POSTAL BALLOT NOTICE
[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Companies Act / the Act"), read with the Companies (Management and Administration) Rules, 2014 (the "Rules") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any of the Act, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, RBM Infracon Limited (the "Company") is seeking the consent of its Members for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (Notice') for your consideration and forms part of this Notice.

This Postal Ballot is accordingly being initiated in compliance with the MCA and SEBI Circulars. Further, as provided in the said MCA and SEBI Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to info@rbminfracon.com, providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to info@rbminfracon.com and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through NSDL e-Voting system.

The remote e-voting facility is available at the link: www.evoting.nsdl.com from Tuesday, January 06, 2026 (09:00 A.M.) and will end on Thursday, February 05, 2026 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote are entitled to vote through the remote e-voting facility provided the Company through NSDL.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof is annexed herewith.

Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company (the "Board"), has appointed Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of e-voting on or before Saturday, February 07, 2026 at the Registered Office of the company at 1007, North Plaza, Near 4D Square Mall, Visat Gandhinagar Highway, Motera, Ahmedabad – 380005, Gujarat, India. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the National Stock Exchange of India Limited (NSE) where the Company's Shares are listed and displayed on the website of the Company i.e. https://www.rbminfracon.com/

By order of the Board of Directors,
RBM INFRACON LIMITED

Sd/-
JAYBAJRANG RAMAISHISH MANI
Chairman Cum Managing Director
DIN: 03417579

Place: Ahmedabad
Date: January 05, 2026

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

SPECIAL BUSINESS

RESOLUTION 1: CONVERSION OF LOAN INTO EQUITY SHARES.

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to accept loans aggregating up to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) from the following prospective lenders, with an option to convert the whole or part of such loans into equity shares of the Company, on such terms and conditions, including the conversion price, ratio, and timing, as may be mutually agreed between the Company and the respective lenders:

Sr. No	Name of the Lender	Amount (in Crores)
1	Jaybajrang Ramaishish Mani	40
2	Aditya Jay Bajrang Mani	20

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, finalize, and vary the terms and conditions of the aforesaid loans and their conversion into equity shares, including but not limited to the number of equity shares to be issued upon conversion, the conversion price, conversion period, and other related matters, in accordance with applicable laws.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, expedient, or desirable to give effect to this resolution, including but not limited to execution of agreements, deeds, and other documents, filing of necessary forms and returns with the Registrar of Companies and other authorities, and to take all such steps as may be required in this regard."

RESOLUTION 02: APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

To consider and pass the following resolutions as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to sell, lease, dispose of or otherwise transfer and/or to create charge(s), mortgage(s), hypothecation(s) and/or other encumbrances, whether fixed or floating, on the whole or substantially the whole of the undertaking(s) of the Company, including all or any of the present and/or future movable and immovable properties of the Company, wherever situated, in such form and in such manner as the Board may deem fit, in favour of banks, financial institutions, lenders or any other security holders, for securing any loans, borrowings, financial assistance or credit facilities availed or to be availed by the Company, up to an aggregate amount up to ₹300,00,00,000/- (Rupees Three Hundred Crores only) at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute all such deeds, documents, agreements, undertakings and writings as may be required, to do all such acts, deeds, matters and things and to take all such steps as may be necessary, expedient or incidental for giving effect to this resolution, including settling any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to take all necessary actions and to file necessary forms, returns and documents with the Registrar of Companies and/or any other authority as may be required in this regard."

RESOLUTION 03: APPROVAL UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

To consider and pass the following resolutions as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (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, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to borrow, from time to time, from one or more of the Company's bankers, financial institutions, banks, or other lending institutions, any sum or sums of money, in Indian or foreign currency, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided that the total amount so borrowed and outstanding at any time up to ₹300,00,00,000/- (Rupees Three Hundred Crores Only)."

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide upon the terms and conditions of such borrowings, including interest, repayment, security, and other related matters, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or desirable for the purpose of giving effect to this resolution, including finalizing and executing all necessary agreements, deeds, and documents with the lenders."

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to take all necessary actions and to file necessary forms, returns and documents with the Registrar of Companies and/or any other authority as may be required in this regard."

RESOLUTION 04: TO CONSIDER AND APPROVE PROPOSAL FOR MIGRATION OF THE COMPANY FROM SME BOARD TO MAIN BOARD:

To consider and pass the following resolution as **Special Resolution**:

Note: In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the below mentioned Resolutions shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"**RESOLVED THAT** pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the applicable Laws and by-laws and rules and regulations of NSE Limited and subject to the approval of other statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Listing / Trading of Equity Shares of the Company having a face value of Rupees 10.00 per Equity Share (which are currently listed on SME Platform of National Stock Exchange of India Limited to the main Board of National Stock Exchange of India Limited and upon Migration, the said Equity Shares be got listed and traded on the Capital Segment Main Board of NSE Limited, from the date of Migration / getting listed and admitted to deal on Main Board of NSE Limited.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution."

RESOLUTION 05: ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) BY ADDING FOLLOWING OBJECT IN SUB-CLAUSE (A) OF CLAUSE 3 OF MAIN OBJECT MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

To consider and pass the following resolutions as **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 13 & other applicable provisions, if any, of the Companies Act, 2013 including Rules made thereunder as well as any other applicable laws for the time being in force & such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company, be and is hereby accorded to alter the existing Main Objects of Clause Ill (A) of the Memorandum of Association of the Company, by adding the following new Clause IlI (A) as under:

11. To carry on the business of manufacturing, assembling, supply, trading, import, export, distribution, stocking and dealing in engineering products including aircraft and helicopter parts, drones, rotables, expendables, consumables, tapes, ground support equipment (GSE), aircraft tooling, test equipment, laboratory equipment, special equipment, and materials used for aircraft interior and exterior maintenance, repair and overhaul, and all allied and related products and services of airspace services.

RESOLVED FURTHER THAT the draft copy of the amended MOA as tabled before the members, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Directors of the Company & Company Secretary of the Company be and are hereby severally authorized to take all steps and to do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution."

By order of the Board of Directors,
RBM INFRACON LIMITED

Date: 05.01.2026
Place: Ahmedabad

Regd. Office: 1007, North Plaza, Opp. Palladium, Nr.4d Square, Vishat-Gandhinagar Highway,Motera, Ahmedabad-380005., Motera, Gujarat, India, 380005

Sd/-
JAYBAJRANG RAMAISHISH MANI
Chairman Cum Managing Director
DIN: 03417579

NOTES:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Monday, December 29, 2025 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Monday, December 29, 2025 Member who does not receive the postal ballot notice may send an email to info@rbminfracon.com or may apply to NSDL at evoting@nsdl.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at https://www.rbminfracon.com/ and website of e-Voting Agency at www.evoting.nsdl.com.
4. Any query/grievance may please be addressed to Narendra Kumar Sharma, Chief Financial Officer with respect to the voting by remote electronic means at: Email id: info@rbminfracon.com or to NSDL at evoting@nsdl.co.in.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their votes during, Tuesday, January 06, 2026 (09:00 A.M.) and will end on Thursday, February 05, 2026 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on Monday, December 29, 2025 (cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. https://www.rbminfracon.com/ and e-voting website viz. www.evoting.nsdl.com and at the

corporate announcement sections of the websites of the National Stock Exchange of India Limited on which the equity shares of the Company are listed.

11. The Board of Directors have appointed Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.

12. The Resolutions will be taken as passed effectively on Thursday, February 05, 2026, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution, had received assenting to the Resolution. The result of the voting will be declared on Saturday, February 07, 2026 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website https://www.rbminfracon.com/ and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

13. Resolutions approved by the members through remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.

14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Skyline Financial Services Pvt Ltd, Registrar and Share Transfer Agent of the Company.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Tuesday, January 06, 2026 (09:00 A.M.) and will end on Thursday, February 05, 2026 (05:00 P.M.) The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Monday, December 29, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, December 29, 2025**.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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

STEP 1. ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	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 options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 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

Type of shareholders	Login Method
	athttps://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 digitdemat account number held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against com pany name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request atevoting@nsdl.co.in or call at toll free no.: 1800 1020 990and1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2. CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabprofessional@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

CONTACT DETAILS

Company	**RBM INFRACON LIMITED** 1007, North Plaza, Opp. Palladium,Nr.4d Square, Vishat-Gandhinagar Highway,Motera, Ahmedabad-380005., Motera, Gujarat, India, 380005 **Phone No.:** 91 288 2710463,; **Email:** info@rbminfracon.com **Web:** www.rbminfracon.com
Registrar and Transfer Agent	**Skyline Financial Services Pvt. Ltd, D-153A, 1st Floor Okhla Industrial Area, Phase-1, New Delhi-110 020** Tel. : 91-11-40450193-97, 26812682-83, CIN : U74899DL1995PTC071324 Email : : info@skylinerta.com, Website : : wwww.skylinerta.com
E-Voting Agency & VC /	**Email:** evoting@nsdl.co.in

OAVM	**NSDL help desk**:1800 1020 990 and 1800 22 44 30 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com
Scrutinizer	**Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice** **Contact Person: Mr. Abhishek Chhajed Email:** csabprofessional@gmail.com; **M. No.:** +91 94088 12129

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990and1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.compliance@ranjeet.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs2013.ohrl@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

RESOLUTION 1: CONVERSION OF LOAN INTO EQUITY SHARES

The Company is considering raising funds to meet its business requirements and growth plans. In this regard, the Board of Directors has proposed to accept loans from the prospective lenders mentioned below, with an option to convert such loans into equity shares of the Company at a later date:

Sr. No	**Name of the Lender**	**Amount (in Crores)**
1	Jaybajrang Ramaishish Mani	40
2	Aditya Jay Bajrang Mani	20

The total amount proposed to be raised is Rs. 60,00,00,000/- (Sixty Crores Only).

Pursuant to Section 62(3) of the Companies Act, 2013, the Board of Directors can offer to convert such loans into equity shares only with the prior approval of the members of the Company by way of a special resolution.

The Board of Directors believes that acceptance of these loans with the option of conversion into equity will provide the Company with financial flexibility to support its business operations and growth plans. The terms and conditions of the loans, including the conversion option, will be finalized by the Board, keeping in view the best interests of the Company and its shareholders.

Except Jaybajrang Ramaishish Mani and Aditya Jay Bajrang Mani, None of the Directors, Key Managerial Personnel, or their relatives are, in any way, financially or otherwise, interested in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the Members.

RESOLUTION 02: APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

The Company, in the ordinary course of business, may be required to avail loans, borrowings, financial assistance or credit facilities from banks, financial institutions, lenders or other security holders to meet its funding requirements, working capital needs, capital expenditure and for other general corporate purposes.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the members by way of a special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or create charge, mortgage or other encumbrance thereon.

In order to secure such loans, borrowings or financial assistance availed or to be availed by the Company, it may be necessary to create charge(s), mortgage(s), hypothecation(s) or other encumbrances, whether fixed or floating, on the whole or substantially the whole of the undertaking(s) of the Company, including present and/or future movable and immovable properties of the Company, in favour of banks, financial institutions, lenders or other security holders.

The Board of Directors therefore proposes to obtain the consent of the Members to authorize the Board (including any Committee thereof) to sell, lease, dispose of or otherwise transfer and/or to create such charge(s), mortgage(s), hypothecation(s) or other encumbrances on the assets of the Company for securing the borrowings of the Company, up to an aggregate amount of **₹300,00,00,000/- (Rupees Three Hundred Crores only)** at any time.

This approval will provide flexibility to the Board to finalize and execute necessary documents and take all such actions as may be required in the best interest of the Company, without the need for obtaining separate approval of the Members at each instance.

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

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the Members.

RESOLUTION 3: APPROVAL UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

In view of the Company's present and future funding requirements for its business operations, capital expenditure, working capital needs, strategic initiatives, and general corporate purposes, it is considered necessary to enhance the borrowing powers of the Board.

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

Accordingly, the Board, at its meeting, has approved, subject to the consent of the Members, to borrow monies from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed may exceed the aforesaid limits, provided that the total amount so borrowed and outstanding at any time upto ₹300,00,00,000/- (Rupees Three Hundred Crores Only).

The proposed borrowing limit is intended to provide the Board with adequate flexibility to meet the Company's funding requirements as and when needed. The Board will determine the terms and conditions of such borrowings, including interest rate, tenure, security, and other related matters, in the best interest of the Company.

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

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

RESOLUTION 4: TO CONSIDER AND APPROVE PROPOSAL FOR MIGRATION OF THE COMPANY FROM SME BOARD TO MAIN BOARD

In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the Resolutions in Item No. 4 of this Notice shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Equity Shares of the Company are listed and traded on SME platform of National Stock Exchange of India Limited w.e.f. January 04, 2023.

The Company has been performing consistently and has increased its business operations year by year. The listing of Equity Shares of the Company enhanced transparency in the functioning and the Company has been benefitted. Over the period, the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the Company is geared up for moving on to the main board of NSE.

In terms of present rules/regulations, the Equity Shares which are presently listed & traded on SME Platform of NSE can be migrated to Main Board of NSE Limited after an initial period of 3 years from the date of listing as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

At present, Your Company has been listed and traded on the SME Platform of NSE Listed on January 04, 2023 for at least three years and as:

1. The authorized share capital increased from Rs. 8,50,00,000 consisting of 85,00,000 Equity Shares of Rs. 10/- each to Rs. 58,50,00,000 constituting 5,85,00,000 Equity Shares of Rs. 10/- each in the Extra-Ordinary General Meeting held on October 13, 2023.
2. Further, the company issued 16,62,000 Equity Shares of face value Rs. 10/- each at issue price of Rs. 386/- per share through preferential issue consideration in cash and other than cash and 5,30,000 convertible equity warrants of the Company in one or more tranches by way of Preferential basis at an issue price of Rs. 386/- per share respectively in the Extra-Ordinary General Meeting held on January 24, 2024.
3. The Board of Directors of the Company had allotted 541,000 equity shares out of the total 16,62,000 Equity shares in the first tranche in the board meeting dated February 08, 2024 and the remaining 11,21,000 Equity Shares to the remaining 43 allottees out of the total 59 allottees in Second tranche on February 13, 2024 at an issue price of Rs. 386/- per share including a premium of Rs. 376/- per share on preferential basis.
4. The Company allotted 5,30,000 convertibles equity warrants on February 13, 2024. Further, the 5,30,000 equity shares were allotted pursuant to conversion on August 12, 2025.

on SME Platform of NSE Limited as per the guidelines specified by SEBI under Chapter IX of SEBI ICDR Regulations, 2018 and criteria laid down by NSE for Migration and subject to all applicable provisions of SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015, applicable guidelines/circulars/notifications issued by the NSE, approvals of Statutory/Regulatory Authorities, if any and subject to approval of Shareholders by way of Special Resolution.

The proposed listing of Equity Shares of the Company on Main Board of NSE will not only act as a catalyst in the growth and expansion of the Company apart from taking company to a different league altogether with enhanced recognition and will also result in participation of a larger pool of potential investors thereby help to increase the liquidity of Shares of our Company.

The members are, therefore, requested to accord their approval for the Migration of Listing/ Trading of Equity Shares of the company from SME platform of NSE to Main Board NSE as set out in the resolution.

The Listing of the Equity Shares on the Main Board of NSE would need to be approved by the Shareholders of the Company by passing a special resolution through Postal Ballot. Further, as per Regulation 277 of SEBI (ICDR), the resolution shall be passed by requisite majority i.e. shareholders other than promoters in favour of the proposal shall amount to at least two times the number of Votes cast by shareholders other than promoter shareholders against the proposal.

The Company would approach NSE with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of NSE.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

The Board recommends the Special Resolution set out in Item No. 4 of the Notice for approval by the Members.

RESOLUTION 05: ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) BY ADDING FOLLOWING OBJECT IN SUB-CLAUSE (A) OF CLAUSE 3 OF MAIN OBJECT MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

In order to expand and diversify the business activities of the Company and to enable it to undertake new and allied business opportunities in line with emerging requirements of the aviation, aerospace, and airspace services sector, the Board of Directors considers it necessary to amend the Main Objects Clause of the Memorandum of Association.

The proposed alteration seeks to add a new object to Clause III(A) of the Memorandum of Association to enable the Company to carry on the business of manufacturing, assembling, supplying, trading, importing, exporting, distributing, stocking, and dealing in engineering products including aircraft and helicopter parts, drones, rotables, expendables, consumables, ground support equipment (GSE), aircraft tooling, test equipment, laboratory equipment, special equipment, and materials used for aircraft interior and exterior maintenance, repair and overhaul, as well as all allied and related products and services of airspace services.

Pursuant to Section 13 of the Companies Act, 2013, any alteration of the Memorandum of Association requires the approval of the Members by way of a Special Resolution. The proposed amendment will provide the Company with greater operational flexibility and enable it to explore and undertake new business opportunities, thereby supporting the Company’s growth objectives.

The draft of the amended Memorandum of Association incorporating the proposed alteration is available for inspection by the Members at the Registered Office of the Company during business hours and will also be placed before the Members at the meeting for their approval.

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

The Board recommends the Special Resolution set out in Item No. 5 of the Notice for approval by the Members.

Date: 05.01.2026
Place: Ahmedabad

Regd. Office: 1007, North Plaza, Opp. Palladium,Nr.4d Square, Vishat-Gandhinagar Highway,Motera, Ahmedabad-380005., Motera, Ahmedabad, Ahmedabad, Gujarat, India, 380005.

By order of the Board of Directors,
RBM INFRACON LIMITED

Sd/-

JAYBAJRANG RAMAISHISH MANI
Chairman Cum Managing Director
DIN: 03417579