

17th June, 2024

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

Ref.: Rex Pipes and Cables Industries Limited

Company Symbol- REXPIPES, ISIN:-INE00D001018

Subject: Disclosure of events or information- Proceedings of 22nd Annual General Meeting of the Company held on Monday, 17th day of June, 2024.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith proceedings of the 22nd Annual General Meeting held on today i.e. on Monday, 17th day of June, 2024 at 1:00 P.M.

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

Thanking You,

For Rex Pipes and Cables Industries Limited

Monika Bohara
Company Secretary & Compliance Officer
Membership No.: 60048

Encl: - As above

REX PIPES AND CABLES INDUSTRIES LIMITED

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

Ph : +91 1572-245009 / 245765

Fax : +91 1572-245009 Mob. : +91 9783211999

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

Web : www.rpcil.com

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

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

PROGRAMME OF THE 22nd ANNUAL GENERAL MEETING TO BE HELD ON 17.06.2024 AT 1:00 P.M. AT THE F-69-A, RIICO INDUSTRIAL AREA, SIKAR, RAJASTHAN-332001.

DIRECTORS TO REMAIN PRESENT:

Mr. Sharwan Kumar Kaler, Managing Director
Mr. Rajendra Kaler, Whole Time Director
Mr. Subash Meel, Independent Director
Mr. Anil Kumar, Independent Director

FOLLOWING PERSONS TO REMIAN IN ATTENDANCE

Mr. K. L. Sharma, CFO
Miss. Monika Bohara, CS
Mr. Happy Kedawat, Auditor
Mr. Jai Prakash Sharma, Scrutinizer

MEMBERS PRESENT IN PERSON

11 Persons

MEMBERS PRESENT THROUGH ATHORISED REPRESENTATIVES OF CORPORATIONS

NIL

PROXIES

NIL

Mr. S. K. Kaler, Chairman of the Board will take the Chair and other directors will accompany him on dais. Other KMPs, Auditors and Scrutinizer will also take seats at a distinguish sitting arrangements.

Mr. S. K. Kaler, Chairman will ask Miss. Monika Bohara, CS to ascertain quorum.

Miss. Monika Bohara, CS, will ascertain quorum as per Section 103 of the Companies Act, 2013 read with Article No. 61 of Articles of Association of the company and after ascertaining the quorum will report the same to Chairman.

On the basis of reporting of CS, Mr. S. K. Kaler, Chairman will declare that there are 11 members present in person, including Nil Authorised Representatives of corporations representing 39.68% Voting power and Nil proxies are present representing 0% of voting power. He will also declare that Members Register and proxy Register is available with CS and open for inspection.

After that Mr. S. K. Kaler, Chaiman will declare that the required quorum as per section 103 of the Companies Act, 2003 read with Article 61 of the Articles of Association of the company is present and order the meeting to commence.

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Thereafter, Mr. S. K. Kaler, Chairman will introduce persons on the Dais (with specific mention of Audit Committee Chairman – Mr. Subhash Meel, Auditor – Mr. Happy Kedawat and Scrutinizer Mr. J. P. Sharma)

Thereafter, Mr. S. K. Kaler will deliver his welcome Speech.

Thereafter Mr. S. K. Kaler, Chairman will ask Ms. Monika Bohara to read the notice of the meeting, which will be taken as read on proposal of Mr. Mukesh Shivran

Thereafter, Mr. S. K. Kaler, Chairman will ask Ms. Monika Bohara to inform members about legal provisions regarding voting through evoting procedure and voting by ballot at the meeting.

Ms. Monika bohara, CS will state that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility to the members to vote between 14th june, 2024 to 16, June, 2024 in proportion to their shareholding as on the cutoff date of 07th June, 2024. She will further inform the members that the scrutinizer for electronic voting Mr. J. P. Sharma, a Practicing Company Secretary was appointed for carrying out the e-voting in a fair and transparent manner.

Ms. Monika Bohara will further inform the members that in view of the General Circular No. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not allowable in case of e-voting. Therefore, it was obligatory to provide similar voting facility to the members present in person at the AGM to vote in proportion to the shares held by them. She will state that the Poll will be conducted for voting on all the resolutions of ordinary and special businesses as set out in Item no 1 to 07 of Notice of AGM. She will also clarify that the poll will be taken in the end after consideration of all the items of the notice by members. She will also clarify that as per provisions of the Rule 20 of the Companies (Management and Administration) Rules, 2014, any member who have already casted his / her vote through evoting prior to the meeting, will be entitled to attend the meeting only but will not be entitled to cast vote again through ballot and only those members who had not participated in evoting, will be entitled to cast their vote through ballot.

Then, Mr. S. K. Kaler, the Chairman will also request Mr. J. P. Sharma, Practicing Company Secretary to scrutinize the poll process and votes given on the Poll and report thereon in the prescribed manner.

Thereafter, Mr. S. K. Kaler, the Chairman will proceed with the meeting as per items mentioned in the notice of meeting.

Item No. 1

The Chairman will take Item No. 1 for consideration of meeting. He will ask to Miss. Monika Bohara to read Auditors Report and Directors Report, which will be taken as read on proposal of Mr. Mukesh Shivran

Thereafter, Mr. S. K. Kaler, the Chairman will invite the members to raise their queries regarding the Annual Accounts, Auditors' and Directors' Report thereon.

Thereafter, with the permission of the Chairman, Mr. Mukesh Shivran, shareholder will move the following resolution to be passed as an ordinary resolution :

"RESOLVED THAT the Balance Sheet as on 31 March, 2024 and Profit and Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon, be and is hereby received, considered and adopted."

Mr. Ashok Kumar Jhakar, shareholder will second the above resolution.

Mr. S.k. Kaler, the Chairman will put the motion to vote by poll to be taken at the end.

Item No.2

The Chairman will take item no. 2 for consideration of the meeting.

With due permission of the Chairman, Mr. Mukesh Shivran, Shareholder will move the following resolution, to be passed as an ordinary resolution:

“RESOLVED THAT Mr. Rajendra Kaler (DIN-08032024), Director retiring by rotation, who being eligible offered himself for re-appointment, be and is hereby re-appointed as Director liable to retire by rotation.”

Mr. Ashok Kumar Jhakar, shareholder will second the above resolution.

The Chairman will put the motion to vote by poll to be taken at the end.

Item No. 3

The Chairman will take item no. 3 for consideration of the meeting.

With the due permission of the Chairman, Mr. Mukesh Shivran, shareholder will move the following Resolution, to be passed as a special resolution,:

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

“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	1. Chauffer 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 encashed at the end of the tenure. 4. Mobile phone for official and personal use.
5.	Other benefits	1. Reimbursement of entertainment expenses actually and properly incurred in course of the business of the company 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 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.
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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 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.”

Mr. Ashok Kumar Jakhar, shareholder will second the above resolution.

The Chairman will put the motion to vote by poll to be taken at the end.

Item No. 4

The Chairman will take item no. 4 for consideration of the meeting.

With the due permission of the Chairman, Mr. Mukesh Shivran, shareholder will move the following Resolution, to be passed as a special resolution,:

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

“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. Chauffer 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.
5.	Other benefits	<p>4. Mobile phone for official and personal use.</p> <p>1. Reimbursement of entertainment expenses actually 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>

"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 Kaleras 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."

Mr. Ashok Kumar Jakhar, shareholder will second the above resolution.

The Chairman will put the motion to vote by poll to be taken at the end.

Item No. 5

The Chairman will take item no. 4 for consideration of the meeting.

With the due permission of the Chairman, Mr. Mukesh Shivran, shareholder will move the following Resolution, to be passed as a special resolution,:

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

"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."

Mr. Ashok Kumar Jakhar, shareholder will second the above resolution.

The Chairman will put the motion to vote by poll to be taken at the end.

Item No. 6

The Chairman will take item no. 6 for consideration of the meeting.

With the due permission of the Chairman, Mr. Mukesh Shivran, shareholder will move the following Resolution, to be passed as a special resolution:

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

"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 20-05-2024, to 30-04-2029, 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."

Mr. Ashok Kumar Jakhar, shareholder will second the above resolution.

The Chairman will put the motion to vote by poll to be taken at the end.

Item No. 7

The Chairman will take item no. 7 for consideration of the meeting.

With the due permission of the Chairman, Mr. Mukesh Shivran, shareholder will move the following Resolution, to be passed as a special resolution,;

TO APPROVE THE RELATED PARTY TRANSACTIONS:

"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."

Mr. Ashok Kumar Jakhar, shareholder will second the above resolution The Chairman will put the motion to vote by poll to be taken at the end.

Conduct of Poll

The Chairman thereafter will order the poll on all the resolutions for the Ordinary and Special businesses as set out in item No. 1 to 7 of the Notice of the 22nd AGM and will request all the Members present and entitled to vote to participate in the Poll to be taken at the same venue and hand over the poll process to Mr. J. P. Sharma, Scrutinizer.

Thereafter, Mr. J. P. Sharma, Practicing Company Secretary, the Scrutinizer will conduct the Poll. Before the start of voting on Poll, the Ballot Papers, duly authenticated by the Scrutinizer will be distributed to the members entitle to vote. Empty ballot box will be shown to the members and thereafter the ballot box will be lock in presence of member. After ensuring that all the members and proxies participated in the Poll had casted their votes, the scrutinizer will close the Poll. He will take custody of the ballot box for scrutinizing the votes and submitting his report on the poll.

After conduct of poll, Mr. J. P. Sharma, scrutinizer will report completion of poll to the Chairman.

Declaration of Results

Mr. S. K. Kaler, the Chairman will inform the members that the consolidated results of the e-voting and the poll taken at the AGM shall be announced and made available on the website of the Company and shall also be immediately sent to the stock exchange where the equity shares of the Company are listed.

Vote of Thanks

With the permission of the Chairman, Mr. K. L. Sharma, CFO will propose vote of thanks, which will duly take on record.

The Chairman then announces the formal closure of the 22nd AGM and will thank the members present at the meeting of their suggestions, comments and co-operation and support during the meeting.

For Rex Pipes and Cables Industries Limited

Date: 17/06/2024
Place: Sikar

Monika Bohara
Company Secretary