



RIR POWER ELECTRONICS LIMITED

REGD. / CORPORATE OFFICE : 139/141, Solaris 1, B-Wing, 1st Floor, Saki Vihar Road, Powai,
Andheri (East), Mumbai - 400 072. Maharashtra • Tel. : +91-022 28471956, 57, 58, 59
E-mail : admin@ruttonsha.com • Website: www.ruttonsha.com • CIN : L31109MH1969PLC014322

FACTORY : 338, International House, Baska, Halol, Dist. Panchmahals, Pin - 389 350. Gujarat (India)
Tel. : +91-02676352000 • E-mail : adminbsk@ruttonsha.com



An ISO 9001:2015 Company

Ref. RIR/SEC/13844/2025

16th December, 2025

The Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, Rotunda Building,
P. J. Towers, Dalal Street,
Mumbai-400001

Scrip Code: 517035

Sub.: Notice of Postal Ballot - Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 or any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), we would like to inform you that the Company has sent Postal Ballot Notice dated 13th December, 2025 to the Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories and whose email IDs are registered with the Company/Depositories as on Friday, 12th December, 2025 ("cut-off date"). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The approval has been sought by way of Special Resolutions through remote e-voting for agenda items as mentioned in the notice.

Schedule of Events for Postal Ballot Notice of the Company

Benpos Date / Cut Off Date for Sending Postal Ballot Notice	12 th December, 2025
Date of Completion of Dispatch of Postal Ballot Notice	16 th December, 2025
Remote E-Voting State Date and Time For Postal Ballot	Wednesday, 17 th December, 2025 9:00 a.m.
Remote E-Voting End Date and Time For Postal Ballot	Thursday, 15 th January, 2026 5:00 p.m.
Date of Deemed Meeting for approval of Resolutions through Postal Ballot i.e. last day of E-Voting	Thursday, 15 th January, 2026
Declaration of Results of Postal Ballot	On or before Monday, 19 th January, 2026

Further Company has appointed CSDL for conducting e-voting under Postal Ballot. The copy of the Postal Ballot Notice is also available on the Website of the Company at www.rirpowersemi.com and on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com

Thanking you.
Yours faithfully,
For RIR POWER ELECTRONICS LIMITED

BHAVIN P RAMBHIA
COMPANY SECRETARY
Encls : a/a

www.ruttonsha.com

Manufacturers of SEMICONDUCTOR DEVICES • BATTERY CHARGERS • POWER RECTIFIERS



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Regd. Office: - 139/141, Solaris 1, B-wing, 1st Floor, Saki Vihar Road, Powai, Andheri (East), Mumbai – 400072, Maharashtra Tel. No. - +91-022-28471956,

Website: www.rirpowersemi.com, E-Mail: secretarial@ruttonsha.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of Companies (Management & Administration) Rules, 2014).

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations, it is proposed to seek the consent of the members (“Members”) of RIR POWER ELECTRONICS LIMITED (“Company”), for the resolutions appended below, through Remote Electronic Voting (“E-Voting”) only. An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors (“Board”) in its meeting held on Saturday, 13th December, 2025 has appointed M/s. Neetu Agrawal & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose. Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“General Circulars”) (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the Company through postal ballot by remote e-Voting process (“E-Voting”). The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged CDSL for facilitating the remote e-voting system.

The remote e-voting period commences on Wednesday, December 17, 2025 (9.00 a.m. IST), and ends on Thursday, January 15, 2026 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, December 12, 2025 (“Cut-off Date”). Notice of the Postal Ballot is also available on the Company’s website : <https://www.rirpowersemi.com>, websites of the BSE Limited (“Stock Exchange”) <https://www.bseindia.com>, and on the website of CDSL i.e. at <https://www.evotingindia.com> members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice. The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on Wednesday, December 17, 2025 (9.00 a.m. IST), and ends on Thursday, January 15, 2026 (5.00 p.m. IST).

The Scrutinizer shall submit her report to the Chairman of the Company after completion of scrutiny of the e-voting and the results of the voting shall be declared by the Chairman of the Company on or before Monday, January 19, 2026 at Company’s Registered Office.

The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e., <https://www.rirpowersemi.com> and on the e-voting system link of CDSL i.e., at <https://www.evotingindia.com>. The same shall simultaneously be communicated to the BSE Limited on which the shares of the Company are listed.

The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Thursday, January 15, 2026. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

SPECIAL BUSINESS :

Item No. 1: TO APPROVE THE ‘RIR POWER ELECTRONICS LIMITED EMPLOYEES STOCK OWNERSHIP PLAN – 2025’ :

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended from time to time, read with the circulars issued thereunder (collectively referred as **“SEBI SBEB Regulations”**), as amended from time to time, read with the circulars issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any other applicable law for the time being in force, the relevant provisions of the Memorandum and Articles of Association of RIR Power Electronics Limited (**“the Company”**), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the shareholders of the Company be and is hereby accorded to the introduction and implementation of **‘RIR Power Electronics Limited Employees Stock Ownership Plan – 2025’** (**“ESOP 2025”/ “Plan”**), the salient features whereof are furnished in the explanatory statement to this Notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee duly authorized by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, not exceeding **39,78,620 (Thirty-Nine Lakhs Seventy-Eight Thousand Six Hundred and Twenty only)** employee stock options (**“Options”**) to such eligible employees working exclusively with the Company, whether in India or outside India, including any director, whether whole-time or not (excluding (i) the employees/directors who are promoters and persons belonging to the promoter group, (ii) independent director, and (iii) director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the ESOP 2025, exercisable into not more than **39,78,620 (Thirty-Nine Lakhs Seventy-Eight Thousand Six Hundred and Twenty only)** equity shares of face value of Rs. 2/- (Rupees Two Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide, in accordance with the provisions of the applicable law and the ESOP 2025.”

“RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* with the then existing equity shares of the Company for all purposes and in all respects.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division etc., if any additional equity shares are required to be issued by the Company to the eligible employees for the purpose of making a fair and appropriate adjustment to the Options granted earlier under the ESOP 2025, the ceiling in

terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares required to be issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable law and regulations to the extent relevant and applicable to the ESOP 2025.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the ESOP 2025 on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2025 subject to the compliance with the applicable law and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SEBI SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2025, and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable law in force to give effect to this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

Item No. 2: TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) AND ASSOCIATE COMPANY(IES) OF THE COMPANY UNDER ‘RIR POWER ELECTRONICS LIMITED EMPLOYEES STOCK OWNERSHIP PLAN – 2025’:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended from time to time, read with the circulars issued thereunder (collectively referred as **“SEBI SBEB Regulations”**), as amended from time to time, read with the circulars issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any other applicable law for the time being in force, the relevant provisions of the Memorandum and Articles of Association of RIR Power Electronics Limited (**“the Company”**), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the shareholders 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 duly authorized by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, such number of employee stock options (**“Options”**) under **‘RIR Power Electronics Limited Employees Stock Ownership Plan – 2025’** (**“ESOP 2025”/“Plan”**) to the eligible employees of the subsidiary company(ies) and associate company(ies) of the Company, exclusively working in India or outside India (excluding (i) the employees/directors who are promoters and persons belonging to the promoter group, (ii) independent director, and (iii) director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the ESOP 2025, which shall be within the ceiling of total number of Options and equity shares, as specified in the ESOP 2025 along with such other terms and in such manner as the Board may decide, in accordance with the provisions of the applicable law and the provisions of the ESOP 2025.”

“RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* with the then existing equity shares of the Company for all purposes and in all respects.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division etc., if any additional equity shares are required to be issued by the Company to the eligible employees for the purpose of making a fair and appropriate adjustment to the Options granted earlier under the ESOP 2025, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares required to be issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable law and regulations to the extent relevant and applicable to the ESOP 2025.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the ESOP 2025 on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing resolution, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

Item No. 3 : TO APPROVE THE APPOINTMENT OF MR. KUSH GUPTA (DIN : 09077090) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 16(1)(b) & 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kush Gupta (DIN: 09077090), who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Non-Executive Independent Director on the Board of the

Company w.e.f. 6th November, 2025, and who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as a Director in the category of a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years from the date of appointment i.e. 6th November, 2025 up to 5th November, 2030.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Directors or Company Secretary to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD OF DIRECTORS
For RIR POWER ELECTRONICS LIMITED

SD/-

PLACE: MUMBAI

DATE: 13th DECEMBER, 2025

BHAVIN P RAMBHIA
COMPANY SECRETARY
(ACS-25849)

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 12th December, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at : www.rirpowersemi.com, websites of the Stock Exchange, i.e., BSE Limited <https://www.bseindia.com/> and on the website of CDSL at: www.evotingindia.com
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (<https://www.rirpowersemi.com>), and Registrar (ADROIT CORPORATE SERVICES PRIVATE LIMITED) of the Company (www.adroitcorporate.com) duly filled and signed along with requisite supporting documents to the Company Registered Office address and to the Registrar at 17-20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai -400059, Maharashtra.

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS - 2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of Central Depository Service Limited (CDSL) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences at Wednesday, December 17, 2025 (9.00 a.m. IST), and ends on Thursday, January 15, 2026 (5.00 p.m. IST). Members of the Company holding shares in physical or electronic form as on the Cut - Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Central Depository Service Limited (CDSL) for voting thereafter. The vote in this Postal Ballot cannot be exercised through proxy.
9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at info@adroitcorporate.com – RTA or to the Company at secretarial@ruttonsha.com. However, if you are already registered with Adroit Corporate Services Pvt. Ltd for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evotingindia.com or call on toll free no.: 1800 21 09911. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under “Step 2 - Access to CDSL E-voting system”.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send a request by an email to: secretarial@ruttonsha.com

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Wednesday, December 17, 2025 (9.00 a.m. IST), and ends on Thursday, January 15, 2026 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 12th December, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of 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.

STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (iii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

	<p>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</p> <p>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 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 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.</p> <p>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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence

	number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (viii) Click on the EVSN for RIR Power Electronics Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; neetugoel1802@gmail.com and secretarial@ruttonsha.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **secretarial@ruttonsha.com** and **info@adroitcorporate.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free number 18002109911.

BY ORDER OF THE BOARD OF DIRECTORS
For RIR POWER ELECTRONICS LIMITED

SD/-

PLACE: MUMBAI

DATE: 13th DECEMBER, 2025

BHAVIN P RAMBHIA
COMPANY SECRETARY
(ACS-25849)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1 and 2: The Members are hereby informed that equity-based compensation plans, including Employee Stock Option Scheme(s) (ESOP), are widely recognised as effective instruments for rewarding and incentivizing employees. Such equity-based compensation mechanisms have become an integral component of employee remuneration structures across various sectors, as they facilitate alignment of the interests of employees with the long-term value creation objectives of the Company and its shareholders.

The implementation of ESOP is intended to foster a sense of ownership among employees and to serve as a strategic tool to attract, motivate and retain talented employees, directors and other eligible persons, whether existing or future, in India or outside India. These schemes are designed to reward performance and recognise the contribution of such eligible participants towards the sustained growth, competitiveness and profitability of RIR Power Electronics Limited (“the Company”), particularly in view of the Company’s expanding business operations and long-term strategic objectives.

In this regard, Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 10th December, 2025 and 13th December, 2025 respectively, subject to the approval of the members of the Company, considered, approved and recommended ‘**RIR Power Electronics Limited Employees Stock Ownership Plan – 2025**’ (“**ESOP 2025**”/ “**Plan**”) for grant/issue of Stock Options to the eligible employees of the Company and its subsidiary company(ies) or associate company(ies), existing or future, in India or outside India in accordance with the applicable laws.

Given the above background, it was proposed to implement an employee stock option plan namely ‘RIR Power Electronics Limited Employees Stock Ownership Plan - 2025’ (“ESOP 2025” / “Plan”), contemplating grant of employee stock options (“Options”) to a select band of employees of the Company. However, the criteria to select eligible employees for grant would be determined by the Nomination and Remuneration Committee (“Committee”).

In line with the operational nature of power electronics industry, the Company regularly deploys its employees across subsidiary and associate companies, depending on the requirements of specific projects. Given the dynamic and project-based nature of contracts, which often involve cross-functional teams working across geographies and disciplines, it is essential to maintain continuity and fairness in employee incentives. This becomes particularly important in cases where individuals may be seconded or transferred between the Company and its subsidiaries or associates. Extending ESOP benefits across these entities ensures that employees do not lose their eligibility or continuity of benefit due to organizational structure or project-based deployment. This approach helps preserve morale, foster long-term commitment, and enhance alignment with shareholder value creation, especially in a sector where execution excellence and institutional knowledge are critical to success.

In terms of Section 62(1)(b) of the Companies Act, 2013 (“**the Act**”) and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), the salient features of the ESOP 2025 are given as under:

The following are the various disclosures to be incorporated as required in terms of the Act and SEBI SBEB Regulations.

a. Brief description of the Scheme:

ESOP 2025 is a comprehensive plan to grant employee stock options (“**Options**”) to the eligible employees of the Company, its subsidiary Company(ies) and associate Company(ies) as described below, to subscribe to the equity shares of the Company underlying the Options at the exercise price to be determined by the Committee in accordance with the ESOP 2025. The Committee shall supervise ESOP 2025 as required under SEBI SBEB Regulations. All questions of interpretation of the ESOP 2025 shall be determined by the Committee, and such determination shall be final and binding upon all people who have an interest in ESOP 2025.

b. Total number of Options to be offered and granted:

The total number of Options to be offered and granted under the ESOP 2025 shall not exceed 39,78,620 (Thirty-Nine Lakhs Seventy-Eight Thousand Six Hundred and Twenty only). Each Option when exercised would be converted into one equity share of face value of Rs. 2/- (Rupees Two Only) each fully paid-up.

In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the eligible employees to make such fair and reasonable adjustments, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of the additional equity shares required to be issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made because of any corporate action, consolidation etc.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The following class of employees are entitled to participate in ESOP 2025:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India,
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group; or
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of subsidiary company(ies) or associate company(ies), in India or outside India,

but excludes-

- a. an employee who is a promoter or a person belonging to the promoter group;
- b. a director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; or
- c. an Independent Director.

d. Requirements of Vesting and period of Vesting:

The Option granted under the ESOP 2025 would vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 4 (four) years from the date of grant. The Committee, subject to minimum and maximum ceiling of Vesting Period, shall have the power to prescribe the vesting schedule for a particular Grant.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity, as the case may be.

The Vesting of Options shall be contingent upon the employee's continued employment/ service with the Company. In addition, the Committee, in its sole discretion, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate.

e. Maximum period within which the options shall be vested:

Any Option granted under the ESOP 2025 shall be subject to a maximum vesting period of **4 (four) years** from the date of grant of Options as specified above.

f. Exercise price or pricing formula:

The Exercise Price per Option shall be determined by the Committee at the time of Grant and shall not be less than the face value of the Share as on date of Grant of such Option.

The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of **4 (Four) years** commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of grant.

The Options shall be deemed to have been exercised when an employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of shares against the Options vested in him, subject to payment of exercise price and compliance of other requisite conditions of exercise. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining eligibility of the employees for grant of Options shall be decided from time to time by the Committee. The broad criteria for review and selection may include parameters like designation, tenure with the Company, its subsidiary company or associate company, annual performance appraisal, future potential, and contribution or impact towards strategic growth, geographical location and such other factors that the Committee may deem relevant. However, for new joiners, the broad criteria for selection shall be basis prior work experience, applicable skills, designated job role or such other factors as determined by the Committee.

i. Maximum number of options to be issued per employee and in aggregate:

The number of Options that may be granted under the ESOP 2025 per employee during any one year and in aggregate (taking into account all grants) for such an employee, shall not exceed 7,50,000 [Seven Lakhs Fifty Thousand] Options.

j. Maximum quantum of benefits to be provided per employee under the Scheme:

The employees will be entitled to the shares of the Company on exercise of Options as per the terms provided under ESOP 2025.

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option exercise price and the market price of the equity shares on the exercise date.

k. Route of the implementation:

The ESOP 2025 shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Scheme:

The ESOP 2025 contemplates the issue of fresh equity shares by the Company.

m. Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not currently contemplated under ESOP 2025 as the Plan is being implemented and administered directly by the Company.

n. Maximum percentage of secondary acquisition:

Not currently contemplated under ESOP 2025 as the Plan is being implemented and administered directly by the Company.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report. Currently, this statement is not applicable as the Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102.

r. Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in restriction in general. However, usual restrictions as may be prescribed under applicable law including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Scheme:

Subject to the provisions of the applicable law, the Board shall determine the procedure for buy-back of the specified securities/ Options granted under the ESOP 2025 if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

In terms of Section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(1) and other applicable provisions of SEBI SBEB Regulations, the implementation of the ESOP 2025 and grant of Options to the employees of the Company require approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass the special resolution as set out at item no. 1.

Further, as per section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(3)(c) of SEBI SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for grant of Options to employees of subsidiary and associate company(ies) of the Company under the ESOP 2025. Therefore, the approval of the shareholders of the Company is being sought to pass the special resolutions as set out at item no. 2.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the Options that may be granted under ESOP 2025.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolutions as set out at item no. 1 and 2 of this Notice, for the approval of the shareholders of the Company.

Item No.3 :

Mr. Kush Gupta (DIN: 09077090) is currently an Independent Director of the Company, Member of the Nomination and Remuneration Committee and Audit Committee of the Company. He was appointed as an Independent Director on the Board of the Company for a term of five years w.e.f. 6th November, 2025 to 5th November, 2030. Pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), and the Articles of Association of the Company and in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors through Circular Resolution dated 6th November, 2025, has approved the appointment of Mr. Kush Gupta as a Non-executive Independent Director for a term of 5 (five) consecutive years w.e.f. 6th November, 2025 to 5th November, 2030, subject to the approval of the members of the Company.

Brief Profile of Mr. Kush Gupta :

Mr. Kush Gupta is a law Graduate and Company Secretary with total experience spanning over 10 years entailing strong legal acumen, interpretation, drafting, litigation, compliances and Corporate Secretarial Experience. He is Practicing Company Secretary by profession (handling Public and Private Company including SME Listing Companies and Main board Companies). His niche area of interest is in implementing various Legal Management Information System, Legal Standard Operating Procedure and Legal Documentation Support. He was Vice-Chairman of Managing Committee of Navi Mumbai Chapter of

Western India Regional Council (WIRC) of the Institute of Company Secretaries of India (ICSI). He was also a member of Editorial Committee in WIRC of ICSI.

Further, the Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing his candidature for the office of Director. The Company has received requisite disclosures/declarations from Mr. Kush Gupta viz. (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred or disqualified from being appointed as a Director of the Company by any Order of Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other such Regulatory authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations and all other necessary information/documents/declarations as prescribed under the applicable statutes.

As per regulation 25(8) of Listing Regulations, Mr. Kush Gupta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company. Further, Mr. Kush Gupta has registered himself in the data bank of the Independent Directors maintained with the Indian Institute of Corporate Affairs. The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings (“SS-2”) are annexed as Annexure-1 and forms part of this notice. Mr. Kush Gupta is not related to any Director or any other Key Managerial Personal of the Company. Except Mr. Kush Gupta, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 3 of the Notice. A copy of the draft letter of appointment of Independent Directors stating out the terms and conditions, is available for inspection by Members on the website of the Company at www.rirpowersemi.com. in the opinion of the Board, Mr. Kush Gupta, is a person of integrity and fulfils the conditions as specified in the Act and the rules made thereunder and he is independent of the management and he possess the requisite skills, expertise, knowledge and capabilities at may be required for the role of Independent Director of the Company. Therefore, Board recommends the Special Resolution as set forth in Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

Annexure A

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings (“SS-2”), are annexed and forms part of this notice

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS

Name of the Director	Mr. Kush Gupta
Din No.	09077090
Date of Birth	13.01.1991
Age (in years)	34 years
Nationality	Indian

Date of Appointment on the Board	06.11.2025
Qualifications	Company Secretary and Law Graduate
Experience (including expertise in specific functional area) / Brief Resume	Mr. Kush Gupta is a law Graduate and Company Secretary with total experience spanning over 10 years entailing strong legal acumen, interpretation, drafting, litigation, compliances and Corporate Secretarial Experience. He is Practicing Company Secretary by profession (handling Public and Private Company including SME Listing Companies and Main board Companies). His niche area of interest is in implementing various Legal Management Information System, Legal Standard Operating Procedure and Legal Documentation Support. He was Vice-Chairman of Managing Committee of Navi Mumbai Chapter of Western India Regional Council (WIRC) of the Institute of Company Secretaries of India (ICSI). He was also a member of Editorial Committee in WIRC of ICSI.
Terms and Conditions of Appointment / Reappointment	As mentioned in Item no. 3 to Explanatory statement of the Notice
No. of Shares held in the Company	NIL
Directorship held in other public companies (excluding foreign companies)	Listed : 1) Tunwal E-Motors Limited 2) Sancode Technologies Ltd Unlisted : 1) Anumodnam Consulting Private Limited
Memberships/Chairmanships of Committee of other public companies	1) Member of Audit Committee and Stakeholders Relationship Committee of Sancode Technologies Ltd. 2) Chairman of Stake holder Relationship Committee and Member of Audit and Nomination and Remuneration Committee and Member of CSR Committee of Tunwal E-Motors Limited
Remuneration details	NIL
Relationship with other Directors inter-se / Key Managerial Personnel	Mr. Kush Gupta is not related to any of the Directors or Key Managerial Personnel of the Company.

BY ORDER OF THE BOARD OF DIRECTORS
For **RIR POWER ELECTRONICS LIMITED**

SD/-

PLACE: MUMBAI
DATE: 13th DECEMBER, 2025

BHAVIN P RAMBHIA
COMPANY SECRETARY
(ACS-25849)