RAPID FLEET MANAGEMENT SERVICES LIMITED

Date: 03rd September, 2026

To,
The Compliance Department,
National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400001.

NSE Symbol: RAPIDFLEET; **ISIN:** INE0QX901013

Subject: Submission of Notice of 9th Annual General Meeting (AGM) of the Company for the financial year 2025-26 to be held on Friday, 25th September, 2026 at 11.30 A.M (IST)

Dear Sir/Ma'am,

The Ninth (9th) Annual General Meeting ("AGM") of the Shareholders of **Rapid Fleet Management Services Limited** ('the Company') will be held on **Friday, 25th September, 2026 at 11.30 A.M (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") which does not require the physical presence of the Shareholders at a common venue. The copy of the Notice of the 9th AGM dated August 28, 2026 is being is enclosed herewith.

The Company has engaged Bigshare Services Private Limited (ivote.bigshareonline.com) for providing e-voting services and VC/OAVM facility for this AGM.

Details of e-Voting are as follows:

The **Cut-Off Date/Record Date** will be **Friday, September 18, 2026**;

The **Closure of Register of Members and Share Transfer Books** will be from **Saturday, 19th September 2026 to Friday, 25th September 2026** for the ensuing AGM of the Company (both days inclusive);

The e-Voting period will commence from **Tuesday, 22nd September, 2026 at 09:00 A.M (IST)** and ends on **Thursday, 24th September, 2026 at 05:00 P.M (IST)**

This is for your information and records.

Thanking You.

Yours Faithfully,

For Rapid Fleet Management Services Limited

ANAND PODDAR

Digitally signed by ANAND PODDAR
Date: 2026.09.03 18:31:46 +05'30'

Anand Poddar

Managing Director

DIN: 00697859

AGM NOTICE

NOTICE OF THE ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the Ninth (9th) Annual General Meeting ('AGM') of the Members/Shareholders of Rapid Fleet Management Services Limited ('the Company') will be held on Friday, 25th day of September, 2026 through Video Conference ('VC') or Other Audio-Visual Means ('OAVM') at 11:30 A.M (IST) to transact the following businesses:

Ordinary Business:

Item No. 1: Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as on 31st March 2026, Profit and Loss A/c and Cash Flow Statement for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors' thereon by way of an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: Declaration of Final Dividend for the Financial Year 2025-2026:

To declare Dividend on the Equity Shares of the Company for the financial year ended on March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** a final dividend at the rate of Rs.1.20/- (Rupees One and Twenty Paise Only) per Equity Share of face value of Rs.10/- (Rupees Ten Only) each fully paid-up of the Company (i.e., @12%), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

Item No. 3: To appoint a Director in place of Mr. Akash Poddar (DIN: 05341711) who retires from office by rotation and being eligible offers himself for re-appointment:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Akash Poddar (DIN: 05341711) as a Non-Executive Director of the Company, who retires from office by rotation and being eligible, offers himself for re-appointment."

Special Business:

Item No. 4: Increase in Remuneration of Mr. Anand Poddar (DIN: 00697859), Managing Director of the Company:

To consider and approve the revision to the remuneration of Mr. Anand Poddar (DIN: 00697859), Managing Director of the Company and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the "Rules") and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for revision in the remuneration payable to Mr. Anand Poddar (DIN: 00697859), Managing Director of the Company, from the existing remuneration of Rs.24,00,000 (Rupees Twenty Four Lakhs Only) per annum to Rs.42,00,000 (Rupees Forty Two Lakhs Only) per annum, with effect from April 01, 2026, for the remaining period of his tenure as the Managing Director of the Company, on such terms and conditions as set out in the explanatory statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (here in after referred to as the "Board", which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted or authorized by the Board) be and is hereby authorized to alter and vary the terms and conditions of remuneration of Mr. Anand Poddar, from time to time, provided that the remuneration payable shall not exceed the limits approved by the Members and/or the limits prescribed under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT except for the revision in remuneration as stated herein, all other terms and conditions relating to the appointment of Mr. Anand Poddar as the Managing Director, as previously approved by the Members, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or any other Officer authorized by the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and to execute and file all such forms, returns, documents and writings, including necessary filings with the Registrar of Companies and/or other statutory or regulatory authorities, as may be necessary, proper or expedient to give effect to this Resolution."

Item No. 5: Re-Appointment of Mrs. Shruti Poddar (DIN: 07899028) as an Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and based on the recommendations of the Board of Directors and the Nomination and Remuneration Committee of the Company, Mrs. Shruti Poddar (DIN: 07899028), who is an Executive Director of the Company, be and is hereby re-appointed as an Executive Director of the Company for a period of 5 (five) financial years from 1st April, 2026 to 31st March, 2031, whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the remuneration of Mrs. Shruti Poddar of Rs.30 Lakhs (Rupees Thirty Lakhs Only) per annum, as previously approved by the Members at the Extraordinary General Meeting of the Company held on 8th April, 2024 and all other terms and conditions relating to her appointment shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or any other Officer authorized by the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and to execute and file all such forms, returns, documents and writings, including necessary filings with the Registrar of Companies and/or other statutory or regulatory authorities, as may be necessary, proper or expedient to give effect to this Resolution."

Item No. 6: Appointment of Mr. Joseph Benoy (DIN: 11730138) as a Non-Executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and Schedule IV read with all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16, Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Joseph Benoy (DIN: 11730138), who was appointed as an Additional Director (Independent) of the Company with effect from 21st May, 2026 pursuant to Section 161(1) of the Act and who meets the criteria for independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a declaration of independence, be and is hereby regularized and appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 21st May, 2026 up to 20th May, 2031.

RESOLVED FURTHER THAT Mr. Joseph Benoy shall not be entitled to any managerial remuneration, but shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or Committees thereof, as well as reimbursement of expenses for attending such meetings, as may be determined by the Board of Directors from time to time in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or any other Officer authorized by the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and to execute and file all such forms, returns, documents and writings, including necessary filings with the Registrar of Companies and/or other statutory or regulatory authorities, as may be necessary, proper or expedient to give effect to this Resolution."

Item No. 7: Approval of Material Related Party Transactions with SLB Logistics Private Limited:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company's Policy on Related Party Transactions and based on the recommendations and prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/authorized by the Board) to enter into, carry out and/or continue with contract(s)/arrangement(s)/transaction(s) in nature of purchase and sale of services (whether individual, series of transactions or modifications to existing contracts/arrangements/transactions) with SLB Logistics Private Limited, a 'Related Party' as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the Financial Year 2026–27, up to an aggregate maximum value of Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only), on such material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and as may be mutually agreed upon between the Company and the Related Party; provided that the said transaction(s)/contract(s)/arrangement(s) shall be carried out in the ordinary course of business and on an arm's length basis.

S. No	Name of Related Party	Nature of Relationship	Aggregate Value of Transactions
1.	SLB Logistics Private Limited	Enterprises having Significant Influence through Common Director	Upto Rs.25 Crores during 1(One) Financial Year

RESOLVED FURTHER THAT the Board of Directors of the Company, the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or expedient and to take all such steps as may be required in this connection; including finalizing, signing and executing necessary contracts, schemes, agreements, forms and documents, seeking all required statutory or regulatory approvals to give effect to this resolution and settling all issues, questions, difficulties or doubts whatsoever that may arise in connection therewith, without requiring any further consent or approval of the Members of the Company 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, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Chief Financial Officer of the Company."

Item No. 8: Approval of Material Related Party Transactions with Sri Kamakshi Logistics Private Limited:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company's Policy on Related Party Transactions and based on the recommendations and prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into, carry out and/or continue with contract(s)/arrangement(s)/transaction(s) in nature of purchase and sale of services (whether individual, series of transactions or modifications to existing contracts/arrangements/transactions) with Sri Kamakshi Logistics Private Limited, a

'Related Party' as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the Financial Year 2026-27, up to an aggregate maximum value of Rs.25,00,00,000/- (Rupees Twenty five crores only), on such material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and as may be mutually agreed upon between the Company and the Related Party; provided that the said transaction(s)/contract(s)/arrangement(s) shall be carried out in the ordinary course of business and on an arm's length basis.

S. No	Name of Related Party	Nature of Relationship	Aggregate Value of Transactions
1.	Sri Kamakshi Logistics Private Limited	Enterprises having Significant Influence through Common Director	Upto Rs.25 Crores during 1(One) Financial Year

RESOLVED FURTHER THAT the Board of Directors of the Company, the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or expedient and to take all such steps as may be required in this connection; including finalizing, signing and executing necessary contracts, schemes, agreements, forms and documents, seeking all required statutory or regulatory approvals to give effect to this resolution and settling all issues, questions, difficulties or doubts whatsoever that may arise in connection therewith, without requiring any further consent or approval of the Members of the Company 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, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or the Chief Financial Officer of the Company."

Place: Chennai

Date: 28th August, 2026

For and By Order of the Board

For Rapid Fleet Management Services Limited

Sd/-
Anand Poddar
Managing Director
(DIN: 00697859)

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circulars No. 14/2020 dated 8th April 2020; 17/2020 dated 13th April 2020; 20/2020 dated 5th May 2020; 02/2021 dated 13th January 2021; 03/2022 dated 05th May 2022; 10/2022 dated 28th December 2022; 09/2023 dated 25th September 2023; 09/2024 dated 19th September 2024 and 03/2025 dated 22nd September, 2025 any amendment/modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022; Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023; Circular No. SEBI/HO/CFD-POD-2/P/CIR/2024/133 dated 3rd October 2024 (hereinafter referred to as the "Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

2. Accordingly, in compliance with the provisions of the Act read with the Circulars as mentioned above, the AGM of the Company is being held through VC/OAVM only. Further, in accordance with the Secretarial Standards II on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM i.e. New No.9, Old No.5, Coral Merchant Street, Chennai - 600001, Tamil Nadu.

3. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. In compliance with the aforesaid MCA Circulars and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023; SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with SEBI Circular No. SEBI/HO/CFD-POD-2/P/CIR/2024/133 dated October 3 2024, the Annual Report of the Company (containing the Audited Financial Statements for the financial year ended 31st March, 2026, Board's Report, Auditor's Report and other documents required to be attached therewith) for the financial year 2025-26 including Notice of the 9th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by email, to all the Members whose email IDs are registered with the Company/Registrar and Share Transfer Agent (RTA) or with the respective Depository Participant(s) for communication purposes and to all other persons so entitled to receive it and the same will also be available on the website of the Company at www.rapidfleet.in and can also be accessed from the website of the

stock exchange i.e., National Stock Exchange of India Limited (NSE) at (nseindia.com). Members are requested to note that physical copy of the aforesaid documents will not be made available by the Company to its Members.

5. The SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s).

6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/reports and other communications electronically to their e-mail address in future.

7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of Bigshare Services Private Limited (ivote.bigshareonline.com) for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

9. Members are provided with the facility for voting through e-voting system of Bigshare Services Private Limited (ivote.bigshareonline.com) during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.

10. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.

11. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 19th September 2026** to **Friday, 25th September 2026** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI Listing Regulations.

12. The Members of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-Off/Record Date on Friday, 18th September 2026**, may cast their vote by remote e-voting. The remote e-voting period commences on **Tuesday, 22nd September 2026 at 09:00 A.M (IST) and ends on Thursday, 24th September 2026 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

13. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 Members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, CSR Committee, Statutory Auditors, Secretarial Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

14. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Further, pursuant to the provisions of Sections 112 and 113 of the Companies Act, 2013, corporate Members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/Authorization letter to the Company or upload the same on the VC/OAVM portal/e-voting portal.

15. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM.

16. All documents referred to in the Notice will also be available for electronic inspection, during business hours, without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to the Company. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company by sending e-mail on info@rapidtransportsystems.in. The same will be replied by the Company suitably.

17. The Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Share Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

18. Dividend related information for the Final Dividend for the financial year 2025-2026:

A. Payment Timeline and Mode: The dividend approved by the Members at the AGM will be paid only through electronic mode, within 30 (Thirty) days of the AGM, to the members whose names appear on the Company's Register of Members as on the Record Date and in respect of shares held in dematerialised mode, to the beneficial owners as per details furnished by NSDL and CDSL.

B. Record Date: The Company has fixed **Friday, 18th September 2026** as the 'Record Date' for determining the entitlement of Members to receive dividend for the financial year 2025-26.

C. Bank Details Updation for Demat Shareholders: Members holding shares in dematerialised mode are requested to register/update their complete bank account details with their respective Depository Participants (DPs) by submitting the required forms and supporting documents.

D. Tax Deductible at Source (TDS)/Withholding Tax Provisions

Pursuant to the Income-Tax Act, the Company is required to withhold tax at prescribed rates on dividend payments made to its Members. Applicable rules and required documentation are summarized below:

i. Tax Deduction Provisions for Resident Shareholders

Category/Particulars	**TDS Rate**	**Key Conditions & Required Documents**
Resident Shareholder with Valid PAN	10%	• No TDS if cumulative dividend paid to a Resident Individual does not exceed ₹10,000 in a financial year. • Valid PAN must be updated in RTA/ Depository records.
No PAN / Invalid PAN / Unlinked PAN with Aadhaar	20%	• Applicable if PAN is missing, invalid, or not linked with Aadhaar. • Deducted at 20% on full dividend amount if threshold (> ₹10,000) is exceeded.
Submission of Form 15G / Form 15H	NIL	• Declaration in Form 15G (for individuals below 60 years) or Form 15H (for senior citizens) fulfilling income criteria along with valid PAN.

Exempt Entities (Insurance Cos, Mutual Funds, Govt., AIFs)	NIL	• Valid documentary evidence for coverage/exemption (e.g., SEBI registration certificate for Mutual Funds / AIFs, statutory exemption certificate, or CBDT circulars).

ii. Tax Deduction Provisions for Non-Resident Shareholders

Category / Particulars	**TDS Rate**	**Key Conditions and Required Documents**
FIIs / FPIs / Non-Resident Shareholders	20% (plus surcharge & cess) OR Treaty Rate	• To claim Tax Treaty (DTAA) benefit, shareholders must submit: 1. Tax Residency Certificate (TRC) for FY 2025-26 2. Form 10F e-filed on IT portal 3. Self-declaration of non-existence of Permanent Establishment (PE)/fixed base in India. • If documents are incomplete, withholding tax applies at 20% + applicable surcharge/cess.
Lower / Nil Tax Deduction Certificate	Rate as per Certificate	• Valid lower/nil tax deduction certificate issued by Indian Income Tax Authority submitted prior to cut-off date.

19. The relevant Explanatory Statement pursuant to Section 102 of the Act in respect of the special businesses set out in the Notice is annexed hereto.

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner List maintained by the Depositories as on Friday, September 18, 2026 (the "Cut-Off Date/Record Date").

22. Shareholders whose name appears in the Register of Members/Register of Beneficial Owners maintained by the depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-Voting or e-Voting during the 9th AGM. A person who is not a Member as on the Cut-Off Date should treat this Notice only for information purpose.

23. Any person who becomes a Member after dispatch of Notice and holds shares as on the Cut-Off Date, may obtain the user ID and password by sending a request at ivote@bigshareonline.com.

24. The Board of Directors of the Company at its meeting held on 28th August, 2026 has appointed M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai to act as the Scrutinizer, for conducting the scrutiny of the votes cast during AGM and they have communicated their willingness to be appointed as Scrutinizer.

The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting, will not later than two working days of conclusion of the AGM, make a Consolidated Scrutinizer's Report and submit the same to the Chairman of the AGM.

The e-voting results declared along with the Consolidated Scrutinizer's Report shall be placed on the Website of the Company www.rapidfleet.in. The e-voting results shall simultaneously be communicated to the stock exchange i.e. National Stock Exchange of India Limited within 2 working days of the conclusion of the AGM.

Place: Chennai

Date: 28th August, 2026

For and By Order of the Board

For Rapid Fleet Management Services Limited

Sd/-
Anand Poddar
Managing Director
(DIN: 00697859)

Bigshare i-Vote E-Voting System

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on **Tuesday, 22nd September, 2026 at 09:00 A.M** and ends on Thursday, **24th September, 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 Friday, 18th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and 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 e-voting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in Demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding Securities in Demat Mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat Mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat Mode with **NSDL**	Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for Shareholder other than Individual Shareholders holding shares in Demat Mode and Physical Mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

- Please enter you **'USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any Company then they can use their existing user id and password to login.

- If you have forgotten the Password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?

- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his/ her registered e-mail address).

<u>Voting method for shareholders on i-Vote E-voting portal:</u>

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

<u>3. Custodian Registration Process for i-Vote E-Voting Website:</u>

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any Company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

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

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

- After successful login, **Bigshare E-Voting System** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
    - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
    - Click on upload document "**CHOOSE FILE**" and upload Power of Attorney (POA) or Board Resolution for respective investor and click on "**UPLOAD**".
      Note: The Power of Attorney (POA) or Board Resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
    - Your investor is now mapped and you can check the file status on display.

Investor Vote File Upload:

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

Helpdesk for queries regarding e-Voting:

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

4. Procedure for joining the AGM through VC/OAVM:

For Shareholder other than Individual Shareholders holding shares in Demat Mode and Physical Mode is given below:

- The Members may attend the AGM through VC/OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

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

EXPLANATORY STATEMENT(S)

As required by Section 102 of the Companies Act, 2013 and the rules made thereunder the following explanatory statements sets out all material facts concerning the Special Business referred to in the accompanying notice:

Item No. 4: Increase in Remuneration of Mr. Anand Poddar (DIN: 00697859), Managing Director of the Company:

The Members of the Company, at the Extra-Ordinary General Meeting of the Company held on 6th July 2023 approved the appointment of Mr. Anand Poddar as the Managing Director of the Company for a term of five 5 (Five) consecutive years commencing from 6th July 2023 to 5th July 2028 together with the terms and conditions of his appointment. Further, the Members of the Company at the Extra-Ordinary General Meeting of the Company held on 08th April, 2024, approved the remuneration of Mr. Anand Poddar as the Managing Director up to Rs.24,00,000 (Rupees Twenty Four Lakhs) per annum.

Pursuant to the provisions of the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company, the Nomination and Remuneration Committee ("NRC") periodically reviews the remuneration payable to the Executive Directors of the Company, taking into consideration, inter alia, their roles and responsibilities, leadership and strategic direction, individual performance, the financial and operational performance of the Company, prevailing remuneration practices in comparable sectors, industry benchmarks and the overall size, scale and complexity of the Company's business and operations. Upon such review, the NRC, at its meeting held on August 28, 2026, recommended revision in the remuneration payable to Mr. Anand Poddar. The Audit Committee considered the recommendation of the NRC and recommended the same to the Board of Directors. Based on the recommendations of the NRC and the Audit Committee, the Board of Directors at its meeting held on August 28, 2026, approved the revision in remuneration payable to Mr. Anand Poddar, subject to the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company.

Accordingly, it is proposed to revise the annual remuneration payable to Mr. Anand Poddar, Managing Director of the Company with effect from April 01 2026, for the remaining period of his tenure as the Managing Director of the Company, in the manner as set out below:

Particulars	Existing Remuneration	Revised Remuneration
Annual Remuneration	Rs.24,00,000 (Rupees Twenty Four Lakhs Only)	Rs.42,00,000 (Rupees Forty Two Lakhs Only)

Consequent to the proposed revision, the aggregate annual remuneration payable to Mr. Anand Poddar, Managing Director of the Company does not exceeds five per cent (5%) of the annual net profits of the Company, computed in accordance with the provisions of Section 198 of the Act.

The Board is of the opinion that the proposed revision in remuneration is fair, reasonable and commensurate with the duties and responsibilities entrusted to Mr. Anand Poddar, having regard to his experience, leadership and strategic direction, contribution towards the growth and development of the Company, the increased scale and complexity of the Company's operations and prevailing industry remuneration practices. The Board believes that the proposed remuneration is in the best interests of the Company and its Members.

Except for the aforesaid revision in remuneration, all other terms and conditions of the appointment of Mr. Anand Poddar as approved by the Members, shall remain unchanged and continue to remain in full force and effect.

Mr. Anand Poddar being Managing Director, is concerned or interested, financially or otherwise, in the resolution to the extent of the remuneration payable to him. Mrs. Shruti Poddar, Executive Director, being an immediate relative (Spouse) of Mr. Anand Poddar, is also deemed to be concerned or interested in the resolution.

Save and except Mr. Anand Poddar, Mrs. Shruti Poddar and Mr. Akash Poddar none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board of Directors recommends the **Ordinary Resolution** set out at Item No. 04 of the Notice for approval of the Members.

Item No. 5: Re-Appointment of Mrs. Shruti Poddar (DIN: 07899028) as an Executive Director of the Company:

Mrs. Shruti Poddar (DIN: 07899028) currently serves as an Executive Director of the Company. The initial terms of her appointment and remuneration of Rs.30 Lakhs (Rupees Thirty Lakhs Only) per annum were previously approved by the Members of the Company at the Extraordinary General Meeting (EGM) held on 8th April, 2024.

Based on the recommendations of the Nomination and Remuneration Committee (NRC) at its meeting held on 21st May, 2026, the Board of Directors of the Company at its meeting held on the same date approved the re-appointment of Mrs. Shruti Poddar (DIN: 07899028) as an Executive Director of the Company for a further term of 5 (five) consecutive financial years, commencing from 1st April, 2026 to 31st March, 2031, whose office shall be liable to determination by retirement of Directors by rotation, subject to the approval of the Members at the ensuing Annual General Meeting (AGM).

The proposed re-appointment is pursuant to the provisions of Sections 149, 152, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Key Terms and Remuneration:

- **Tenure:** 5 (five) financial years commencing from 1st April, 2026 to 31st March, 2031.
- **Rotational Status:** Liable to retire by rotation in accordance with Section 152 of the Act.
- **Remuneration and Terms:** The remuneration payable to Mrs. Shruti Poddar shall remain unchanged at Rs.30 Lakhs (Rupees Thirty Lakhs Only) per annum, as previously approved by the Members at the EGM held on 8th April, 2024. All other existing terms and conditions relating to her appointment shall remain unchanged and continue to be in full force and effect.

Board Evaluation and Justification: In the opinion of the Board, Mrs. Shruti Poddar fulfills the conditions specified under the Act, the Rules made thereunder and the SEBI Listing Regulations for her appointment as an Executive Director of the Company and she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Considering her rich experience, in-depth operational knowledge, leadership qualities and valuable contributions to the growth and operations of the Company, the Board of Directors is of the firm view that her continued association as an Executive Director would be in the immense interest of the Company.

Disclosures and Annexures: Additional disclosures in respect of Mrs. Shruti Poddar pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), along with her brief profile, are annexed to this Notice.

Disclosure of Interest:

- **Mrs. Shruti Poddar**, being the appointee, is concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 05 of the Notice.
- **Mr. Anand Poddar**, Managing Director, being an immediate relative (Spouse) of Mrs. Shruti Poddar, is deemed to be concerned or interested, financially or otherwise, in the resolution.
- **Mr. Akash Poddar**, Non-Executive Director, being a relative of Mrs. Shruti Poddar, may also be deemed to be concerned or interested in the resolution to the extent of his relationship.

Save and except Mrs. Shruti Poddar, Mr. Anand Poddar and Mr. Akash Poddar, none of the other Directors, Key Managerial Personnel (KMPs) of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 05 of the Notice for approval by the Members of the Company.

Item No. 6: Appointment of Mr. Joseph Benoy (DIN: 11730138) as a Non-Executive Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and the approval of the Board of Directors of the Company at their respective meetings held on 21st May, 2026, Mr. Joseph Benoy (DIN: 11730138) was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from 21st May, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act").

In terms of Section 161(1) of the Act, Mr. Joseph Benoy holds office up to the date of the ensuing Annual General Meeting (AGM) of the Company and is eligible to be regularized and appointed as an Independent Director of the Company.

Pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the Members is sought by way of a Special Resolution for the regularization and appointment of Mr. Joseph Benoy as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years, with effect from 21st May, 2026 up to 20th May, 2031, not liable to retire by rotation.

Declaration of Independence and Compliance Evaluation: The Company has received from Mr. Joseph Benoy:

1. Consent in writing to act as a Director of the Company in Form No. DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
2. Intimation in Form No. DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director under Section 164(2) of the Act;
3. A declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; and

In the opinion of the Board, Mr. Joseph Benoy fulfills the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Background, Profile and Rationale for Appointment: Mr. Joseph Benoy brings over 32 years of rich executive experience spanning supply chain management, logistics, transportation, procurement, mining, import/export operations and the cement industry. Throughout his distinguished career, he has held pivotal operational and leadership positions, successfully steering end-to-end supply chain strategies, optimizing cross-border logistics and driving operational excellence across complex, asset-intensive sectors.

Considering his immense knowledge, extensive experience and core functional expertise, the Board of Directors is of the firm view that his association would be of immense benefit to the Company and it is desirable to appoint him as an Independent Director.

Remuneration and Sitting Fees: Mr. Joseph Benoy shall not be entitled to receive any managerial remuneration during his tenure. However, he shall be entitled to receive sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as well as reimbursement of expenses incurred for attending such meetings, as determined by the Board of Directors from time to time in accordance with the provisions of the Act.

Disclosures: Additional disclosures in respect of Mr. Joseph Benoy pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) along with his brief profile, are annexed to this Notice.

Disclosure of Interest: Save and except Mr. Joseph Benoy, being the appointee, none of the other Directors, Key Managerial Personnel (KMPs) of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 06 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 06 of the Notice for approval by the Members of the Company.

Item No. 7: Approval of Material Related Party Transactions with SLB Logistics Private Limited:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all Material Related Party Transactions ("RPTs") require prior approval of the Members by way of an Ordinary Resolution, even if such transactions are in the ordinary course of business and on an arm's length pricing basis.

Under Regulation 23 of the SEBI Listing Regulations, a transaction with a Related Party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the scale-based materiality thresholds prescribed thereunder.

For listed entities with an annual consolidated turnover of up to Rs.20,000 Crores, a transaction is deemed material if it exceeds 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements.

Since the proposed aggregate value of the transactions with SLB Logistics Private Limited for the Financial Year 2026-27 is up to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only), which exceeds the applicable 10% materiality threshold of the Company's latest audited consolidated turnover, the proposed arrangement constitutes a "Material Related Party Transaction" and accordingly requires the prior approval of the Members of the Company by way of an Ordinary Resolution.

Approvals and Evaluation:

1. **Audit Committee Approval**: The Audit Committee of the Company, comprising of Independent Directors, evaluated the transaction rationale, material terms, basis of pricing and commercial necessity. The Audit Committee reviewed and took note of a certificate placed before it by the Executive Directors and the Chief Financial Officer of the Company, confirming that the terms of the proposed RPT are fair, reasonable, on an arm's length basis, in the ordinary course of business, and not prejudicial or unfavorable to the interest of the Company. The Audit Committee granted its prior approval for the transaction at its meeting held on 21st May, 2026.
2. **Board Approval**: Based on the recommendations and prior approval of the Audit Committee, the Board of Directors reviewed the details and granted its approval at its meeting held on 21st May, 2026, subject to the approval of the Members.

Disclosures required under SEBI Master Circular and Industry Standards: The detailed particulars of the proposed Material Related Party Transaction pursuant to Section III-B of the SEBI Master Circular for LODR compliance dated January 30, 2026, read with the Industry Standards on Related Party Transactions and details as per Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are set forth below:

S. No.	Particulars	Details
1.	Name of the Related Party, its relationship with the listed entity or its subsidiary, including nature of its concern or interest	SLB Logistics Private Limited Enterprises over which Director(s) / KMP(s) exercise Significant Influence through Common Directorship / Shareholding as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations.

S. No.	Particulars	Details
2.	Name of the Director(s) or Key Managerial Personnel (KMPs) who is related, if any	Mr. Anand Poddar and Mrs. Shruti Poddar, Director(s) of the Company, who hold Directorship in SLB Logistics Private Limited.
3.	Type of transaction, basis of determination of price, bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services and Material terms and particulars of the proposed contract/arrangement and transactions	Contract(s), arrangement(s) or transaction(s) are/will be in the ordinary course of business for the purchase, sale, supply and/or procurement of logistics, transportation, warehousing and allied services (whether individual transactions, a series of transactions or modifications to existing arrangements) with SLB Logistics Private Limited. The pricing and commercial terms for the transactions are/will be determined on an Arm's Length Basis. Prices are fixed with reference to prevailing market rates, standard commercial benchmarking or competitive rate cards applicable for comparable logistics and transportation services in the relevant geographical regions. The party was evaluated and selected based on commercial comparison, taking into account factors such as operational capability, service reliability, fleet availability, geographical reach, turnaround time, safety standards and commercial competitiveness.
4.	Tenure and Value of the Proposed transaction	For the Financial Year 2026-2027, up to an aggregate maximum monetary limit of Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only). For the Financial Year 2025-2026, up to an aggregate maximum monetary limit of Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only).
5.	Value of the transaction as a percentage of- (i) Listed entity's annual consolidated turnover for the immediately preceding financial year	The proposed transaction value of Rs.25 Crores represents approximately 12.25% of the Company's latest audited annual consolidated turnover for FY 2025-26.

S. No.	Particulars	Details
	(ii) the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	NA
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	SLB Logistics Private Limited has extensive expertise, infrastructure and operational capabilities in handling specialized logistics and supply chain services. Engaging with SLB Logistics ensures operational efficiencies, timely service execution, competitive pricing, and seamless supply chain integration, which is in the paramount commercial interest of the Company.

S. No.	Particulars	Details
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable (Pricing evaluated based on internal commercial benchmarking and market rates)
9.	A summary of the information provided by the Management of the listed entity to the Audit Committee	The proposed contract with SLB Logistics Private Limited involves the purchase and sale of logistics and transportation services up to a maximum value of Rs.25 Crores for FY 2026-27, conducted in the ordinary course of business and on an arm's length basis. Management provided the Audit Committee with a comprehensive proposal, including a commercial rationale, market benchmark pricing and an Executive Director/CFO certification confirming that the terms are fair, reasonable and not prejudicial to the Company.
10.	Any other information that may be relevant	All material facts, legal disclosures and commercial details relevant to the proposed transaction have been fully incorporated in this Explanatory Statement and the accompanying Notice. SLB Logistics Private Limited provides essential transportation and supply chain services to the Company. To maintain seamless supply chain continuity and operational efficiency, the Company engaged services up to a threshold of Rs.25.00 Crores in FY 2025-26 and proposes to continue the arrangement for FY 2026-27 up to an aggregate cap of Rs. 25.00 Crores. The pricing continues to be evaluated on an arm's length basis and aligned with prevailing market rates, which is in the commercial interest of the Company.

Voting Restrictions: In terms of Regulation 23(4) of the SEBI Listing Regulations, all entities/persons falling under the definition of a "Related Party" (whether such related party is a party to the particular transaction or not) shall abstain from voting to approve this resolution.

Disclosure of Interest: Save and except Mr. Anand Poddar, Mrs. Shruti Poddar and Mr. Akash Poddar and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. **7** of the Notice.

The Board of Directors is of the view that the proposed transaction is in the best interest of the Company and its Members and accordingly recommends the **Ordinary Resolution** set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8: Approval of Material Related Party Transactions with Sri Kamakshi Logistics Private Limited:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all Material Related Party Transactions ("RPTs") require prior approval of the Members by way of an Ordinary Resolution, even if such transactions are in the ordinary course of business and on an arm's length pricing basis.

Under Regulation 23 of the SEBI Listing Regulations, a transaction with a Related Party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the scale-based materiality thresholds prescribed thereunder. For listed entities with an annual consolidated turnover of up to Rs.20,000 Crores, a transaction is deemed material if it exceeds 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements.

Since the proposed aggregate value of the transactions with Sri Kamakshi Logistics Private Limited for the Financial Year 2026-27 is up to Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only), which exceeds the applicable 10% materiality threshold of the Company's latest audited consolidated turnover, the proposed arrangement constitutes a "Material Related Party Transaction" and accordingly requires the prior approval of the Members of the Company by way of an Ordinary Resolution.

Approvals and Evaluation:

1. **Audit Committee Approval**: The Audit Committee of the Company, comprising of Independent Directors, evaluated the transaction rationale, material terms, basis of pricing and commercial necessity. The Audit Committee reviewed and took note of a certificate placed before it by the Executive Directors and the Chief Financial Officer of the Company, confirming that the terms of the proposed RPT are fair, reasonable, on an arm's length basis, in the ordinary course of business and not prejudicial or unfavorable to the interest of the Company. The Audit Committee granted its prior approval for the transaction at its meeting held on 21st May, 2026.

2. **Board Approval**: Based on the recommendations and prior approval of the Audit Committee, the Board of Directors reviewed the details and granted its approval at its meeting held on 21st May, 2026, subject to the approval of the Members.

Disclosures required under SEBI Master Circular and Industry Standards: The detailed particulars of the proposed Material Related Party Transaction pursuant to Section III-B of the SEBI Master Circular for LODR compliance dated January 30, 2026, read with the Industry Standards on Related Party Transactions and details as per Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are set forth below:

S. No.	Particulars	Details
1.	Name of the Related Party, its relationship with the listed entity or its subsidiary, including nature of its concern or interest	Sri Kamakshi Logistics Private Limited Enterprises over which Director exercise Significant Influence through Common Directorship/Shareholding as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations.
2.	Name of the Director(s) or Key Managerial Personnel (KMPs) who is related, if any	Mr. Anand Poddar, Managing Director of the Company, who holds Directorship in Sri Kamakshi Logistics Private Limited.
3.	Type of transaction, basis of determination of price, bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services and Material terms and particulars of the proposed contract/arrangement and transactions	Contract(s), arrangement(s) or transaction(s) are/will be in the ordinary course of business for the purchase, sale, supply and/or procurement of logistics, transportation, warehousing and allied services (whether individual transactions, a series of transactions or modifications to existing arrangements) with Sri Kamakshi Logistics Private Limited. The pricing and commercial terms for the transactions are/will be determined on an Arm's Length Basis. Prices are fixed with reference to prevailing market rates, standard commercial benchmarking or competitive rate cards applicable for comparable logistics and transportation services in the relevant geographical regions.

S. No.	Particulars	Details
		The party was evaluated and selected based on commercial comparison, taking into account factors such as operational capability, service reliability, fleet availability, geographical reach, turnaround time, safety standards and commercial competitiveness.
4.	Tenure and Value of the Proposed transaction	For the Financial Year 2026–2027, up to an aggregate maximum monetary limit of Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only).
5.	Value of the transaction as a percentage of- (i) Listed entity's annual consolidated turnover for the immediately preceding financial year (ii) the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	The proposed transaction value of Rs.25 Crores represents approximately 12.25% of the Company's latest audited annual consolidated turnover for FY 2025–26. NA
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable

S. No.	Particulars	Details
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	Sri Kamakshi Logistics Private Limited has extensive expertise, infrastructure and operational capabilities in handling specialized logistics and supply chain services. Engaging with Sri Kamakshi Logistics ensures operational efficiencies, timely service execution, competitive pricing, and seamless supply chain integration, which is in the paramount commercial interest of the Company.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable (Pricing evaluated based on internal commercial benchmarking and market rates)
9.	A summary of the information provided by the Management of the listed entity to the Audit Committee	The proposed contract with Sri Kamakshi Logistics Private Limited involves the purchase and sale of logistics and transportation services up to a maximum value of Rs.25 Crores for FY 2026-27, conducted in the ordinary course of business and on an arm's length basis. Management provided the Audit Committee with a comprehensive proposal, including a commercial rationale, market benchmark pricing and an Executive Director/CFO certification confirming that the terms are fair, reasonable and not prejudicial to the Company.
10.	Any other information that may be relevant	All material facts, legal disclosures and commercial details relevant to the proposed transaction have been fully incorporated in this Explanatory Statement and the accompanying Notice. Sri Kamakshi Logistics Private Limited provides essential transportation and supply chain services to the Company. To maintain seamless supply chain continuity and operational efficiency, the

S. No.	Particulars	Details
		Company proposes to continue the arrangement for FY 2026-27 up to an aggregate cap of Rs.25. Crores. The pricing continues to be evaluated on an arm's length basis and aligned with prevailing market rates, which is in the commercial interest of the Company.

Voting Restrictions: In terms of Regulation 23(4) of the SEBI Listing Regulations, all entities/persons falling under the definition of a "Related Party" (whether such related party is a party to the particular transaction or not) shall abstain from voting to approve this resolution.

Disclosure of Interest: Save and except Mr. Anand Poddar, Mrs. Shruti Poddar and Mr. Akash Poddar and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. **8** of the Notice.

The Board of Directors is of the view that the proposed transaction is in the best interest of the Company and its Members and accordingly recommends the **Ordinary Resolution** set out at Item No. 8 of the Notice for approval by the Members.

Place: Chennai

Date: 28th August, 2026

For and By Order of the Board

For Rapid Fleet Management Services Limited

Sd/-

Anand Poddar
Managing Director
(DIN: 00697859)

ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING

AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

Name of the Director	Mrs. Shruti Poddar
DIN	07899028
Age and Date of Birth	39 years and 18th February, 1987
Date of Original Appointment on Board	26/12/2017
Educational Qualifications	Bachelor of Arts
Experience in Business	More than 10 Years of Experience in the business
No. of. Equity Shares held as on 31.03.2026	29,24,000 Equity Shares
No. of Board Meetings attended during FY 2025-2026	17 (Seventeen) Board Meetings
Directorship in other Public Companies	Nil
Chairman/Member of Committees of other Public Company	Nil
Relationship with any other Director/KMP of the Company	Mr. Anand Poddar, Managing Director and Mr. Akash Poddar (Non-Executive Director) are relatives of Mrs. Shruti Poddar
Whether Promoter/part of Promoter Group	She is one of the Promoters of the Company
Whether Independent Director	No, She is an Executive Director
Brief Profile and Reasons for Appointment/Re-appointment	Mrs. Shruti Poddar (DIN: 07899028) is an Executive Director and Promoter of the Company. Holding a Bachelor of Arts Degree and leveraging over a decade of rich business expertise, she plays a pivotal role in shaping the operational landscape of the organization. As an Executive Director, Mrs. Shruti Poddar leads the strategic oversight of Office Management and Human Resources. Her leadership and focus on organizational efficiency continue to strengthen operational excellence and internal governance within the Company.

Name of the Director	Mr. Akash Poddar
DIN	05341711
Age and Date of Birth	35 Years and 30th November, 1990
Date of Original Appointment on Board	29/01/2024
Educational Qualifications	Graduate Degree in Management and Diploma in Planning and Management
Experience in Business	More than 10 Years of Experience in the Business
No. of. Shares held as on 31.03.2026	Nil
No. of Board Meetings attended during FY 2025-2026	17 (Seventeen) Board Meetings
Directorship in other Public Companies	Nil
Chairman/Member of Committees of other Public Company	Nil
Relationship with any other Director/KMP of the Company	Mr. Anand Poddar, Managing Director and Mrs. Shruti Poddar (Executive Director) are relatives of Mr. Akash Poddar
Whether Promoter/part of Promoter Group	No, he is neither a Promoter nor part of the Promoter Group of the Company
Whether Independent	No, He is a Non-Executive Director
Brief Profile and Reasons for Re-appointment	Mr. Akash Poddar brings more than a decade of extensive business experience to his role as a Non-Executive Director at Rapid Fleet Management Limited. Possessing a solid educational background with a Graduate Degree in Management and a Diploma in Planning and Management, he offers strong business foresight, strategic oversight and strong leadership to the Board.

Name of the Director	Mr. Joseph Benoy
DIN	11730138
Age and Date of Birth	55 Years and 11th May 1971
Date of Original Appointment on Board	21/05/2026
Educational Qualifications	Graduate
Experience in Business	More than 32 Years of experience in Business
No. of. Shares held as on 31.03.2026	Nil
No. of Board Meetings attended during FY 2025-2026	Not Applicable
Directorship in other Public Companies	Nil
Chairman/Member of Committees of other Public Company	Nil
Relationship with any other Director/KMP of the Company	Nil
Whether Promoter/part of Promoter Group of the Company	No
Whether Independent Director	Yes, he is an Non-Executive Independent Director of the Company
Brief Profile and Reasons for Appointment	Mr. Joseph Benoy is a seasoned industry leader with more than 32 years of hands-on and strategic expertise in supply chain management, global logistics, transportation networks and international trade. Having served in high-impact leadership roles across demanding sectors such as mining, import/export and the cement industry, he possesses deep domain knowledge in large-scale procurement, resource allocation and operational efficiency. His long-standing track record highlights a strong capacity for driving end-to-end supply chain transformations, building resilient vendor ecosystems and leading strategic initiatives that foster sustainable organizational performance.

Place: Chennai

Date: 28th August, 2026

For and By Order of the Board

For Rapid Fleet Management Services Limited

Sd/-

Anand Poddar
Managing Director

(DIN: 00697859)