NOTICE
OF
ANNUAL GENERAL MEETING

Notice is hereby given that the **24th 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 **Tuesday, the 15th day of September, 2026 at 2.00 P.M.** to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2026 and the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of **Mr Jitendra Kumar Kaler (DIN- 08025425),** who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. APPOINTMENT OF MR. VARUN KACHOLIA (DIN: 05190391) AS A NON-EXECUTIVE INDEPENDENT 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 Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Varun Kacholia (DIN: 05190391), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from 30.01.2026 pursuant to Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from 30th January, 2026 and ending on 29th January, 2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution, including filing of necessary e-forms with the Registrar of Companies, making necessary intimations to the Stock Exchange(s) and doing all such acts as may be required under the applicable laws."

4. TO RATIFY THE REMUNERATION OF COST AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s S. Goyal & Co., Cost Accountants, Jaipur, having Registration No. 005883, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2027, amounting to Rs. 25,000/- (Rupees Twenty Five Thousand only) along with GST as applicable be and is hereby ratified and confirmed."

5. **TO APPROVE THE RELATED PARTY TRANSACTIONS BY THE COMPANY WITH SUPREME INDUSTRIES, A RELATED PARTY OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 177, 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company's Related Party Transaction Policy (and revised policy thereof), and subject to such approvals, consents and permissions as may be required, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing with related party transactions with Supreme Industries, a proprietorship concern of Mr. Sharwan Kumar Kaler, Managing Director of the Company, for an aggregate value of up to ₹4.00 crore during the financial year 2026-27, comprising the following transactions, on such terms and conditions as may be mutually agreed between the Company and Supreme Industries, provided that the transactions shall be undertaken in the ordinary course of business of the Company and on an arm's length basis and shall be subject to the applicable provisions of the Act, SEBI Listing Regulations and the Company's Related Party Transaction Policy:

S.No.	Nature of Transaction	Amount (in ₹)
(1)	sale or supply of goods or materials, directly or through appointment of agent	**Upto ₹ 2.00 Crores**
(2)	purchase of goods or materials, directly or through appointment of agent	**Upto ₹ 2.00 Crores**

"RESOLVED FURTHER THAT the Board of Directors of the Company, including the Audit Committee and such officers/persons as may be authorised by the Board, be and are hereby authorised to determine, finalise and execute the terms and conditions of the aforesaid transactions, including the nature, quantity, price, payment terms, delivery terms and other commercial terms, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the aforesaid powers to any Director, Key Managerial Personnel or authorised officer of the Company, as it may deem appropriate."

6. **TO APPROVE THE RELATED PARTY TRANSACTIONS BY THE COMPANY WITH R.K. INDUSTRIES, A RELATED PARTY OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 177, 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company's Related Party Transaction Policy (and revised policy thereof), and subject to such approvals, consents and permissions as may be required, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing with the following related party transactions with R.K. Industries, a proprietorship concern of Mr. Jitendra Kumar Kaler, Executive Director of the Company, for an aggregate value of up to ₹16.00 crore during the financial year 2026-27, comprising of the following transactions, on such terms and conditions as may be mutually agreed between the Company and R.K. Industries, provided that the transactions shall be undertaken in the ordinary course of business of the Company and on an arm's length basis and shall be subject to the applicable provisions of the Act, SEBI Listing Regulations and the Company's Related Party Transaction Policy:

S.No.	Nature of Transaction	Amount (in ₹)
(1)	sale or supply of goods or materials, directly or through appointment of agent	Upto ₹ 8.00 Crores
(2)	purchase of goods or materials, directly or through appointment of agent	Upto ₹ 8.00 Crores

"RESOLVED FURTHER THAT the Board of Directors of the Company, including the Audit Committee and such officers/persons as may be authorised by the Board, be and are hereby authorised to determine, finalise and execute the terms and conditions of the aforesaid transactions, including the nature, quantity, price, payment terms, delivery terms and other commercial terms, within the overall limits approved by the Members, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the aforesaid powers to any Director, Key Managerial Personnel or authorised officer of the Company, as it may deem appropriate."

7. **TO APPROVE THE RELATED PARTY TRANSACTIONS BY THE COMPANY WITH RAJ POLYMERS, A RELATED PARTY OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 177, 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company's Related Party Transaction Policy (and revised policy thereof), and subject to such approvals, consents and permissions as may be required, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing with related party transactions Raj Polymers, a proprietorship concern of Mrs. Sunita Kumari, wife of Mr. Rajendra Kumar Kaler, Whole Time Director of the Company, for an aggregate value of up to ₹10.00 crore during the financial year 2026-27, comprising the following transactions, on such terms and conditions as may be mutually agreed between the Company and Raj Polymers, provided that the transactions shall be undertaken in the ordinary course of business of the Company and on an arm's length basis and shall be subject to the applicable provisions of the Act, SEBI Listing Regulations and the Company's Related Party Transaction Policy:

S.No.	Nature of Transaction	Amount (in ₹)
(3)	sale or supply of goods or materials, directly or through appointment of agent	Upto ₹ 5.00 Crores
(4)	purchase of goods or materials, directly or through appointment of agent	Upto ₹ 5.00 Crores

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, including the Audit Committee and such officers/persons as may be authorised by the Board, be and are hereby authorised to determine, finalise and execute the terms and conditions of the aforesaid transactions, including the nature, quantity, price, payment terms, delivery terms and other commercial terms, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the aforesaid powers to any Director, Key Managerial Personnel or authorised officer of the Company, as it may deem appropriate.”

BY ORDER OF THE BOARD
FOR REX PIPES AND CABLES INDUSTRIES LIMITED

(SD/-)
(SHARWAN KUMAR KALER)
MANAGING DIRECTOR
DIN- 01050715

DATE: 21.07.2026
PLACE: SIKAR

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.**
2. **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.**
3. THE CUT OFF DATE FOR EVOTING IS TUESDAY, 8TH SEPTEMBER, 2026.
4. A ROUTE MAP GIVING DIRECTIONS TO REACH THE VENUE OF THE 24TH ANNUAL GENERAL MEETING IS ENCLOSED FOR THE CONVENIENCE OF THE MEMBERS.
5. THE NOTICE OF 24TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT 2025-26 OF THE COMPANY, CIRCULATED TO THE MEMBERS OF THE COMPANY, WILL BE MADE AVAILABLE ON THE COMPANY'S WEBSITE AT WWW.RPCIL.COM.
6. 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 SHARE DEED IN DEMAT FORM, THE SHAREHOLDERS MAY REGISTER THEIR EMAIL WITH THEIR DP’S (DEPOSITORY PARTICIPANTS).
7. 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.
8. MEMBERS HOLDING SHARES IN SINGLE NAME AND PHYSICAL FORM ARE ADVISED TO MAKE NOMINATION IN RESPECT OF THEIR SHAREHOLDING IN THE COMPANY.
9. COPIES OF ANNUAL REPORT FOR FY 2025-26 ARE BEING SENT TO ALL THE MEMBERS WHOSE EMAIL ID’S 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 FY 2025-26 IS BEING SENT IN THE PERMITTED MODE.
10. ALL THE DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE EXPLANATORY STATEMENT, WHEREVER APPLICABLE, SHALL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY DURING BUSINESS HOURS, I.E., FROM 11:00 A.M. TO 6:00 P.M. ON ALL WORKING DAYS, UP TO THE DATE OF THE ANNUAL GENERAL MEETING.

11. 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 HE HAS COMMUNICATED HIS WILLINGNESS TO BE APPOINTED AND WILL BE AVAILABLE FOR THE SAID PURPOSE.
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 PROPSED TO BE APOOINTED/RE-APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING:

TO RE-APPOINT MR. JITENDRA KUMAR KALER (DIN- 08025425), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Name of director	Mr. Jitendra Kumar Kaler (DIN:08025425)
Designation	Executive Director
Date of Birth	23-03-1994 (32 Years and 4 Months)
Date of Appointment as Director	13-01-2018
Date of Appointment as Executive Director	11-08-2025
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 on-going 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 (whole-time director) and brother of Mr Rajendra kumar kaler (whole-time director)
Names of other listed entities in which the person holds directorship and also chairmanship/membership in committee of the board:	None
Directorship in other companies	(1) Rex polymers Private limited (2) Desi shopping market Private limited (3) Shivnim industries Private limited (4) Rex empires (OPC) Private limited (5) Rex empires Private limited (6) Rex bulls institute Private limited (7) Jamna irrigation Private limited
Particulars of Committee Chairmanship / Membership held in the Company	(1) Member of Nomination and Remuneration Committee (2) Member of stakeholders Relationship Committee
No. of board meetings attended during the financial year 2025-26	6 Board Meetings
Terms and Conditions	There is no change in the terms and condition.
Remuneration Sought to be paid	₹ 12.00 Lakhs
Remuneration last paid	₹ 7.68 Lakhs
Listed entities from which the person has resigned in the past three years	None
No. of Equity Shares held in company as on 31st March, 2026	10000 shares (0.11%)

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)

APPOINTMENT OF MR. VARUN KACHOLIA (DIN: 05190391) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Name of Director	VARUN KACHOLIA
DIN	DIN: 05190391
Type	NON-EXECUTIVE INDEPENDENT DIRECTOR
Date of Birth	24-04-1980
Age	46 years 3 months
Date of Appointment as Director (INDEPENDENT)	30-01-2026
No. of Equity Shares held in company as on 31st March, 2026	NIL
Educational Qualification & Expertise in Specific Functional area	SELPI (Harvard Business School, Boston); PGCIB (IIM Indore); MBA; LL.B. (Academic); CS Intermediate. Expertise in investment banking, due diligence, public issues, business restructuring, business advisory, SEBI and corporate law compliance, valuation, financial modeling, fundamental analysis and technical analysis.
Experience	17 years of post-qualification experience in due diligence, execution of public issues, business restructuring and business advisory, with exposure to SEBI regulations, corporate laws, listing advisory, valuation and ECM transactions.
Brief Profile	Investment Banker with 17 years of experience. He is the Owner of SN Advisory, a Mumbai-based investment banking firm (since June 2016), and Principal Partner of SNA Finlife Advisors LLP (since August 2021). He has also been a Board Member of Accuracy Shipping Ltd. (NSE Listed) since March 2023. His professional experience includes listing advisory, valuation, SME IPOs, rights issues, delisting, and promoter funding and institutional/AIF relationships.
Relationship with other Directors inter-se	None
Directorships /Partnership held in other Companies/LLP	1. ACCURACY SHIPPING LIMITED 2. SNA FINLIFE ADVISORS LLP
Particulars of Committee Chairmanship / Membership held in other Companies	1. Member of Stakeholder's Relationship Committee of M/s Accuracy Shipping Limited
No. of board meetings attended during the financial year 2025-26	Nil
Listed entities from which the person has resigned in the past three years	None
Terms and Conditions	Appointment as a Non-Executive Independent Director for a period of 5 consecutive years from 30.01.2026 to 29.01.2031
Remuneration Sought to be paid	Sitting fees amounting to ₹ 7500/- for attending a Board Meeting/Committee Meeting.
Remuneration last paid	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Varun Kacholia possesses the requisite skills and capabilities in investment banking, capital markets, valuation, business restructuring, due diligence, SEBI and corporate law compliance and business advisory. With 17 years of post-qualification experience and professional exposure to public issues, SME IPOs, rights issues, listing advisory, ECM transactions and valuation, coupled with his academic and professional qualifications, he is well equipped to contribute effectively to the deliberations of the Board and discharge the responsibilities of a Non-Executive Independent Director.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 12th September, 2026 at 10:00 A.M. and ends on Monday, 14th September, 2026 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. Tuesday, 8th September, 2026, 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 Tuesday, 8th September, 2026.

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.	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 period 2. 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.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 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

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 user 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.**

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.

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 Mr. 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. 03

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30.01.2026 appointed Mr. Varun Kacholia (DIN: 05190391) as Additional Directors in the capacity of Non-Executive Independent Directors with effect from 30.01.2026, who shall hold the respective office on the Board of the Company till the date of the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and rules made thereunder.

The Company has received declarations from Mr. Varun Kacholia (DIN: 05190391) confirming that, he meets the criteria for independence under Section 149(6) and Section 164 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and they also holds valid registration under the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs and that he is eligible to be appointed as an "Independent Director" of the Company and that he is not disqualified from being appointed as Independent Director. The Company has also received notice from a shareholder under Section 160 of the Act proposing his respective appointment as Independent Director.

In the opinion of the Board, Mr. Varun Kacholia (DIN: 05190391) fulfils the criteria specified in the Act read with the rules made thereunder and Listing Regulations for being appointed as Independent Director of the Company and is independent of the management. He do not hold any share in the Company. The brief profile of the Independent Directors is provided separately in this Notice along with the disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ("ICSI") in respect of the director(s) seeking appointment/re-appointment at the ensuing Annual General Meeting.

Members are informed that pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

A copy of the draft letter of appointment of the Independent Directors setting out the terms and conditions will be made available for electronic inspection without any fee by the shareholders, based on the request being sent on cs@rpcil.com.

Accordingly, it is proposed to appoint Mr. Varun Kacholia (DIN: 05190391) as Non-Executive Independent Directors of the Company for a term of 5 (five) consecutive years effective from 30.01.2026 to 29.01.2031, not being liable to retire by rotation.

In the opinion of the Board, Mr. Varun Kacholia (DIN: 05190391) is a person of integrity and possesses relevant qualifications, experience, skills and expertise for the role as an Independent Director and also fulfils the conditions as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Varun Kacholia (DIN: 05190391) as Independent Director of the Company and upon recommendation of Nomination and Remuneration Committee, the Board recommends the Special resolution, as set out at item No. 03 of the accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Varun Kacholia (DIN: 05190391) and his relative(s), is in any way concerned or interested, financially or otherwise, in the proposed Special resolution set out at item no. 3 of the Notice.

Item No. 04

The Board of Directors of the Company on recommendation of the Audit Committee in their Board Meeting held on 21.07.2026 approved the Appointment and remuneration of M/s S. Goyal & Co., Cost Accountants, Jaipur, having Registration No. 005883, to conduct the audit of cost records of the Company for the Financial Year ending March 31st, 2027. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company.

Accordingly, the Consent of the Members is sought for ratification of remuneration payable to the Cost Auditor for the financial year ending on March 31st, 2027 as set out in the resolution. The Board recommends the Resolution as set out under item no. 04 for ratification by Members.

None of the directors or their relatives is interested in the resolution.

Item No. 5:

The Company, in the ordinary course of its business, enters into transactions for sale and purchase of goods/materials with various parties, including related parties. The proposed transactions with Supreme Industries are required for the ordinary business operations of the Company. Supreme Industries is a proprietorship concern of Mr. Sharwan Kumar Kaler, Managing Director of the Company, and is therefore a related party of the Company within the meaning of the applicable provisions of the Act and the SEBI Listing Regulations.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 27th May 2026, considered and approved the proposed related party transactions, subject to approval of the Members wherever required.

For the purpose of determining materiality under Regulation 23(1) of the SEBI Listing Regulations, the annual consolidated turnover of the Company as per its last audited financial statements is ₹120.5102 crore. Accordingly, 10% of such turnover is ₹12.05102 crore. Considering the threshold applicable to the Company as an SME-listed entity, the applicable materiality threshold is ₹12.05102 crore, being lower than ₹50 crore.

The proposed aggregate transactions with Supreme Industries, amounting to ₹4.00 crore is not material Related Party Transactions under Regulation 23 of the SEBI Listing Regulations and, therefore, Members' approval is not mandatorily required under the said Regulation. However, as a measure of good corporate governance and enhanced transparency, the Company is voluntarily seeking Members' approval for the proposed transactions.

The Audit Committee has reviewed the proposed transactions having regard to the applicable provisions of the Act, SEBI Listing Regulations, the Company's Related Party Transaction Policy and the information placed before it. The proposed transactions are considered to be in the ordinary course of business and on an arm's length basis.

The information required to be placed before the Audit Committee and Members under the applicable SEBI Master Circular and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, as modified by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October, 2025, is provided in **Annexure-A** to this Notice.

The transactions shall be undertaken only within the limits approved by the Members and subject to applicable statutory and regulatory requirements.

Mr. Sharwan Kumar Kaler, Managing Director of the Company, is interested in the resolution as Supreme Industries is his proprietorship concern. His relatives, to the extent applicable under the Act and SEBI Listing Regulations, may also be regarded as concerned or interested.

Except Mr. Sharwan Kumar Kaler and their relatives, none of the other directors or Key Managerial Personnel of the Company, or their relatives, except as stated above, is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 05 for approval of the Members.

Item No. 6

The Company proposes to enter into certain transactions with R.K. Industries, a proprietorship concern of Mr. Jitendra Kumar Kaler, Executive Director of the Company, for sale/supply and purchase of goods or materials in connection with the ordinary business operations of the Company. R.K. Industries is a related party of the Company within the meaning of the applicable provisions of the Act and the SEBI Listing Regulations.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 27th May 2026, considered and approved the proposed related party transactions, subject to approval of the Members.

For the purpose of determining materiality under Regulation 23(1) of the SEBI Listing Regulations, the annual consolidated turnover of the Company as per its last audited financial statements is ₹120.5102 crore. Accordingly, 10% of such turnover is ₹12.05102 crore. Considering the threshold applicable to the Company as an SME-listed entity, the applicable materiality threshold is ₹12.05102 crore, being lower than ₹50 crore.

The proposed transactions with R.K. Industries aggregate to ₹16.00 crore, comprising sale/supply transactions of up to ₹8.00 crore and purchase transactions of up to ₹8.00 crore. Accordingly, the proposed aggregate value exceeds the applicable materiality threshold of ₹12.05102 crore.

Accordingly, the proposed transactions constitute material related party transactions for the purposes of Regulation 23 of the SEBI Listing Regulations, subject to aggregation with previous transactions during the financial year and the other applicable provisions of the SEBI Listing Regulations.

The Company is therefore seeking prior approval of the Members by way of an Ordinary Resolution for entering into the aforesaid material related party transactions.

The fact that the transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis does not, by itself, dispense with the requirement of prior Members' approval for a material RPT under Regulation 23 of the SEBI Listing Regulations.

The proposed transactions also fall within the nature of transactions contemplated under Section 188(1) of the Act, including sale/purchase/supply of goods or materials directly or through appointment of an agent. The Audit Committee and Board have considered the applicable provisions of Section 188, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.

The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. Accordingly, the exemption available under the proviso to Section 188(1), wherever applicable, has been considered separately for the purposes of the Companies Act. However, such exemption does not dispense with the requirement of Members' approval for a material RPT under Regulation 23 of the SEBI Listing Regulations.

The information required to be placed before the Audit Committee and Members under the applicable SEBI Master Circular and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, as modified by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October, 2025, is provided in **Annexure-A** to this Notice.

Mr. Jitendra Kumar Kaler, Executive Director of the Company, is interested in the resolution as R.K. Industries is his proprietorship concern. Accordingly, Mr. Jitendra Kumar Kaler and the persons/entities falling within the applicable definition of related party are required to be dealt with in accordance with the voting restrictions applicable to material RPTs under Regulation 23 of the SEBI Listing Regulations.

Except Mr. Jitendra Kumar Kaler and their relatives, none of the other directors or Key Managerial Personnel of the Company, or their relatives, except as stated above, is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 06 for approval of the Members.

Item No. 7

The Company proposes to enter into transactions with Raj Polymers, a proprietorship concern of Mrs. Sunita Kumari, wife of Mr. Rajendra Kumar Kaler, Whole Time Director of the Company, for sale/supply and purchase of goods or materials in connection with the ordinary business operations of the Company.

Raj Polymers is a related party of the Company within the meaning of the applicable provisions of the Act and the SEBI Listing Regulations. The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 27th May 2026, considered and approved the proposed related party transactions, subject to approval of the Members wherever applicable.

For the purpose of determining materiality under Regulation 23(1) of the SEBI Listing Regulations, the annual consolidated turnover of the Company as per its last audited financial statements is ₹120.5102 crore. Accordingly, 10% of such turnover is ₹12.05102 crore. Considering the threshold applicable to the Company as an SME-listed entity, the applicable materiality threshold is ₹12.05102 crore, being lower than ₹50 crore.

The proposed aggregate transactions with Raj Polymers, amounting to ₹10.00 crore is not material Related Party Transactions under Regulation 23 of the SEBI Listing Regulations and, therefore, Members' approval is not mandatorily required under the said Regulation. However, as a measure of good corporate governance and enhanced transparency, the Company is voluntarily seeking Members' approval for the proposed transactions.

The Company is nevertheless seeking approval of the Members for the proposed arrangements to provide an appropriate governance framework for the proposed transactions.

The Audit Committee has reviewed the proposed transactions having regard to the applicable provisions of the Act, SEBI Listing Regulations, the Company's Related Party Transaction Policy and the information placed before it. The proposed transactions are in the ordinary course of business and are proposed to be undertaken on an arm's length basis.

The information required to be placed before the Audit Committee and Members under the applicable SEBI Master Circular and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, as modified by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October, 2025, is provided in **Annexure-A** to this Notice.

Mrs. Sunita Kumari, proprietor of Raj Polymers, is the wife of Mr. Rajendra Kumar Kaler, Whole Time Director of the Company. Accordingly, Mr. Rajendra Kumar Kaler is concerned/interested in the resolution by virtue of the relationship and proposed transaction.

Except Mr. Rajendra Kaler and their relatives, none of the other directors or Key Managerial Personnel of the Company, or their relatives, except as stated above, is, in any way, concerned or interested, financially or otherwise, in this resolution.
The Board of Directors recommends the Ordinary Resolution set out at Item No. 07 for approval of the Members.

Disclosure pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular dated November 11, 2024

<table>
<tr><th>S.No.</th><th>Particulars</th><th colspan="3">Details</th></tr>
<tr><td>1.</td><td>Name of the Related Party</td><td>SUPREME INDUSTRIES</td><td>R.K. INDUSTRIES</td><td>RAJ POLYMERS</td></tr>
<tr><td>2.</td><td>Relationship with the Listed Entity</td><td>Supreme Industries is the Proprietorship firm of Mr. Sharwan Kumar Kaler who is the Managing Director of the Company</td><td>R.K. Industries is the Proprietorship firm of Mr. Jitendra Kumar Kaler who is the Executive Director of the Company</td><td>Raj Polymers is the Proprietorship firm of Mrs. Sunita Kumari who is the wife of Mr. Rajendra Kaler, Whole Time Director of the Company</td></tr>
<tr><td>3.</td><td>Name of Director(s)/KMP interested</td><td>Mr. Sharwan Kumar Kaler</td><td>Mr. Jitendra Kumar Kaler</td><td>Mr. Rajendar Kaler</td></tr>
<tr><td>4.</td><td>Nature of Transaction</td><td colspan="3">sale, purchase or supply of any goods or material, directly or through appointment of agent</td></tr>
<tr><td>5.</td><td>Type of Related Party Transaction</td><td colspan="3">1. Sale of Goods/Services
2. Purchase of Goods/Services</td></tr>
<tr><td>6.
7.</td><td>Material Terms of the Transaction
Value of Transaction</td><td>Enhance Limits :
<table><tr><th>Nature of Transaction</th><th>Amount (inRs.)</th></tr><tr><td>Sale or supply of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 2.00 Crores</td></tr><tr><td>Purchase of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 2.00 Crores</td></tr></table></td><td>Enhance Limits :
<table><tr><th>Nature of Transaction</th><th>Amount (inRs.)</th></tr><tr><td>Sale or supply of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 8.00 Crores</td></tr><tr><td>Purchase of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 8.00 Crores</td></tr></table></td><td>Enhance Limits :
<table><tr><th>Nature of Transaction</th><th>Amount (inRs.)</th></tr><tr><td>Sale or supply of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 5.00 Crores</td></tr><tr><td>Purchase of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 5.00 Crores</td></tr></table></td></tr>
<tr><td>8.</td><td>Tenure of Transaction</td><td>One Year</td><td>One Year</td><td>One Year</td></tr>
<tr><td>9.</td><td>Purpose of Transaction</td><td>For Business of the Company</td><td>For Business of the Company</td><td>For Business of the Company</td></tr>
<tr><td>10.</td><td>Whether transaction is at Arm's Length</td><td colspan="3">Yes</td></tr>
<tr><td>11.</td><td>Whether in Ordinary Course of Business</td><td colspan="3">Yes – however transaction is at arm's length and in compliance with applicable laws</td></tr>
<tr><td>12.</td><td>Materiality of Transaction</td><td>The proposed transaction does not exceed the materiality threshold of 10% of annual consolidated turnover and hence does not qualify as a material related party transaction.</td><td>The Proposed Transaction is Material</td><td>The proposed transaction does not exceed the materiality threshold of 10% of annual consolidated turnover and hence does not qualify as a material related party transaction.</td></tr>
<tr><td>13.</td><td>Approval(s) Required</td><td colspan="3">Audit Committee, Board of Directors, Shareholders</td></tr>
<tr><td>14.</td><td>Whether Promoter/Promoter Group has interest</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
<tr><td>15.</td><td>Any other information relevant</td><td>None</td><td>None</td><td>None</td></tr>
</table>

Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided as under:

Particulars of the information	**Information provided by the management for Item nos. 05 to 07**
Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as **"Annexure – A"**
Justification as to why the proposed transaction is in the interest of the listed entity, ~~basis for determination of price~~ and other material terms and conditions of RPT	We have been consistently working with these Concerns mentioned in item No. 05 to 07 due to a combination of factors that make them the ideal partner for our business needs. Their pricing model is transparent and highly competitive, allowing us to benefit from high-quality services at a reasonable cost. In addition to their competitive pricing, the quality of work delivered by these concerns is unmatched. They have demonstrated a strong commitment to excellence across all aspects of their work. The quality of their products ensures durability and reliability, which are essential to maintaining our own high standards. Another key factor is their timely delivery and efficient project management, which helps us stay on track with our production schedules. Their team is skilled, responsive, and well-equipped to handle both large and small-scale projects with precision, ensuring that deadlines are consistently met without compromising quality. Their ability to understand and cater to our specific needs, provide personalized solutions, and quickly address any concerns or changes has strengthened our long-term relationship with them. In summary, these concerns has proven to be the best option for us due to their combination of affordable pricing, exceptional quality, timely delivery, and outstanding customer service. Their ability to provide high-quality work at a cost-effective rate has made them our preferred partner for the long term.
Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction with R.K. Industries has been approved by the Audit Committee and the Board on 27.05.2026. The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 06 for approval by way of an Ordinary Resolution. Further, though the related party transactions with Supreme Industries and Raj Polymers are not material under Regulation 23 of the SEBI Listing Regulations and, therefore, Members' approval is not mandatorily required under the said Regulation. However, as a measure of good corporate governance and enhanced transparency, the Company is voluntarily seeking Members' approval for the proposed transactions.
Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	We affirm that the Audit Committee and Board of Directors, while providing information to the Members, have redacted only commercially sensitive information, and all necessary information for informed shareholders decision-making has been provided. Refer below table as **"Annexure – A".**
Any other information that may be relevant	None

REX PIPES AND CABLES INDUSTRIES LIMITED
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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)

"Annexure – A"

Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed material modification to the RPT(s), in respect of item No. 05 to 07, is provided as under:

Sr. No.	Particulars of the information	Information provided by the management		
A	**Details of related party transactions**			
A (1)	**Basic details of the related party**			
	Item No.	**(05)**	**(06)**	**(07)**
1	**Name of the related party**	**Supreme Industries**	**R.K. Industries**	**Raj Polymers**
	Country of incorporation of the related party	India	India	India
	Nature of business of the related party	Company is engaged in servicing of bus body and manufacturing of various spare parts.	Company is engaged in manufacturing of Electric Wires and Cables	Company is engaged in manufacturing of HDPE pipes, fittings and other allied products, including couplers, adaptors, tees, bends and other related accessories.
A (2)	**Relationship and ownership of the related party**			
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following	Supreme Industries is the Proprietorship firm of Mr. Sharwan Kumar Kaler who is the Managing Director of the Company	R.K. Industries is the Proprietorship firm of Mr. Jitendra Kumar Kaler who is the Executive Director of the Company	Raj Polymers is the Proprietorship firm of Mrs. Sunita Kumari who is the wife of Mr. Rajendra Kaler, Whole Time Director of the Company
	(A) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable	Not Applicable	Not Applicable
	(B) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	Nil	Nil
	(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	The related party donot held any shareholding in the Listed Entity, however, Mr. Sharwan Kumar Kaler, proprietor of the concern, holds shares in the said Listed Company	The related party donot held any shareholding in the Listed Entity, however, Mr. Jitendra Kumar Kaler, proprietor of the concern, holds shares in the said Listed Company	Nil

<table>
<tr><td colspan="5">A (3) Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Details of Transactions during FY 2025-26<table><tr><th>S.No.</th><th>Nature of Transactions</th><th>Amount (Rs. In Lakhs)</th></tr><tr><td>1)</td><td>Sales</td><td>54.87</td></tr><tr><td>2)</td><td>Purchases</td><td>46.95</td></tr></table></td><td>Details of Transactions during FY 2025-26<table><tr><th>S.No.</th><th>Nature of Transactions</th><th>Amount (Rs. In Lakhs)</th></tr><tr><td>1)</td><td>Sales</td><td>8.08</td></tr><tr><td>2)</td><td>Purchases</td><td>19.69</td></tr></table></td><td>Details of Transactions during FY 2025-26<table><tr><th>S.No.</th><th>Nature of Transactions</th><th>Amount (Rs. In Lakhs)</th></tr><tr><td>1)</td><td>Sales</td><td>30.66</td></tr><tr><td>2)</td><td>Purchases</td><td>11.00</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter ended June 30th, 2026, immediately preceding the quarter in which the approval is sought</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter ended June 30th, 2026:-<table><tr><th>S.No.</th><th>Nature of Transactions</th><th>Amount (Rs. In Lakhs)</th></tr><tr><td>1.</td><td>Sales</td><td>64.11</td></tr><tr><td>2.</td><td>Purchases</td><td>20.02</td></tr></table></td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter ended June 30th, 2026:-<table><tr><th>S.No.</th><th>Nature of Transactions</th><th>Amount (Rs. In Lakhs)</th></tr><tr><td>1.</td><td>Sales</td><td>2.94</td></tr><tr><td>2.</td><td>Purchases</td><td>1,52.41</td></tr></table></td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter ended June 30th, 2026:-<table><tr><th>S.No.</th><th>Nature of Transactions</th><th>Amount (Rs. In Lakhs)</th></tr><tr><td>1.</td><td>Sales</td><td>4.34</td></tr><tr><td>2.</td><td>Purchases</td><td>60.76</td></tr></table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>None</td><td>None</td><td>None</td></tr>
<tr><td colspan="5">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>Enhance Limits :<table><tr><th>Nature of Transaction</th><th>Amount (inRs.)</th></tr><tr><td>Sale or supply of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 2.00 Crores</td></tr><tr><td>Purchase of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 2.00 Crores</td></tr></table></td><td>Enhance Limits :<table><tr><th>Nature of Transaction</th><th>Amount (inRs.)</th></tr><tr><td>Sale or supply of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 8.00 Crores</td></tr><tr><td>Purchase of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 8.00 Crores</td></tr></table></td><td>Enhance Limits :<table><tr><th>Nature of Transaction</th><th>Amount (inRs.)</th></tr><tr><td>Sale or supply of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 5.00 Crores</td></tr><tr><td>Purchase of any goods or material, directly or through appointment of agent</td><td>Upto Rs. 5.00 Crores</td></tr></table></td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>No</td><td>Yes</td><td>No</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>The estimated value of the proposed transaction related to sale, purchase or supply of any goods or material, directly or through appointment of agent represents 3.32% of the consolidated turnover of the Company for 2025-26.</td><td>The estimated value of the proposed transaction related to sale, purchase or supply of any goods or material, directly or through appointment of agent represents 13.28% of the consolidated turnover of the Company for 2025-26.</td><td>The estimated value of the proposed transaction related to sale, purchase or supply of any goods or material, directly or through appointment of agent represents 8.30% turnover of the Company for 2025-26.</td></tr>
</table>

REX PIPES AND CABLES INDUSTRIES LIMITED
Marketing Office : Third Floor, Shubhlaxmi Tower, Vidhyadhar Nagar, Jaipur-332023 (Raj.) INDIA
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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)

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	97.30%* *the % calculated on the basis standalone turnover of the related party of FY 2025-26 and value of transaction with the listed company.	43.57%* *the % calculated on the basis standalone turnover of the related party of FY 2025-26 and value of transaction with the listed company.	43.95%* *the % calculated on the basis standalone turnover of the related party of FY 2025-26 and value of transaction with the listed company.
6	Financial performance of the related party for the immediately preceding financial year (FY2024-25).	**Particulars** / **FY 2025-26 (Amount in Lakhs)*** Turnover: Rs. 104.70 Profit After Tax: Not Available Net worth: Not Available * Information based on provisional figures	**Particulars** / **FY 2025-26 (Amount in Lakhs)*** Turnover: Rs. 63.74 Profit After Tax: Not Available Net worth: Not Available * Information based on provisional figures	**Particulars** / **FY 2025-26 (Amount in Lakhs)*** Turnover: Rs. 94.78 Profit After Tax: Not Available Net worth: Not Available * Information based on provisional figures
A (5) **Basic details of the proposed transaction**				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase or supply of any goods or material, directly or through appointment of agent		
2	Details of each type of the proposed transaction			
3	Tenure of the proposed transaction (tenure in number of years or months to be specified	During any one Financial Year		
4	Whether omnibus approval is being sought?	Yes		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto ₹ 4.00 Crores	Upto ₹ 16.00 Crores	Upto ₹ 10.00 Crores
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	We have been consistently working with the said concern due to a combination of factors that make them the ideal partner for our business needs. Their pricing model is transparent and highly competitive, allowing us to benefit from high-quality services at a reasonable cost. In addition to their competitive pricing, the quality of work delivered by these concerns is unmatched. They have demonstrated a strong commitment to excellence across all aspects of their work. The quality of their services ensures durability and reliability, which are essential to maintaining our own high standards.		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.			
	a. Name of the director / KMP	Mr. Sharwan Kumar Kaler, Managing Director of the Company is proprietor of M/s Supreme Industries	Mr. Jitendra Kumar Kaler, Executive Director of the Company is proprietor of M/s R.K. Industries	Mrs. Sunita Kumari is the wife of Mr. Rajendra Kaler, Whole Time Director of the Company is proprietor of M/s Raj Polymers
	b. Shareholding of the director / KMP, whether direct or indirect, in the related	Mr. Sharwan Kumar Kaler – 39.34%	Mr. Jitendra Kumar Kaler – 0.11%	Mrs. Sunita Kumari – NIL Mr. Rajendra Kaler – 0.53%

	party (as on 31.03.2026)			
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable	Not Applicable	Not Applicable
9	Other information relevant for decision making.	This Related party transaction is in normal course of business of the Company and at an arm's length basis and in the best commercial interest of the Company.		
B	**Details to be disclosed only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**			
B (1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**			
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applied		
2	Basis of determination of price.	As per prevailing market price		
	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable		
a	Amount of Trade advance			
b	Tenure			
c	Whether same is self-liquidating?			

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ATTENDANCE SLIP

TWENTY FOURTH 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 FOURTH ANNUAL GENERAL MEETING** of the Company held at the registered office of the Company situated at F-69-A, RIICO Industrial Area, Sikar, Rajasthan-332001 on **Tuesday, the 15th day of September, 2026 at 2.00 P.M.**.

Full name of the Shareholder:
(In capital letters)

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

Signature:

Full name of Proxy : (in capital letters)
Signature

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

PROXY FORM

TWENTY FOURTH 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 Fourth Annual General Meeting of the Company to be held on Tuesday, the 15th day of September, 2026 at 2:00 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 ________ 2026 ___________________

Affix Revenue Stamp

Signature of first named/sole shareholder

____

Signature of Proxy

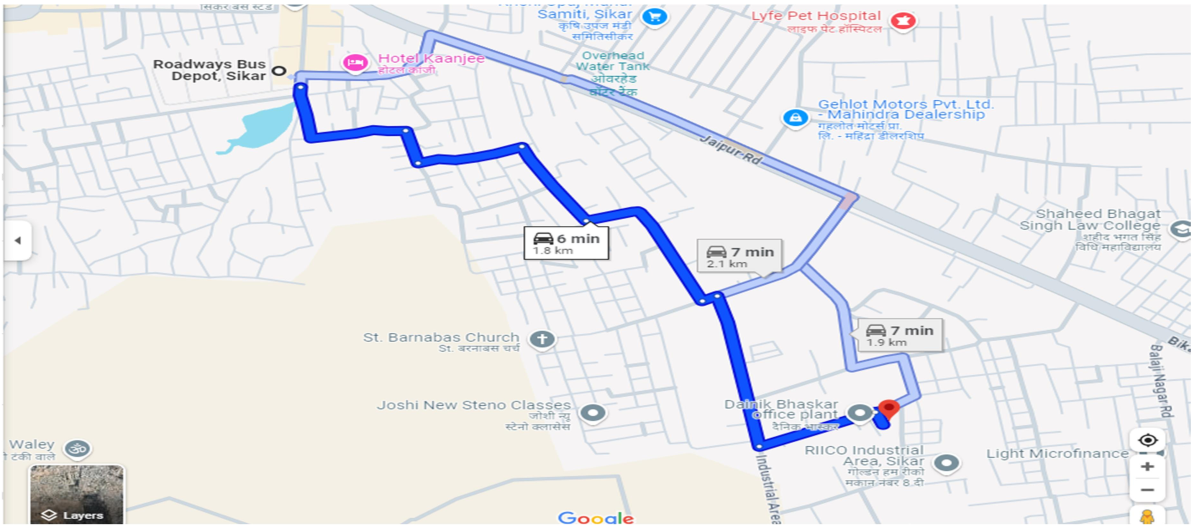
Name:______________________

Address: _______________________________

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.

ROUTE MAP OF VENUE AGM

<u>LOCATION AND DIRECTIONS TO REACH THE VENUE OF ANNUAL GENERAL MEETING</u>



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