

REX PIPES AND CABLES INDUSTRIES LIMITED

F-69-A, RIICO INDUSTRIAL AREA, SIKAR, RAJASTHAN

CIN-L31300RJ2002PLC017714

Phone No.:01572-245009

Email –id:-ho@rpcil.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **22nd Annual General Meeting** of the Members of the company will be held at its registered office situated at F-69-A, RIICO Industrial Area, Sikar, Rajasthan-332001 on **Monday, the 17th day of June, 2024, at 1.00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2024, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of **Mr. Rajendra Kaler (DIN-08032024)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **RE-APPOINTMENT OF MR. SHARWAN KUMAR KALER AS THE MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution, with or without modifications, as a Special resolution:

"RESOLVED THAT pursuant to the provisions of section 152, 196, 197, 198 and 203 read with schedule V and any other applicable provisions, if any, of the **Companies Act, 2013** ("the Act"), and Rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. Sharwan Kumar Kaler (DIN:01050715) as Managing Director of the Company for a period of 5 years w.e.f 01-05-2024 till 30-04-2029 on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Managing Director of the Company as detailed hereunder:

S.No.	Particulars	
1.	Basic Salary	Rs. 24,00,000 per annum
2.	Medical Reimbursement Expenses	Upto Rs. 10 Lacs per annum
3.	Other Allowances	Other allowances including payments in the nature of medical reimbursements, club fee etc. upto the amount specified in the rules of the company.
4.	Perquisites	<ol style="list-style-type: none">1. Chauffeur Driven car for the business purposes of the Company & Personal use2. Company's Contribution towards Superannuation and Provident Fund as per rules of the company3. Earned/Privilege Leaves – As per rules of the company. Leaves accumulated but not availed during the tenure may be allowed to be encashed at the end of the tenure.4. Mobile phone for official and personal use.
5.	Other benefits	<ol style="list-style-type: none">1. Reimbursement of entertainment expenses actually and properly incurred in course of the business of the company2. The Expenses in connection with the spouse

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		accompanying the Managing Director while on the business tours in India and abroad to be borne by the company
		3. Such other benefits amenities and other privileges as may from time to time be available to other executives of the company and the monetary value shall be evaluated as per Income Tax Rules, Wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

"RESOLVED FURTHER THAT the above mentioned remuneration may be increased upto 20% annually with the approval of Board of Directors."

"RESOLVED FURTHER THAT in absence or inadequacy of profits in any financial year, the remuneration as set above be paid to Mr. Sharwan Kumar Kaler as minimum remuneration, subject to necessary approvals(s) as may be required.

"RESOLVED FURTHER THAT any of the Director(s) of the company be and is hereby authorised to do all such acts, deeds, things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of the Company, otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. **RE-APPOINTMENT OF MR. RAJENDRA KUMAR KALER AS THE WHOLE TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

"RESOLVED THAT in accordance with the provisions of section 152, 196, 197, 198 and 203 read with schedule V and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the companies Act, 2013, or any statutory modification (s) or re-enactment thereof, approval of the members be and is hereby accorded to the re-appointment of Mr. Rajendra Kaler (DIN-08032024), as Whole Time Director of the Company for a period of 5 (Five) years w.e.f. 01-05-2024 till 30-04-2029 on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Managing Director of the Company as detailed hereunder:

S.No.	Particulars	
1.	Basic Salary	Rs. 16,20,000/- per annum
2.	Medical Reimbursement Expenses	Upto Rs. 5 Lacs per annum
3.	Other Allowances	Other allowances including payments in the nature of medical reimbursements, club fee etc. upto the amount specified in the rules of the company.
4.	Perquisites	1. Chauffeur Driven car for the business purposes of the Company & Personal use 2. Company's Contribution towards Superannuation and Provident Fund as per rules of the company 3. Earned/Privilege Leaves – As per rules of the company. Leaves accumulated but not availed during the tenure may be allowed to be encased at the end of the tenure. 4. Mobile phone for official and personal use.
5.	Other benefits	1. Reimbursement of entertainment expenses actually

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		<p>and properly incurred in course of the business of the company</p> <p>2. The Expenses in connection with the spouse accompanying the Managing Director while on the business tours in India and abroad to be borne by the company</p> <p>3. Such other benefits amenities and other privileges as may from time to time be available to other executives of the company and the monetary value shall be evaluated as per Income Tax Rules, Wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.</p>
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"RESOLVED FURTHER THAT the above mentioned remuneration may be increased upto 20% annually with the approval of Board of Directors."

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Rajendra Kaler, the remuneration as specified above by way of salary, Commission and perquisites, as minimum remuneration."

"RESOLVED FURTHER THAT all other terms of appointment of Mr. Rajendra Kaler as Whole Time Director will remain unchanged."

"RESOLVED FURTHER THAT any of the Director(s) of the company be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **TO INCREASE THE MANAGERIAL REMUNERATION OF MRS. SOHANI DEVI, WHOLE TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

"RESOLVED THAT in accordance with the provisions of section 197 and 198 read with schedule V and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the companies Act, 2013, or any statutory modification (s) or re-enactment thereof, approval of the members be and is hereby accorded for the increase in remuneration payable to Mrs. Sohani Devi (DIN-02839191), Whole Time Director, and accordingly, his remuneration be and is hereby revised to Rs. 50,000/- per month w.e.f. 01.04.2024."

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mrs. Sohani Devi, the remuneration as specified above along with any increment as may be made by board of directors from time to time by way of salary and perquisites, as minimum remuneration."

"RESOLVED FURTHER THAT all other terms of appointment of Mrs. Sohani Devi as whole time director, will remain unchanged except increase in remuneration as approved here – in - above."

"RESOLVED FURTHER THAT the Board be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **APPOINTMENT OF MR. NIMIT JAIN (DIN:10635673) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

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"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 any other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and on recommendation of the Nomination and Remuneration Committee of the company and the Board of Directors, the consent of the Shareholders of the Company is be and hereby accorded to appoint Mr. Nimit Jain (DIN: 10635673), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, as Non-Executive Independent Director of the Company for a for 5 (Five) consecutive years with effect from 17-06-2024, to 16-06-2029, and whose office is not liable to retire by rotation. The terms and conditions for such appointment shall be as mentioned in the appointment letter. The Board may amend such terms and conditions upon agreement between the director and the Board."

"FURTHER RESOLVED THAT Mr. Nimit Jain (DIN: 10635673) shall be entitled to receive sitting fees for attending meetings of the Board of Directors and of Committee thereof."

"RESOLVED FURTHER THAT any Director(s) of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies within the prescribed period along with the prescribed fees, to do the necessary entries in the Register of Director and Key Managerial Personnel and to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application(s), document(s), letter(s) etc."

7. TO APPROVE THE RELATED PARTY TRANSACTIONS:

To consider and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements),2015 and Section 188 of the Companies Act, 2013 read with rules made there under (including any amendment, modification or re-enactment thereof), as amended from time to time and subject to such other approvals, consents, permissions and sanctions of any 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."

DATE: 20.05.2024
PLACE: SIKAR

FOR REX PIPES AND CABLES INDUSTRIES LIMITED

Sd/-
(MONIKA BOHARA)
COMPANY SECRETARY
M.NO.60048

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED WHICH, IF USED, SHOULD BE RETURNED TO THE COMPANY DULY FILLED UP NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING DULY STAMPED AND SIGNED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY AND CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXY FORM AND ATTENDANCE SLIP IS ENCLOSED HERewith.
2. THE CUT OFF DATE FOR EVOTING IS FRIDAY, 07TH JUNE, 2024.
3. A ROUTE MAP GIVING DIRECTIONS TO REACH THE VENUE OF THE 22ND ANNUAL GENERAL MEETING IS ENCLOSED FOR THE CONVENIENCE OF THE MEMBERS.
4. THE NOTICE OF 22ND ANNUAL GENERAL MEETING AND THE ANNUAL REPORT 2023-24 OF THE COMPANY, CIRCULATED TO THE MEMBERS OF THE COMPANY, WILL BE MADE AVAILABLE ON THE COMPANY'S WEBSITE AT WWW.RPCIL.COM.
5. SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS WITH THE REGISTRAR AND SHARE TRANSFER AGENTS BY SENDING DULY SIGNED REQUEST LETTER QUOTING THEIR FOLIO NO.,NAME AND ADDRESS, IN CASE OF SHARES DEED IN DEMATE FORM, THE SHAREHOLDERS MAY REGISTER THEIR EMAIL WITH THEIR DP'S (DEPOSITORY PARTICIPANTS).
6. MEMBERS ATTENDING THE ANNUAL GENERAL MEETING ARE REQUESTED TO BRING WITH THEM THE FOLLOWING:
(A) DP & CLIENT ID NUMBERS OR FOLIO NUMBERS ALONG WITH PROOF OF IDENTITY AND ADDRESS.
(B) ATTENDANCE SLIP AND (C) COPY OF THE ANNUAL REPORT AND NOTICE, AS NO COPIES THEREOF WOULD BE DISTRIBUTED AT THE MEETING.
7. MEMBERS HOLDING SHARES IN SINGLE NAME AND PHYSICAL FORM ARE ADVISED TO MAKE NOMINATION IN RESPECT OF THEIR SHAREHOLDING IN THE COMPANY.
8. COPIES OF ANNUAL REPORT FOR 2023-24 ARE BEING SENT TO ALL THE MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE DEPOSITORY PARTICIPANTS FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESS, PHYSICAL COPIES OF THE ANNUAL REPORT FOR 2023-24 IS BEING SENT IN THE PERMITTED MODE.
9. ALL THE DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION BY THE MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS BETWEEN 10:00 A.M. TO 5:00 P.M.
10. CS JAI PRAKASH SHARMA, FCS 5664 PRACTISING COMPANY SECRETARY AND PARTNER OF M/S JPS & ASSOCIATES, COMPANY SECRETARIES, JAIPUR HAS BEEN APPOINTED AS A SCRUTINIZER TO SCRUTINIZE THE REMOTE E-VOTING AND E-VOTING DURING AGM TO BE CARRIED OUT IN A FAIR AND TRANSPARENT MANNER AND THEY HAVE COMMUNICATED THEIR WILLINGNESS TO BE APPOINTED AND WILL BE AVAILABLE FOR THE SAID PURPOSE.
11. PURSUANT TO THE REGULATION 36(3) OF SEBI (LISTING AND OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,2015 AND SECRETARIAL STANDARDS 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ,FOLLOWING INFORMATION IS FURNISHED ABOUT DIRECTORS WHO ARE PROPOSED TO BE APOOINTED/RE-APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING:

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NAME OF DIRECTOR	MR. SHARWAN KUMAR KALER
AGE	54 YEARS
DATE OF FIRST APPOINTMENT ON BOARD	09-07-2002
DESIGNATION	MANAGING DIRECTOR
QUALIFICATION(S)	BSC. (GRADUATE)
EXPERIENCE	22 YEARS EXPERIENCE IN THE FIELD OF PVC PIPES, HDPE PIPES, PLASTIC MANUFACTURING INDUSTRIES.
BRIEF RESUME AND EXPERTISE IN SPECIAL FUNCTIONAL AREA	MR. SHARWAN KUMAR KALER IS MANAGING DIRECTOR OF THE COMPANY AND BACHELOR OF SCIENCE.
RELATIONSHIP WITH OTHER DIRECTOR, MANAGER AND KMPS	HE IS HUSBAND OF MRS. SOHANI DEVI (WHOLETIME DIRECTOR)FATHER OF MR. RAJENDRA KALER (WHOLETIME DIRECTOR) AND MR. JITENDRA KUMAR KALER (NON-EXECUTIVE DIRECTOR)
NO. OF BOARD MEETINGS ATTEND DURING THE PREVIOUS FINANCIAL YEAR	5

NAME OF DIRECTOR	MR. RAJENDRA KALER
AGE	30
DATE OF FIRST APPOINTMENT ON BOARD	13-01-2018
DESIGNATION	WHOLETIME DIRECTOR
QUALIFICATION(S)	MBA FROM (UK), B.TECH
EXPERIENCE	EXPERIENCE IN THE FIELD OF PVC PIPES, HDPE MANUFACTUR INDUSTRIES.
BRIEF RESUME AND EXPERTISE IN SPECIAL FUNCTIONAL AREA	MR. RAJENDRA KALER IS WHOLE TIME DIRECTOR OF THE COMPANY AND BACHELOR OF TECHNOLOGY FROM RAJASTHAN TECHNICAL UNIVERSITY KOTA, TAILOR MADE COURSE IN MECHENICAL DRAFTING USING AUTOCAD AND MASTERS OF BUSINESS ADMINISTRATION FROM U.K. HE IS HAVING MORE THAN 3 YEARS EXPERIENCE IN THE FIELD OF PLASTIC INDUSTRY, AND TEAM MANAGEMENT. HE HAS BEEN ON THE BOARD OF COMPANY SINCE JANUARY, 2018
RELATIONSHIP WITH OTHER DIRECTOR, MANAGER AND KMPS	HE IS SON OF MR. SHARWAN KUMAR KALER (MANAGING DIRECTOR) AND MRS. SOHANI DEVI (WHOLETIME DIRECTOR). BROTHER OF MR. JITENDRA KUMAR KALER (NON-EXECUTIVE DIRECTOR)
NO. OF BOARD MEETINGS ATTEND DURING THE PREVIOUS FINANCIAL YEAR	6

NAME OF DIRECTOR	MR. NIMIT JAIN
DIN	10635673
DATE OF BIRTH	17-12-1989
AGE	35 YEARS
DESIGNATION	INDEPENDENT DIRECTOR
QUALIFICATION(S)	B. TECH. (COMPUTER SCIENCE AND ENGINEERING)
EXPERIENCE	11 YEARS EXPERIENCE IN THE FIELD OF MARBLES,

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	TITLES AND SANITARY.
DEATILS OF REMUNERATION LAST DRAWN	NA
DATE OF FIRST APPOINTMENT IN THE CURRENT DESIGNATION	17-06-2024
SHAREHOLDING IN THE COMPANY	NIL
BRIEF RESUME AND EXPERTISE IN SPECIAL FUNCTIONAL AREA	MR. NIMIT JAIN HANDLING HIS FAMILY BUSINESS SINCE 2014.
RELATIONSHIP WITH OTHER DIRECTOR, MANAGER AND KMPs	NOT RELATIVE
NO. OF BOARD MEETINGS ATTEND DURING THE PREVIOUS FINANCIAL YEAR	NA

12. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, June 14, 2024 at 10:00 A.M. and ends on Sunday, June 16, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 07.06.2024, 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 07.06.2024.

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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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.jspVisit 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





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	<p>is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e.NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>

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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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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 at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting 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*****.

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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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.

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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 tojpsassociates@hotmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.
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: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) 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 tocs@rexpumps.com.
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 tocs@rexpumps.com. If you are an Individual shareholders 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.**
3. 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.
4. 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.

The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special Business is annexed hereto.

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EXPLANATORY STATEMENTS PURSUANT SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3:

The term of appointment of Mr. Sharwan Kumar Kaler as Managing Director of the Company has come to an end on 30.04.2024. The present proposal is to seek the member's approval for the re-appointment of Mr. Sharwan Kumar Kaler as Managing Director with effect from 1st May, 2024. The term of re-appointment of and remuneration payable to Mr. Sharwan Kumar Kaler as Managing Director has been set in the resolution itself.

The Terms and Conditions set out for the re- appointment and payments of remuneration herein may be altered and varied from time to time by the Board.

Mr. Sharwan Kumar Kaler satisfies all the eligibility conditions set out in Schedule V annexed to the Companies Act, 2013 for the re- appointment as Managing Director of the company and has offered himself for re-appointment. The company has made tremendous progress under leadership of Mr. Sharwan Kumar Kaler, hence your Directors recommend the resolution set out at item no. 3 of the Notice for your approval.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. General Information:

- a. **Nature of industry:-** Manufacturing.
- b. **Date or expected date of commencement of commercial production:-** Commercial production commenced on 9th July, 2002.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- d. **Financial performance based on given indicators:**
Financial year 2023-24 Gross Revenue: Rs.12,899.22Lacs
Profit after Tax: Rs.473.17Lacs
Earnings per Share: Rs.5.02/-
- e. **Foreign investments or collaborators, if any:-** N. A.

II. Information about the appointee:

- f. **Background details:-** Mr. Sharwan Kumar Kaler S/o Shri Ratna Ram Kaler having qualification BSC. Graduate from Rajasthan University and is on the Board of the company since incorporation and was appointed as Managing Director of the Company w.e.f. 01.05.2019.
- g. **Past remuneration:-** The remuneration drawn by Mr. Sharwan Kumar Kaler during FY 2023-24 is Rs. 1.68 Lacs.
- h. **Recognition or awards:-** N. A.
- i. **Job profile and his suitability:-** Mr. Sharwan Kumar Kaler is a Managing Director of the Company. He is handling Strategic and corporate management functions of the Company.
- j. **Remuneration Proposed:-** Rs. 2,00,000/- per month.
- k. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-** Taking into account his capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general
- l. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-** None except managerial remuneration.

III. Other information:

- m. **Reasons of loss or inadequate profits:-** The Company is a profit making company. Only for the purpose of payment of Managerial Remuneration, the Company had inadequate profits, which was due to reasons beyond its control.

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- n. **Steps taken or proposed to be taken for improvement:-** Continued efforts on technology up-gradation will result into overall improvement in the coming years.
- o. **Expected increase in productivity and profits in measurable terms:-**Not ascertainable.

Appointment / re-appointment of Managing Director attracts provisions of section 197 and 198 read with schedule V of the Companies Act, 2013, according to which it should be authorised by the members in the general meeting by passing a special resolution in this respect. Hence, this resolution is placed for consideration of members and if thought fit to be passed as a special resolution, with or without modification.

Mr. Rajendra Kaler, Mrs. Sohani Devi and Mr. Jitendra Kumar Kaler being relatives of Mr. Sharwan Kumar Kaler, may be considered interested in this resolution.

Item No. 4

"The term of appointment of Mr. Rajendra Kaler as Whole Time Director of the Company has come to an end on 30.04.2024. The present proposal is to seek the member's approval for the re-appointment of Mr. Rajendra Kaler as Whole Time Director with effect from 1st May, 2024. The term of re-appointment of and remuneration payable to Mr. Rajendra Kaler as Whole Time Director has been set in the resolution itself.

The Terms and Conditions set out for the re- appointment and payments of remuneration herein may be altered and varied from time to time by the Board.

Mr. Rajendra Kaler satisfies all the eligibility conditions set out in Schedule V annexed to the Companies Act, 2013 for the re- appointment as Whole Time Director of the company and has offered himself for re-appointment. The company has made tremendous progress under leadership of Mr. Rajendra Kaler, hence your Directors recommend the resolution set out at item no. 4 of the Notice for your approval.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. General Information:

- a. **Nature of industry:-** Manufacturing.
- b. **Date or expected date of commencement of commercial production:-** Commercial production commenced on 9th July, 2002.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- d. **Financial performance based on given indicators:**
Financial year 2023-24 Gross Revenue: Rs.12899.22 Lacs
Profit after Tax: Rs.473.17 Lacs
Earnings per Share: Rs. 5.02/-
- e. **Foreign investments or collaborators, if any:-** N. A.

II. Information about the appointee:

- f. **Background details:-** Mr.RajendraKaler S/o Shri Sharwan Kumar Kaler having qualification of Master of Business Administration from U.K., Bachelor of Technology from Rajasthan Technical University, Kota and is on the Board of the company since January, 2018 and was appointed as Whole Time Director of the Company w.e.f. 13-01-2018.
- g. **Past remuneration:-**The remuneration drawn by Mr. Rajendra Kaler during FY 2023-24 is Rs. 9.60 Lacs.
- h. **Recognition or awards:-** N. A.
- i. **Job profile and his suitability:-**Mr. Rajendra Kaler is a Whole time Director of the Company since 2018. He is handling all the technical and production related matters of the Company.
- j. **Remuneration Proposed:-**Rs. 1,35,000/- per month.
- k. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-**Taking into account her capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general

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- I. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-**None except managerial remuneration.

III. Other information:

- m. **Reasons of loss or inadequate profits:-** The Company is a profit making company. Only for the purpose of payment of Managerial Remuneration, the Company had inadequate profits, which was due to reasons beyond its control.
- n. **Steps taken or proposed to be taken for improvement:-** Continued efforts on technology up-gradation will result into overall improvement in the coming years.
- o. **Expected increase in productivity and profits in measurable terms:-**Not ascertainable.

Appointment / re-appointment of Managing Director attracts provisions of section 197 and 198 read with schedule V of the Companies Act, 2013, according to which it should be authorised by the members in the general meeting by passing a special resolution in this respect. Hence, this resolution is placed for consideration of members and if thought fit to be passed as a special resolution, with or without modification.

Mr. Sharwan Kumar Kaler, Mrs. Sohani Devi and Mr. Jitendra Kumar Kaler being relatives of Mr. Rajendra Kaler, may be considered interested in this resolution.

Item No.5

Mrs. Sohani Devi, Whole Time Director is providing its valuable Services to the Company Since January, 2018 and the Company immensely benefited by it. However, the remuneration paid to Mrs. Sohani Devi, Whole Time Director of the Company does not commensurate with her qualification and experience and the quantum of services provided by her. Hence on the recommendation of Remuneration Committee, it is decided by the board of directors of the company to increase her remuneration substantially from the existing remuneration of Rs. 42,000/- per month to Rs. 50,000/- per month as incentive for better performance w.e.f 01.04.2024.

Further, the board of directors are authorised to increase the remuneration once in a year upto 20% and the proposed increment in remuneration exceed the authorised limit, hence, this resolution is placed for consideration of members and if thought fit to be passed as a special resolution, with or without modification.

Item No. 6

Since the Company planned to set standards of good Corporate Governance and to bring more transparency in the management and operations of the Company, the board of directors of the Company have decided to introduce Non- Executive Independent Director on the Board of the Company.

In this regard the board has proposed the appointment of Mr. Nimit Jain (DIN: 10635673) as Non- Executive Independent Director in the board meeting held on 20.05.2024 subject to approval of members in the Annual General Meeting.

The aforesaid appointee has declared that he is not disqualified from being appointed as Director as per the provisions of Section 164 of the Companies Act, 2013 and that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. He has also given the consents (DIR-2) for the proposed appointment to the Board of Directors of the Company.

Further, in the opinion of the Board, based on the declaration of Independence furnished by Mr. Nimit Jain (DIN: 10635673), he fulfills the conditions of the appointment as Non-Executive Independent Director as specified in the Act and the Rules made there under.

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The Board recommends the passing of a Special Resolution by the Shareholders for the Appointment of Mr. Nimit Jain as Non-Executive Independent Director of the Company.

None of the Directors are deemed to be concerned or interested in the resolution except to the extent of their shareholding.

Item No. 7

Pursuant to provisions of LODR and section 188 of the companies act, 2013 ('the Act'), read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution for certain Related Party Transactions which exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business and on an arm's length basis.

However, as per the policy adopted by the company on related party transactions and transparency, the company every year is obtaining approval of shareholders for the related Part transactions to ensure that all the related party transactions entered by the company at any given point of time are according to the prior approval of the shareholders.

The following transactions were approved by the Board at their meeting held on 20-05-2024 and also by the Audit Committee at their meeting held on 20-05-2024.

S. No.	Nature Of Transaction As Per Section 188 Of The Companies Act, 2013	Duration	Name of the Related Party	Particulars	AMOUNTS (Rs.)
1	sale, purchase or supply of any goods or materials	One year	Supreme Industries	Purchases	Upto 50,00,000/-
2	sale, purchase or supply of any goods or materials	One year	Supreme Industries	Sales	Upto 15,00,000/-
3	sale, purchase or supply of any goods or materials	One Year	M/S DLB Govindam Affordable housing	Sales	Upto 1,50,00,000/-
4	sale, purchase or supply of any goods or materials	One year	Dream Home Builders	Sales	Upto 5,00,000/-
5	sale, purchase or supply of any goods or materials	One Year	Rex Pumps Private Limited	Sales	Upto 5,00,000/-
6	sale, purchase or supply of any goods or materials	One Year	Desi Shopping Market Private Limited	Purchase	Upto 5,00,000/-
7	leasing of property	One Year	Mr.Jitendra Kumar kaler	Rent Paid	UptoRs. 44,000 per month
8	leasing of property	One Year	Mrs.Sohani Devi	Rent Paid	UptoRs.50,000per month
9	leasing of property	One Year	Mr.Shrawan Kumar Kaler	Rent Paid	UptoRs.30,000per month
10	appointment to any office or place of profit in the company	One Year	Mrs.Sunita Kumari	Salary	UptoRs. 25,000 per month

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In view the above, it is proposed to seek approval of the members of the company through Special Resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No.7.

None of Directors, other than those mentioned herein above upto the extent of their shareholding, and Key Managerial Personnel or their relative(s) is/are directly or indirectly concerned or interested, financially or otherwise, in the resolution set out in Item No.7.

Name of the Director	No. of Equity Shares	% of Shareholding
Mr. Sharwan Kumar Kaler	1864500	19.73%
Mr. Jitendra Kumar Kaler	14000	.1481%
Mrs. Sohani Devi	842500	8.92%
Mrs. Suman Gadwal	28000	.29%

FOR REX PIPES AND CABLES INDUSTRIES LIMITED

Sd/-

DATE: 20.05.2024
PLACE: SIKAR

(MONIKA BOHARA)
COMPANY SECRETARY
M.NO.60048