIT Regulations, the listed companies, intermediaries and fiduciaries shall promptly inform the stock exchange(s)

- Conducted awareness and sensitization sessions for all Designated Persons and their immediate relatives regarding contra trade restrictions, disclosure obligations, and reporting requirements.
- Circulated a detailed compliance note explaining the six-month contra trade restriction and consequences of non-compliance.
- Strengthened the pre-clearance and trade monitoring mechanism under the supervision of the Compliance Officer.
- Implemented a structured



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|---|---|--|---|--------------|--------------|---------------------------------|--------------|--|--|--|
| | <p>where the concerned securities are traded, regarding violations relating to CoC under PIT Regulations in such form and manner as may be specified by the Board from time to time.</p> | | | | | <p>As mentioned in Column 4</p> | | <p>During the course of our audit we came across a few instances where the listed entity has not submitted disclosures under Regulation 30(6) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p> | <p>review process to ensure that any violation, if identified, is promptly reported to the Stock Exchange in the prescribed format.</p> <p>The Management reiterates its commitment to ensuring robust compliance culture and strict adherence to the provisions of the PIT Regulations and related circulars going forward.</p> | |
| 3 | <p>Regulation 30(6) of LODR Regulations: The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following: (i) thirty minutes from the closure of the meeting of the board of directors in which the</p> | <p>Regulation 30 of LODR Regulations</p> | <p>The Listed Entity has not submitted certain disclosures within the specified time limits</p> | <p>-----</p> | <p>-----</p> | <p>As mentioned in Column 4</p> | <p>-----</p> | <p>The Management acknowledges the observation regarding delay in submission of certain disclosures under Regulation 30(6) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p> <p>The delays were procedural and</p> | <p>-----</p> | |



decision pertaining to the event or information has been taken:
 (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
 (iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.

within the time limits prescribed thereunder.

occurred due to transitional gaps in compliance monitoring during the relevant period. There was no intention to withhold material information, and all disclosures were subsequently submitted.

The Company has since strengthened its internal compliance tracking system, clearly assigned responsibility to the Compliance Officer, and implemented monitoring and review mechanisms to ensure timely disclosure of material events going forward.

