

REX PIPES AND CABLES INDUSTRIES LIMITED

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

CIN-L31300RJ2002PLC017714

Phone No.:01572-245009

Email –id:-kepls@live.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **23rd 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 11th day of August, 2025, at 1.00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (Standalone and consolidated) for the financial year ended 31st march, 2025 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mrs. Sohani Devi (DIN-02839191)**, who retires by rotation and being eligible, offers herself for re-appointment.
3. To Confirm the Appointment of **M/S S C L J & ASSOCIATES**, as Statutory Auditor for the term of 5 year and to approve their remuneration:

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.”

SPECIAL BUSINESS

4. **APPOINTMENT OF M/S JPS & ASSOCIATES, PRACTICING COMPANY SECRETARIES FIRM, SECRETARIAL AUDITOR AND APPROVAL OF HIS REMUNERATION**

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

“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.”

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"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."

5. **APPOINTMENT OF MR. JITENDRA KUMAR KALER (DIN:08025425) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

To Consider appointment of Mr. Jitendra Kumar Kaler (DIN: 08025425) as Executive Director of the Company and accordingly change in his designation, to pass with or without modifications, the following resolutions as **Ordinary Resolution**.

"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;

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“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.”

6. INCREASE IN BORROWING LIMITS:

To Consider and if deemed fit, pass with or without modification(s) the following resolution as a **Special Resolution**

“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.”

7. TO APPROVE THE RELATED PARTY TRANSACTIONS:

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

“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.”

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“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.”

FOR REX PIPES AND CABLES INDUSTRIES LIMITED

DATE: 01.07.2025

PLACE: SIKAR

Sd/-

(MONIKA BOHARA)

COMPANY SECRETARY

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,01ST AUGUST, 2025.
3. A ROUTE MAP GIVING DIRECTIONS TO REACH THE VENUE OF THE 23RD ANNUAL GENERAL MEETING IS ENCLOSED FOR THE CONVENIENCE OF THE MEMBERS.
4. THE NOTICE OF 23RD ANNUAL GENERAL MEETING AND THE ANNUAL REPORT 2024-25 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 2024-25 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 2024-25 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.

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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 APPOINTED/RE-APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING:

A. APPOINTMENT OF STATUTORY AUDITORS AND SECRETARIAL AUDITORS OF THE COMPANY

Particulars	Statutory Auditor	Secretarial Auditor
Name of Auditor	M/S S C L J & ASSOCIATES, Chartered Accountants	M/S JPS & ASSOCIATES Practicing Company Secretaries Firm
Firm Registration Number	036048C	1486
Peer Review No.	017570	2779/2022
Type of Change	Appointment	Appointment
Tenure of Appointment	Five Years commencing from April 1st, 2025	Five Years commencing from April 1st, 2025
Proposed fees payable	Rs. 4,00,000/- Plus applicable taxes for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee	Rs.70,000/- Plus applicable taxes for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee
Terms of appointment	For a consecutive term of Five Years commencing from FY 2025-26 to FY 2029-30	For a consecutive term of Five Years commencing from FY 2025-26 to FY 2029-30
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	As determined through professional experience and collaborative discussions between the company and its statutory auditor	N.A.
Basis of recommendation for proposed appointment	The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made there under and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by them in the past.	The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made there under and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by them in the past.
Credentials of the auditor (Brief Profile)	M/s S C L J & Associates, chartered accountants' firm, is committed to achieve professional excellence in the area of auditing, bookkeeping services, outsourcing solutions, tax matters, law matters and management matters, to the best satisfaction of the clients by continuously improving its process, updating its knowledge and training its key human resources. The firm provides audit and assurance service, direct and indirect tax support and business consulting. The firm has also been providing client specific tailor-made specialized services in diverse fields. Across the service areas, the firm has dealt	M/s JPS & Associates has extensive experience in the field of Company Law and Secretarial Compliances. With over 21 years of expertise, they offer a wide range of services, including corporate consultancy, audits, certifications, and representation before judicial and quasi-judicial forums. Their client base appears to be diverse, catering to different sectors such as Public & Private Sector Banks; Corporate listed on Stock Exchanges; Capital Market Intermediaries; Public Sector Undertakings; Private Sector Companies; Co-operative Sector Entities; Societies & Trusts; LLPs, Partnership & Proprietorship Firms; HNIs (High Net Worth Individuals) etc. The firm offers to the business fraternity various professional

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	with a wide cross section of industrial and service sectors.	services in the following broad categories such as_ corporate consultancy, Audits viz- Secretarial Audit, Internal Audit, Compliance Audit, Management Audit, Certifications, Services under MCA 21, CSR Advisory, Representation before judicial and quasi-judicial forum, etc. As of now the firm is having an optimum blend of education, experience and expertise and the firm is very well geared — up to handle highly complex corporate assignments.
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B. APPOINTMENT OF MR. JITENDRA KUMAR KALER (DIN:08025425) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

Name of Director	Mr. Jitendra kumar kaler (DIN:08025425)
Date of Birth	23-03-1994
Date of Appointment	13-01-2018
Nationality	indian
Qualification	BA from University of Delhi
Brief profile:	Mr. Jitendra Kumar Kaler, the Director of the company, holds a BA degree from Delhi University and has been instrumental in driving the company's marketing efforts to a leadership position within the industry. With extensive experience spanning the Plastic, Bus Body, and Real Estate sectors, he has played a crucial role in the company's growth. Mr. Jitendra Kumar Kaler brings a wealth of expertise in the marketing sector, utilizing his strategic insight and industry knowledge to position the company at the forefront of its field. His leadership has been key to the company's ongoing success. He has been a valued member of the board since January 2018.
Nature of his expertise in specific functional areas	Expertise in the Marketing Sector
Disclosure of relationship between directors and key managerial personnel interse	Mr. jitendra kumar kaler is son of Mr. sharwan kumar kaler (Managing Director) and mrs. sohani devi (wholetime director) and brother of mr. rajendra kumar kaler (wholetime director)
Names of other listed entities in which the person holds directorship and also membership in committee of the board:	None
Directorship	(1) Rex Polymers Private Limited (2) Desi Shopping Market Private Limited (3) Shivnim Industries Private Limited (4) Rex Empire (OPC) Private Limited (5) Rex Empires Private Limited (6)Jamna Irrigation Private Limited
Members	1)Nomination Remuneartion Committee (2) Stakeholders Realtionship Committee
listed entities from which the person has resigned in the past three years	None

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shareholding in the corporation	10000 shares
Chairman	Nil

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

The remote e-voting period begins on 08th August, 2025 at 10:00 A.M. and ends on 10th August, 2025 at 05:00 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.01-08-2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01-08-2025.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. 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.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/





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	<p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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>4. 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> <div> App Store</div> <div> Google Play</div> <div></div> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<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 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.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.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.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

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	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) 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.

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.com or call at 022 - 4886 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. 1800-21-09911

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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*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

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

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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 jpsassociates@hotmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Kartik Sharma at evoting@nsdl.com

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

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

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

Item No.4

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their respective meetings held on 01st July, 2025 have approved and recommended the appointment of M/s JPS & Associates, Practicing Company Secretaries Firm, (FRN- 1486, Peer Review Certificate No.: 2779/2022) as the Secretarial Auditor of the Company on the following terms and conditions:

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a. **Term of appointment:** For a term of 5 (Five) consecutive years from April 01, 2025 to March 31, 2030.

b. **Proposed Fees:** Fees of Rs. 70,000/- (Rupees Seventy Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses on actual, in connection with the secretarial audit for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee.

c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made there under and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by them in the past.

d. **Brief Profile:** M/s JPS & Associates has extensive experience in the field of Company Law and Secretarial Compliances. With over 21 years of expertise, they offer a wide range of services, including corporate consultancy, audits, certifications, and representation before judicial and quasi-judicial forums. Their client base appears to be diverse, catering to different sectors such as Public & Private Sector Banks; Corporate listed on Stock Exchanges; Capital Market Intermediaries; Public Sector Undertakings; Private Sector Companies; Co-operative Sector Entities; Societies & Trusts; LLPs, Partnership & Proprietorship Firms; HNIs (High Net Worth Individuals) etc. The firm offers to the business fraternity various professional services in the following broad categories such as_ corporate consultancy, Audits viz- Secretarial Audit, Internal Audit, Compliance Audit, Management Audit, Certifications, Services under MCA 21, CSR Advisory, Representation before judicial and quasi-judicial forum, etc. As of now the firm is having an optimum blend of education, experience and expertise and the firm is very well geared — up to handle highly complex corporate assignments.

M/s JPS & Associates has given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment, if approved would be within the prescribed limits and that they are not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made there under and SEBI Listing Regulations.

The Board of Directors of the Company recommends the resolution set out at Item No. 04 for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No.5

Mr. Jitendra Kumar Kaler (DIN: 08025425) was appointed as a non-executive Director by the Board of Directors on 01-05-2019. Keeping in mind the dedication, hard work and sustainability shown by him during his tenure as non-executive Director of the Company, the board has recommended his candidature for the post of the Executive Director of the Company in their meeting held on 01st July, 2025 and who shall be liable to retire by rotation as per the provisions of the Companies Act, 2013. The term of appointment and remuneration payable to Mr. Jitendra Kumar Kaler has been set in the resolution itself, which may be altered and varied from time to time by the Board.

Mr. Jitendra Kumar Kaler satisfies all the eligibility conditions set out in Schedule V annexed to the Companies Act, 2013 for the appointment as Executive Director of the company and has offered himself for such appointment. The company has made tremendous progress under leadership of Mr. Jitendra Kumar Kaler, as

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the non-executive director of the company; hence your Directors recommend the resolution set out at item no. 05 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 operations commenced on 05-06-2011.
- 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 2024-25 Gross Revenue: Rs.13,876.04 Lakhs
Profit after Tax: Rs. 514.22 Lakhs
Earnings per Share: Rs. 5.44/-
- e. **Foreign investments or collaborators, if any:-** N. A.

II. Information about the appointee:

- f. **Background Details:-** Mr. Jitendra Kumar kaler is the Director of Rex Pipes and Cables Industries Limited, appointed on January 13, 2018, and holds a BA Degree from University of Delhi. He also holds 0.11% promoter stake, aligning his interests with long-term company performance.
- g. **Past remuneration:** -N. A.
- h. **Recognition or awards:-** N. A.
- i. **Job profile and his suitability:-**Mr. Jitendra kumar kaler, the director of the company, holds a BA degree from Delhi university and has been instrumental in driving the company's marketing efforts to a leadership position within the industry. With extensive experience spanning the plastic, bus body, and real estate sectors, he has played a crucial role in the company's growth. Mr. Jitendra kumar kaler brings a wealth of expertise in the marketing sector, utilizing his strategic insight and industry knowledge to position the company at the forefront of its field. His leadership has been key to the company's on-going success. He has been a valued member of the board since January 2018.
- j. **Remuneration Proposed:-**Rs. 1,00,000/- 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:-**Mr. Jitendra kumar kaler is son of Mr. Sharwan kumar kaler (Managing Director) and Mrs. Sohani Devi (wholetime Director) and brother of Mr. Rajendra kumar kaler (wholetime director)

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 may have inadequate profits, which may be due to reasons beyond its control.
- N. **Steps taken or proposed to be taken for improvement:** - Continued efforts on sale and marketing will result into overall improvement in the coming years.
- O. **Expected increase in productivity and profits in measurable terms:-**Not ascertainable.

Mr. Sharwan Kumar Kaler (Managing Director, DIN: 01050715), Mrs. Sohani Devi (Whole-time Director, DIN: 02839191), and Mr. Rajendra Kaler (Whole-time Director, DIN: 08032024) are interested in this resolution, being relatives of Mr. Jitendra Kumar Kaler., may be considered interested in this resolution.

Therefore the Resolution placed at item no. 05 is proposed for consideration of shareholders and if thought fit to be passed as a special resolution.

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Item No.6

Section 180 (1) (c) of the companies Act, 2013, stipulates for approval of borrowing powers of the Board by the members of the Company in its general meeting by special resolution if the borrowings by the board exceeds the aggregate of paid up capital, free reserves and securities premium of the Company. Now, it is anticipated that the borrowings of the Company may cross the said limit. Therefore it is proposed that the borrowing powers of the Board of Director's should be increased up to Rs.70.00 Crores, which requires to be pre-approved by the members in general meeting by way of passing a special resolution.

Therefore the Resolution placed at item no. 06 is proposed for consideration of shareholders and if thought fit to be passed as a **special** resolution.

None of the Directors are interested in this resolution except to the extent of value of shares in the Company, held by them.

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, in every financial year, the company is required to obtain approval of shareholders for the related Party 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 recommended by the Audit Committee at their meeting held on 20-05-2024 and further approved by the Board at their meeting held on 20-05-2024, subject to the approval of the shareholders of the company at the ensuing Annual General Meeting.

The disclosures, in relation to the said related party transactions, as required to be given under the provisions of the Companies Act, 2013 and rules made there under, for which the approval of members is to be sought are as under:

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	Upto100,00,000/-
2	sale, purchase or supply of any goods or materials	One year	Supreme Industries	Sales	Upto100,00,000/-
3	sale, purchase or supply of any goods or materials	One Year	Rex Pumps Private Limited	Sales	Upto 50,00,000/-

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4	leasing of property	One Year	Mr. Jitendra Kumar kaler	Rent Paid	UptoRs. 1,00,000 per month
5	leasing of property	One Year	Mrs. Sohani Devi	Rent Paid	UptoRs.1,00,000 per month
6	leasing of property	One Year	Mr. Shrawan Kumar Kaler	Rent Paid	UptoRs.1,00,000 per month
7	appointment to any office or place of profit in the company	One Year	Mrs. Sunita Kumari	Salary	Upto Rs. 25,000 per month
8	Loans and Advances	One Year	M/S Swastik Infracity Privte Limited	Loan	Upto Rs1 Crore
9	sale, purchase or supply of any goods or materials	One Year	M/S Rex Cold Storage	Sale/Purchase	Upto 5,00,000/-
10	sale, purchase or supply of any goods or materials	One Year	M/S Rex Ware House	Sale/Purchase	Upto 5,00,000/-
11	sale, purchase or supply of any goods or materials	One Year	M/S R.K Industries	Sale/Purchase	Upto100,00,000/-
12	sale, purchase or supply of any goods or materials	One Year	M/S Raj Polymers	Sale/Purchase	Upto 100,00,000/-
13	Appointment / increase in remuneration to any office of place of profit	One Year	Mrs. Suman Gadwal- Vice President, Finance	Appointment	Upto 1,00,000 Per Month
14	Appointment / increase in remuneration to any office of place of profit	One Year	Mr. Jitendra Kumar Kaler	Appointment	up to ₹1,00,000 per month, together with applicable perquisites and benefits in accordance with the resolution.

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In view the above, it is proposed to seek approval of the members of the company through Ordinary 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	1878500	19.88%
Mr.Jitendra Kumar Kaler	10000	.105%
Mrs.Sohani Devi	842500	8.92%
Mr.RajendraKaler	46000	.486%
Mrs.SumanGadwal	42000	.44%

FOR REX PIPES AND CABLES INDUSTRIES LIMITED

Sd/-

DATE: 01.07.2025

PLACE: SIKAR

(MONIKA BOHARA)
COMPANY SECRETARY
M.NO.60048

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ATTENDANCE SLIP

TWENTY THIRD ANNUAL GENERAL MEETING

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the TWENTY THIRD ANNUAL GENERAL MEETING of the Company at F-69-A, RIICO Industrial Area, Sikar, Rajasthan-332001 at 1:00 P.M. on Monday, the 11th August, 2025.

Full name of the Shareholder:
(In capital letters)

DP ID	CLIENT ID	FOLIO NO	NO OF SHARE(S) HELD

Signature:

Full name of Proxy :
Signature

(in capital letters)

NOTE: Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting

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PROXY FORM

TWENTY THIRD ANNUAL GENERAL MEETING

(To be filled in and signed by the Shareholder)

DP ID	CLIENT ID	FOLIO NO	NO OF SHARE(S) HELD

I/We _____ resident/s _____ of _____ in the district of _____ in the state of _____ being a shareholder / shareholders of Rex Pipes and Cables Industries Ltd., hereby appoint Shri / Smt. _____ resident of _____ in the district of _____ in the state of _____ or failing him / her, Shri / Smt. _____ resident of _____ in the district of _____ in the state of _____ as my / our proxy to attend and vote for me / us and on my / our behalf at the Twenty Third Annual General Meeting of the Company to be held on Monday, the 11th day of August, 2025 at 1:00 P.M. at F-69-A, RIICO Industrial Area, Sikar, Rajasthan-332001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this _____ day of _____ 2025 _____

Signature of first named/sole shareholder

Signature of Proxy

Name: _____

Address: _____

Affix
Revenue
Stamp

Note:- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

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ROUTE MAP OF VENUE AGM

LOCATION AND DIRECTIONS TO REACH THE VENUE OF ANNUAL GENERAL MEETING

