

11th August, 2025

To,
Chief Manager
Listing Compliance Department
National Stock Exchange of India Limited (NSE)
Bandra Kurla Complex, Bandra (East)
Mumbai-400051

Ref.: Rex Pipes and Cables Industries Limited
Company Symbol- REXPIPES, ISIN:-INE00D001018

Subject: Disclosure of events or information- Proceedings of 23rd Annual General Meeting of the Company held on Monday, 11th day of August, 2025.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith proceedings of the 23rd Annual General Meeting held on today i.e. on Monday, 11th day of August, 2025 at 1:00 P.M.

You are requested to please take the same on your records.

Thanking You,

For Rex Pipes and Cables Industries Limited

Monika Bohara
Digitally signed by Monika Bohara
Date: 2025.08.11 13:44:21 +05'30'

Monika Bohara
Company Secretary & Compliance Officer

Encl: - As above

REX PIPES AND CABLES INDUSTRIES LIMITED

Marketing Office : Third Floor, Shubhlaxmi Tower,
Vidhyadhar Nagar, Jaipur-332023 (Raj.) INDIA
CIN : L31300 RJ 2002 PLC 017714

Ph : +91 1572-245009 / 245765

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E-mail : info@rpcil.com, ho@rpcil.com

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Head Office : F-69A, RIICO Industrial Area, SIKAR-332001 (Raj.) INDIA

Plant : B-99, E-106, E-128 / 129 RIICO Industrial Growth Center, Phase-II, Palsana, Sikar - 332402 (Raj.) (INDIA)

REX PIPES AND CABLES INDUSTRIES LIMITED, SIKAR

**PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING HELD ON
11.08.2025 AT 01:00 P.M. AT F-69-A, RIICO INDUSTRIAL AREA, SIKAR,
RAJASTHAN-332001**

DIRECTORS PRESENT:

- Mr. Sharwan Kumar Kaler, Managing Director
- Mr. Rajendra Kaler, Whole Time Director
- Mrs. Sohani Devi, Whole Time Director
- Mr. Jitendra Kumar Kaler, Director
- Mr. Subash Meel, Independent Director
- Mr. Anil Kumar, Independent Director
- Mr. Nimit Jain, Independent Director

IN ATTENDANCE:

- Mr. K. L. Sharma, CFO
- Miss Monika Bohara, Company Secretary
- Mr. Happy Kedawat, Auditor
- Mr. Jai Prakash Sharma, Scrutinizer
- Mr. Sonu Kumar Jangir, Internal Auditor

MEMBERS PRESENT IN PERSON:

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**MEMBERS PRESENT THROUGH AUTHORISED REPRESENTATIVES OF
CORPORATIONS:**

NIL

PROXIES:

NIL

Mr. S. K. Kaler, Chairman of the Board, **took** the Chair, and other directors **accompanied** him on the dais. Other KMPs, auditors, and the scrutinizer **were seated** in distinguished sitting arrangements.

Mr. S. K. Kaler, Chairman, **requested** Miss Monika Bohara, CS, to ascertain the quorum.

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Miss Monika Bohara, CS, **ascertained** the quorum as per Section 103 of the Companies Act, 2013 read with Article 61 of the Articles of Association of the company and **reported** the same to the Chairman.

Based on the CS's report, Mr. S. K. Kaler, Chairman, **declared** that 09 members were present in person, including 0 Authorised Representatives representing 44.91% of voting power, and 0 proxies were present representing 0% of voting power. He also **declared** that the Members' Register and Proxy Register **were available** with the CS and **open** for inspection.

Mr. S. K. Kaler then **declared** that the required quorum was present and **ordered** the meeting to commence.

He then **introduced** the persons on the dais, specifically mentioning Mr. Subhash Meel (Chairman of Audit Committee), Mr. Happy Kedawat (Auditor), and Mr. J. P. Sharma (Scrutinizer).

Mr. S. K. Kaler then **delivered** his welcome speech.

Thereafter, he **requested** Miss Monika Bohara to read the notice of the meeting, which **was taken as read** on the proposal of Mr. Rajendra Kaler

Mr. Kaler then **requested** the CS to apprise the members about the legal provisions of e-voting and ballot voting.

Miss Monika Bohara, CS, **informed** the members that electronic voting was provided from 08th August to 10th August, 2025, in accordance with Section 108 of the Companies Act, 2013, and Rule 20 of the relevant Rules. The scrutinizer for e-voting was Mr. J. P. Sharma, a Practicing Company Secretary.

She further **informed** that, as per MCA Circular No. 20/2014, voting by show of hands was not permitted, and the members present in person at the AGM were allowed to vote by ballot proportionate to their shareholding. She also **stated** that members who had already voted through e-voting could not vote again through ballot.

Mr. Kaler then **requested** Mr. J. P. Sharma to conduct and oversee the poll process.

BUSINESS ITEMS OF THE AGM

Item No. 1: Adoption of Financial Statements

Miss Monika Bohara **read** the Auditors' and Directors' Reports, which **were taken as read** on proposal of Mr. Rajendra Kaler

Mr. S. K. Kaler **invited** queries, after which the following resolution **was moved**:

“RESOLVED THAT the Financial Statements (Consolidated and Standalone) for the year ended as on 31-03-2025 together with the Directors’ Report and Auditors’ Report thereon, be and is hereby received, considered and adopted.”

Mr. Jitendra Kumar Kaler, Shareholder **was seconded** the resolution

The Chairman **put** the motion to vote by poll at the end.

Item No. 2: Re-appointment of Mrs. Sohani Devi

The following resolution **was moved**:

“RESOLVED THAT Mrs. Sohani Devi (DIN-02839191), Director retiring by rotation, who being eligible offered herself for re-appointment, be and is hereby re-appointed as Director liable to retire by rotation.”

Mr. Rehan Dudi, Shareholder **was seconded** the resolution

The Chairman **put** the motion to vote by poll at the end.

Item No. 3: Appointment of Statutory Auditors

The following resolution **was moved**:

APPOINTMENT OF M/S S C L J & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY:

On completion of tenure of five years of existing Auditors M/s Happy Kedawat and Company, Chartered Accountants, Jaipur, it is proposed to appoint M/S S C L J & ASSOCIATES, as Statutory Auditors of the Company for a term of five (5) years. Accordingly, following resolution is placed before members to consider and if though fit, to pass with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee and board of directors of the company, M/S S C L J & ASSOCIATES, Chartered Accountants, Jaipur (FRN-036048C) be and are hereby appointed as the Statutory Auditors of the Company for a term of 5(Five) years i.e. from the conclusion of this Annual General Meeting of the Company till the conclusion of 28th Annual General Meeting of the Company, at such remuneration as may be mutually decided by the Statutory Auditors and the Board of the Company.

“RESOLVED FURTHER THAT the Audit Committee/Board of Directors of the Company, be and are hereby authorized to revise/alter/modify/amend the terms and conditions and/or remuneration, from time to time, as may be mutually agreed with the Auditors during the tenure of their appointment.”

Mr. Rehan Dudi, Shareholder **was seconded** the resolution

The Chairman **put** the motion to vote by poll at the end.

Item No. 4: Appointment of Secretarial Auditor

The following resolution **was moved**:

“APPOINTMENT OF M/S JPS & ASSOCIATES, PRACTICING COMPANY SECRETARIES FIRM, SECRETARIAL AUDITOR OF THE COMPANY AND APPROVAL OF HIS REMUNEARTION:

“RESOLVED THAT pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s JPS & Associates, Practicing Company Secretaries Firm, (FRN- 1486, Peer Review Certificate No.: 2779/2022) be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 1st, 2025 and ending on March 31st, 2030, on such remuneration as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee in consultation with Secretarial Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

Mr. Rjendra Kaler, Shareholder **was seconded** the resolution

The Chairman **put** the motion to vote by poll at the end.

Item No. 5: APPOINTMENT OF MR. JITENDRA KUMAR KALER (DIN:08025425) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 152, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made there under(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations,2015 (including any amendments thereto or re-enactments thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to change in designation of Mr. Jitendra Kumar Kaler (DIN: 08025425), who was appointed as a Non-Executive Director, be and is hereby changed and appointed as an Executive Director of the Company, who shall be liable to retire by rotation at the remuneration as per the provisions of the Companies Act, 2013 and on the terms and conditions including remuneration payable to him as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration:

1. Salary : Rs. 1,00,000/- per month, which may be increased up to 20% every year, on the recommendation of the Nomination and Remuneration Committee and approved by Board of Directors, subject to the provisions of the Act;
2. Perquisites: As per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:
 - I. Provident fund and superannuation:
 - A. Company's contribution towards Provident Fund will be as per the Company's Policy in compliance with The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made there under.
 - B. Gratuity will be payable as per the Company's Policy in compliance with The Payment of Gratuity Act, 1972 and rules made there under.
 - C. Encashment of leave at the end of tenure, if any, as per the policy of the Company.
 - II. Insurance Premium including Key Man Insurance:-as per the policy of the Company;
 - III. Car: - Free use of Company's Car for office purpose as well as personal use along with Driver;

IV. Mediclaim Insurance Policy/Medical Reimbursement:-as per the policy of the Company for self and the dependent family members;

V. Leave Travel Concession/ Allowance:-as per the policy of the Company;

VI. Bonus: - as when decided by the board of directors of the company;

VII. Other perquisites as may be approved by the Board from time to time.

3. Performance Linked Incentive (PLI): Linked to business growth of the company and on the recommendation of the Nomination and Remuneration Committee and approved by Board of Directors in form of Commission on Profit;

“RESOLVED FURTHER THAT where in any financial year during the tenure of the said Director, the Company has no profits or its profit are inadequate, the Company will pay to Mr. Jitendra Kumar Kaler, the remuneration as specified above by way of salary, Commission and perquisites, as minimum remuneration.”

RESOLVED FURTHER THAT Any Director of the Company, be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution, including but not limited to the filing of necessary forms and documents with the Registrar of Companies and to execute all such agreements, documents, and writings as may be required in this regard.”

Mr. Rehan Dudi, Shareholder **was seconded** the resolution

The Chairman **put** the motion to vote by poll at the end.

Item No. 6: Increase in Borrowing Limits

The following special resolution **was moved**:

INCREASE IN BORROWING LIMITS:

“RESOLVED THAT based on the recommendation of the Board, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, any sum or sums of money (including fund based and non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad,

notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up share capital, its free reserves, provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed Sum of Rs. 70 Crores (Rupees Seventy Crores only), excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

"RESOLVED FURTHER THAT the board be and is authorised to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

Mr . Yashwant Jangir, Shareholder **was seconded** the resolution

The Chairman **put** the motion to vote by poll at the end.

Item No. 7: Approval of Related Party Transactions

The following resolution **was moved**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act,2013 ("Act") read with the applicable Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions", all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Company be and is hereby accorded to the Board Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committees thereof) to enter into contracts/arrangement/transactions with any of related party(ies) of the Company (entered/to be entered individually with a related party or entered/to be entered with all the related parties taken together with) on the terms as mentioned in the explanatory statement hereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise and approve the necessary contracts / arrangements / transactions with related parties and to do all the acts, deeds and things as may be necessary for purpose."

Mr. Rehan Dudi, Shareholder **was seconded** the resolution

The Chairman **put** the motion to vote by poll at the end.

Conduct of Poll

The Chairman then **ordered** the poll for all items and **handed over** the process to Mr. J. P. Sharma, Scrutinizer. Ballot papers were **distributed**, and the ballot box was **locked** in presence of members. After all members cast their votes, the poll **was closed**, and the Scrutinizer **took custody** of the ballot box.

Declaration of Results

The Chairman **informed** members that the results of e-voting and poll would be **declared**, uploaded on the Company's website, and sent to the stock exchange.

Vote of Thanks

With permission, Mr. K. L. Sharma, CFO, **proposed** a vote of thanks, which was duly **recorded**.

The Chairman then **announced** the formal closure of the 23rd AGM and **thanked** all members for their support and cooperation.

FOR REX PIPES AND CABLES INDUSTRIES LIMITED

Monika Bohara Digitally signed by Monika Bohara
Date: 2025.08.11 13:42:22 +05'30'

MONIKA BOHARA
COMPANY SECRETARY