

Date: 10th June, 2023

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East), Mumbai -400051

Symbol: REXPIPES

Dear Sir/Madam,

Sub: Notice of the 21st Annual General Meeting

This is to inform you that 21st Annual General Meeting of the Company will be held on Tuesday, the 11th day of July, 2023 at 1:00 P.M. at its Registered Office F-69A, RIICO Industrial Area, Sikar-Rajasthan-332001.

The above is also updated on the website of the Company.

You are kindly requested to take the same on your record.

Thanking You
Yours Sincerely,

For Rex Pipes and cables Industries Limited

Dear Sir,



Monika Bohara
Company secretary & Compliance Officer
Membership No.: A60048



REX PIPES AND CABLES INDUSTRIES LIMITED

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

Ph : +91 1572-245009 / 245765

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

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)

REX PIPES AND CABLES INDUSTRIES LIMITED

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

CIN-L31300RJ2002PLC017714

Phone No.:01572-245009

Email –id:-ho@rpcil.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **21st 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 11th day of July, 2023, at 1.00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2023, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of **Mr. Jitendra Kumar Kaler (DIN-08025425)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

"RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 10,10,00,000 (Rupees Ten Crores Ten Lacs Only) divided into 1,01,00,000 (One Crore One Lac) Equity Share of Rs. 10/- each by creation of additional 1,00,000 (One Lac) Equity shares of Rs. 10/- each aggregating Rs. 10,00,000/- (Rupees Ten Lacs Only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

"The Authorized share capital of the Company is Rs. 10,10,00,000 (Rupees Ten Crores Ten Lacs Only) divided into 1,01,00,000 (One Crore One Lac) Equity Share of Rs. 10/- each."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Alteration in Article 10 of the Articles of Association:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Article 10 (a) of Articles of Association of the Company with the following Article:

“10 (a) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

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

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

“RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to

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the Board to create, offer, issue, allot and deliver in one or more tranches upto 15,00,000 (Fifteen Lacs) Equity Shares of Rs. 10/- each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 43.50/- (Forty Three Rupees and Fifty Paise Only) per equity share aggregating to Rs. 6,52,50,000 (Rupees Six Crores Fifty Two Lacs Fifty Thousand Only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

Sr. No.	Name	Current Status / Category	No. of Shares	Proposed Status / post preferential issue / Category
1.	Jagdev Singh	Non-Promoter	1,50,000	Non-Promoter
2.	Vivek Kaler	Non-Promoter	2,50,000	Non-Promoter
3.	Vijaypal Dudi	Non-Promoter	1,40,000	Non-Promoter
4.	Rehan Dudi	Non-Promoter	1,20,000	Non-Promoter
5.	Kana Ram	Non-Promoter	50,000	Non-Promoter
6.	Bhinwa Ram	Non-Promoter	60,000	Non-Promoter
7.	Indra Singh Kaler	Non-Promoter	50,000	Non-Promoter
8.	Sugana Kaler	Non-Promoter	30,000	Non-Promoter
9.	Sohan Singh	Non-Promoter	50,000	Non-Promoter
10.	Aaron Multifarious Private Limited	Non-Promoter	3,00,000	Non-Promoter
11.	Profitous Capital Markets Private Limited	Non-Promoter	3,00,000	Non-Promoter
Total			15,00,000	

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the 09th June, 2023, being the date 30 days prior to the date of this Annual General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- The Equity Shares to be issued and allotted in the manner aforesaid shall rank *paripassu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in

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case the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

- iii Allotment shall only be made in dematerialized form;
- iv The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

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

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 198 read with schedule V and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial

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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 Mrs.Sohani Devi (DIN-02839191), as Whole Time Director of the Company for a period of 5 (Five) years w.e.f. 07.02.2023, on the terms and conditions including remuneration payable to her as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration :

(a) Salary : Rs.42,000/- per month;

“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 by way of salary, Commission and perquisites, as minimum remuneration.”

“RESOLVED FURTHER THAT all other terms of appointment of Mrs.Sohani Devi as Whole Time Director will remain unchanged.”

“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.”

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

“RESOLVED THAT in accordance with the provisions of section 197 and 198 read with schedule V and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the companies Act, 2013, or any statutory modification (s) or re-enactment thereof, approval of the members be and is hereby accorded for the increase in remuneration payable to Mr.Sharwan Kumar Kaler (DIN-01050715), Managing Director, and accordingly, his remuneration be and is hereby revised to Rs. 1,68,000/- per month w.e.f. 01.04.2023.”

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mr.Sharwan Kumar Kaler, 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 Mr.Sharwan Kumar Kaler as Managing 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.”

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

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“RESOLVED THAT 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 Mr.RajendraKaler (DIN-08032024), Whole Time Director, and accordingly, his remuneration be and is hereby revised to Rs. 1,12,000/- per month w.e.f. 01.04.2023.”

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mr.RajendraKaler, 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 Mr.RajendraKaler 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.”

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

“RESOLVED THAT pursuant to provisions of sections 149,150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification Of Directors) Rule, 2014, approval of the members be and is hereby accorded to the re-appointment of Mr.SubhashMeel(DIN: 03572337) as an Independent Director of the Company for a fixed term of five (5) years w.e.f. 06.02.2023, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to provisions of sections 149,150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification Of Directors) Rule, 2014, approval of the members be and is hereby accorded to the re-appointment of Mr. Anil Kumar (DIN: 08032217) as an Independent Director of the Company for a fixed term of five (5) years w.e.f. 06.02.2023, not liable to retire by rotation.”

FOR REX PIPES AND CABLES INDUSTRIES LIMITED

Sd/-

DATE: 10.06.2023

PLACE: SIKAR

(MONIKA BOHARA)
COMPANY SECRETARY
M.NO.60048

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Notes:

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

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY AND CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXY FORM AND ATTENDANCE SLIP IS ENCLOSED HERewith.

2. THE CUT OFF DATE FOR EVOTING IS TUESDAY, 3RD JULY, 2023.
3. A ROUTE MAP GIVING DIRECTIONS TO REACH THE VENUE OF THE 21STANNUAL GENERAL MEETING IS ENCLOSED FOR THE CONVENIENCE OF THE MEMBERS.
4. THE NOTICE OF 21STANNUAL GENERAL MEETING AND THE ANNUAL REPORT 2022-23 OF THE COMPANY, CIRCULATED TO THE MEMBERS OF THE COMPANY, WILL BE MADE AVAILABLE ON THE COMPANY'S WEBSITE AT WWW.REXPUMPS.COM.
5. SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS WITH THE REGISTRAR AND SHARE TRANSFER AGENTS BY SENDING DULY SIGNED REQUEST LETTER QUOTING THEIR FOLIO NO.,NAME AND ADDRESS, IN CASE OF SHARES DEED IN DEMATE FORM, THE SHAREHOLDERS MAY REGISTER THEIR EMAIL WITH THEIR DP'S (DEPOSITORY PARTICIPANTS).
6. MEMBERS ATTENDING THE ANNUAL GENERAL MEETING ARE REQUESTED TO BRING WITH THEM THE FOLLOWING:
 - (A) DP & CLIENT ID NUMBERS OR FOLIO NUMBERS ALONG WITH PROOF OF IDENTITY AND ADDRESS.
 - (B) ATTENDANCE SLIP AND (C) COPY OF THE ANNUAL REPORT AND NOTICE, AS NO COPIES THEREOF WOULD BE DISTRIBUTED AT THE MEETING.
7. MEMBERS HOLDING SHARES IN SINGLE NAME AND PHYSICAL FORM ARE ADVISED TO MAKE NOMINATION IN RESPECT OF THEIR SHAREHOLDING IN THE COMPANY.
8. COPIES OF ANNUAL REPORT FOR 2022-23 ARE BEING SENT TO ALL THE MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE DEPOSITORY PARTICIPANTS FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESS, PHYSICAL COPIES OF THE ANNUAL REPORT FOR 2022-23 IS BEING SENT IN THE PERMITTED MODE.
9. ALL THE DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION BY THE MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS BETWEEN 10:00 A.M. TO 5:00 P.M.
10. CS JAI PRAKASH SHARMA, FCS 5664 PRACTISING COMPANY SECRETARY AND PARTNER OF M/S JPS & ASSOCIATES, COMPANY SECRETARIES, JAIPUR HASBEEN APPOINTED AS A SCRUTINIZER TO

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SCRUTINIZE THE REMOTE E-VOTING AND E-VOTING DURING AGM TO BE CARRIED OUT IN A FAIR AND TRANSPARENT MANNER AND THEY HAVE COMMUNICATED THEIR WILLINGNESS TO BE APPOINTED AND WILL BE AVAILABLE FOR THE SAID PURPOSE.

11. PURSUANT TO THE REGULATION 36(3) OF SEBI (LISTING AND OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION IS FURNISHED ABOUT DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/RE-APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING:

NAME OF DIRECTOR	JITENDRA KUMAR KALER
AGE	29
DATE OF FIRST APPOINTMENT ON BOARD	13-01-2018
DESIGNATION	NON- EXECUTIVE DIRECTOR
QUALIFICATION(S)	BA (DELHI UNIVERSITY)
EXPERIENCE	5 YEARS EXPERIENCE IN THE FIELD OF PVC PIPES, HDPE PIPES, PLASTIC MANUFACTURING INDUSTRIES.
BRIEF RESUME AND EXPERTISE IN SPECIAL FUNCTIONAL AREA	5 YEARS EXPERIENCE IN THE FIELD OF REAL ESTATE INDUSTRIES.
RELATIONSHIP WITH OTHER DIRECTOR, MANAGER AND KMPS	HE IS SON OF MR. SHARWAN KAUMAR KALER (MANAGING DIRECTOR) AND MRS. SOHANI DEVI (WHOLETIME DIRECTOR). BROTHER OF MR. RAJENDRA KALER (WHOLETIME DIRECTOR)
NO. OF BOARD MEETINGS ATTEND DURING THE PREVIOUS FINANCIAL YEAR	3

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

The remote e-voting period begins on Saturday, July 08, 2023 at 10:00 A.M. and ends on Monday, July 10, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03.07.2023, 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 03.07.2023.

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.

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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.	- 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.NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period Ifyou 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 - 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.NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	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.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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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:

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

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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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.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email tocs@rexpumps.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) tocs@rexpumps.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 13.** The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special Business is annexed hereto.

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

ITEM NO. 3:

The Present Authorized Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- each.

A proposal for Preferential Issue of 15,00,000 (Fifteen Lacs) Equity Shares have been submitted for the approval of Shareholders under item no. 5 of this Notice.

To enable the Preferential Issue, the Company would be required to increase the Authorised Share Capital to Rs. 10,10,00,000 (Rupees Ten Crores Ten Lacs Only) divided into 1,01,00,000 (One Crore One Lac) Equity Shares of Rs. 10/- each by creation of additional 1,00,000 (One Lac) Equity Shares of Rs. 10/- each aggregating Rs. 10,00,000/- (Rupees Ten Lacs Only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company. Consequently, the Capital Clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 10.00 a.m. to 5.00 p.m. on any working day of the Company.

The Board of Directors recommends the passing of this Resolution as an Ordinary resolution.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Item No. 4:

The Company proposes to issue such equity shares as may be approved by the Board, including equity shares on a preferential basis. As per Rule 13 (1) of the Companies (Share Capital and Debentures) Rules, 2014, such an issue has to be authorised by the Articles of Association of the Company. Hence, the Articles of Association of the Company are proposed to be amended to incorporate a provision authorising the issuance of such equity shares of the Company by way of a Preferential Basis.

The Board has sought the approval of the Members of the Company by means of a special resolution to give effect to the alteration of the Articles of Association of the Company by inserting a new Article providing for further issue on preferential basis.

The Board of Directors' in their meeting held on 10th June, 2023 has approved the aforesaid amendment in the AOA of the Company as set out in item no. 4 of the notice, subject to the approval of members of the Company. A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting.

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

ITEM NO.5:

The Special Resolution contained in Item No. 5 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 15,00,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 43.50/- each, aggregating up to Rs. 6,52,50,000 (Rupees Six Crores Fifty Two Lacs Fifty Thousand Only).

The Board of Directors of the Company ("Board") in their meeting held on 10th June, 2023 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot up to 15,00,000 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 43.50/- (Forty Three Rupees and Fifty Paise Only) per Equity Share to Non – Promoters of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the management of the Company.

- a. To investment in equity shares of M/s. Swastik Infracity Private Limited – Rs.6,00,00,000/- (Rupees Six Crores Only)
- b. For the general corporate purposes. – Rs. 52,50,000/- (Rupees Fifty Two Lacs Fifty Thousand Only)

Our Company proposes to utilize the funds of Rs. 6 crores to acquire 100% equity shares of M/s. Swastik Infracity Private Limited. M/s Swastik Infracity Private Limited was originally incorporated on 08th February, 2012 under the Companies Act, 1956. The Corporate Identification Number ("CIN") of the Company is U70101RJ2012PTC037859. The Registered office of Company is presently situated at 3/43 Parasram Nagar, Dher Ka Balaji, Sikar Road, Jaipur – 302039, Rajasthan. The Company is engaged in the business of Real Estate Industry. The Company is having a Land bank at Jaipur, Rajasthan and the said acquisition is intended to include the aforementioned Land Bank in the Company for the purpose of expansion and diversification in the future.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on 10th June, 2023 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 15,00,000 Equity Shares, fully paid-up, at the price of Rs. 43.50/- per Equity Share (issue at Premium), aggregating to Rs.

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6,52,50,000 (Rupees Six Crores Fifty Two Lacs Fifty Thousand Only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of this special resolution or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. However, if any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is necessary or required, the period of 15 (fifteen) days shall commence from the last date of such approval or permission being obtained.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

The Equity Shares shall be offered to the Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point “m)” of the Explanatory Statement. None of the Directors or Key Managerial Personnel or Promoters of the Company intends to subscribe Equity Shares proposed to be issued under the Preferential Allotment. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Sr. No.	Name	Current Status / Category	No. of Shares	Proposed Status /post preferential Issue / Category
1.	Jagdev Singh	Non-Promoter	1,50,000	Non-Promoter
2.	Vivek Kaler	Non-Promoter	2,50,000	Non-Promoter
3.	Vijaypal Dudi	Non-Promoter	1,40,000	Non-Promoter
4.	Rehan Dudi	Non-Promoter	1,20,000	Non-Promoter
5.	Kana Ram	Non-Promoter	50,000	Non-Promoter
6.	Bhinwa Ram	Non-Promoter	60,000	Non-Promoter
7.	Indra Singh Kaler	Non-Promoter	50,000	Non-Promoter
8.	Sugana Kaler	Non-Promoter	30,000	Non-Promoter
9.	Sohan Singh	Non-Promoter	50,000	Non-Promoter
10.	Aaron Multifarious Private Limited	Non-Promoter	3,00,000	Non-Promoter
11.	Profitous Capital Markets Private Limited	Non-Promoter	3,00,000	Non-Promoter
Total			1500000	

f) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the

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Equity Shares is 09th June, 2023, being the date 30 days prior to the date of this Annual General Meeting.

g) Pricing of the Issue:

The Equity Shares of the Company are listed and frequently traded on the NSE Emerge.

The price per Equity Share, to be issued, is fixed at Rs. 43.50/- (Forty Three Rupees and Fifty Paise Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the NSE Emerge for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Name of proposed allottee	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre-issue Shareholding		Post-issue Shareholding	
			Pre issue Ownership holding	% of total Capital	Post issue Ownership holding	% of total Capital
Aaron Multifarious Private Limited	Kamal Singh Manu Sharma	N.A.	-	-	300000	2.97
Profitous Capital Markets Private Limited	SatishPandey ManeshDudhaiya	N.A.	-	-	300000	2.97

i) Shareholding Pattern before and after the preferential issue:

A	Shareholding of Promoter and Promoter Group	No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	52,56,500	61.11	52,56,500	52.04

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(c)	Bodies Corporate	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0
	Sub Total(A)(1)	52,56,500	61.11	52,56,500	52.04
2	Foreign				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0
(b)	Bodies Corporate	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Any Other (specify)	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
(A)	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	52,56,500	61.11	52,56,500	52.04
B	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Any Other (specify)FDI	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
2	Non-institutions				
(a)	Bodies Corporate	1,60,000	1.86	7,60,000	7.52
(b)	Individuals	31,07,500	36.13	40,07,500	39.68
(c)	Directors & Relatives	0	0.00	0	0.00
(d)	Non Resident Indians (NRIs)	44,000	0.51	44,000	0.44
(e)	Any other (specify)	32,000	0.37	32,000	0.32
	Sub-Total (B)(2)	33,43,500	38.88	48,43,500	47.96
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	33,43,500	38.88	48,43,500	47.96
	TOTAL (A)+(B)	86,00,000	100	1,01,00,000	100
C	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0	0	0
2	Public	0	0	0	0
(C)	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	86,00,000	100	1,01,00,000	100

- j) **Lock-in Period:** The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

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The entire pre-preferential allotment shareholding of Promoters, Promoter group and non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

k) Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the NSE emerge for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

l) Certificate of Practicing Company Secretary: The certificate from, M/s. Jaiprakash Sharma, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.rpcil.com

m) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Jagdev Singh	Non-Promoter	Non-Promoter	-	-	1,50,000	1,50,000	1.49
2.	VivekKaler	Non-Promoter	Non-Promoter	-	-	2,50,000	2,50,000	2.48
3.	VijaypalDudi	Non-Promoter	Non-Promoter	12,000	0.14	1,40,000	1,52,000	1.50

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Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
4.	RehanDudi	Non-Promoter	Non-Promoter	12,000	0.14	1,20,000	1,32,000	1.31
5.	Kana Ram	Non-Promoter	Non-Promoter	1,48,000	1.72	50,000	1,98,000	1.96
6.	Bhinwa Ram	Non-Promoter	Non-Promoter	1,08,000	1.26	60,000	1,68,000	1.66
7.	Indra Singh Kaler	Non-Promoter	Non-Promoter	76,000	0.88	50,000	1,26,000	1.25
8.	SuganaKaler	Non-Promoter	Non-Promoter	1,04,000	1.21	30,000	1,34,000	1.33
9.	Sohan Singh	Non-Promoter	Non-Promoter	9,750	0.11	50,000	59,750	0.59
10.	Aaron Multifarious Private Limited	Non-Promoter	Non-Promoter	-	-	3,00,000	3,00,000	2.97
11.	Profitous Capital Markets Private Limited	Non-Promoter	Non-Promoter	-	-	3,00,000	3,00,000	2.97
Total						1500000		

n) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

p) Principal terms of assets charged as securities:

Not Applicable.

q) Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

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The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 5 in the accompanying notice for your approval.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Item No. 6

The term of appointment of Mrs.Sohani Devi as Whole Time Director of the Company was completed on 06.02.2023. The present proposal is to seek the member's approval for the re-appointment of Mrs.Sohani Devi as Whole Time Director with effect from 07.02.2023. The term of re- appointment of and remuneration payable to Mrs.Sohani Devi has been set in the resolution itself.

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

Mrs.Sohani Devi satisfies all the eligibility conditions set out in Schedule V annexed to the Companies Act, 2013 for the re- appointment as Whole Time Director of the company and has offered herself for re- appointment. The company has made tremendous progress under leadership of Mrs.SohaniDevi, hence your Directors recommend the resolution set out at item no. 6 of the Notice for your approval.

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

I. General Information:

- a. **Nature of industry:-** Manufacturing.
- b. **Date or expected date of commencement of commercial production:-**Commercial production commenced on 9th July, 2002.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- d. **Financial performance based on given indicators:**
Financial year 2022-23Gross Revenue: Rs.11764.44 lakhs
Profit after Tax: Rs.361.65 Lakhs
Earnings per Share: Rs.4.21/-
- e. **Foreign investments or collaborators, if any:-** N. A.

II. Information about the appointee:

- f. **Background details:-**Mrs.Sohani Devi W/oMr.Sharwan Kumar having qualification of Senior Secondary Examination and is on the Board of the company since incorporation and was appointed as Whole Time Director of the Company w.e.f. 07.02.2018.
- g. **Past remuneration:** -The remuneration drawn by Mrs.Sohani Devi during FY 2022-23 is Rs. 3.60Lacs.
- h. **Recognition or awards:-** N. A.

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Email –id:-ho@rpcil.com

-
- i. **Job profile and his suitability:-**Mrs.Sohani Devi is a Whole time Director of the Company since incorporation. She is handling all the Administration and Executive related matters of the Company.
 - j. **Remuneration Proposed:-**Rs. 42,000/- per month.
 - k. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-**Taking into account her capabilities and experience and the responsibilities shouldered by her, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general
 - l. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-**None except managerial remuneration.

III. Other information:

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

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

Item No. 7

Mr.Sharwan Kumar Kaler, Managing Director is providing its valuable Services to the Company Since July, 2002 and the Company immensely benefited by it. However, the remuneration paid to Mr.Sharwan Kumar Kaler, Managing Director of the Company does not commensurate with his qualification and experience and the quantum of services provided by him, hence on the recommendation of Remuneration Committee, it is decided by the board of directors of the company to increase his remuneration substantially from the existing remuneration of Rs. 1,20,000/- per month to Rs. 1,68,000/- per month as incentive for better performance w.e.f 01.04.2023.

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

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

I. General Information:

- a. **Nature of industry:-** Manufacturing.
- b. **Date or expected date of commencement of commercial production:-**Commercial production commenced on 9th July, 2002.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- d. **Financial performance based on given indicators:**
- e. Financial year 2022-23 Gross Revenue: Rs.11764.44 lakhs

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- f. Profit after Tax: Rs.361.65 Lakhs
- g. Earnings per Share: Rs.4.21/-
- h. **Foreign investments or collaborators, if any:-** N. A.

II. Information about the appointee:

- i. **Background details:-**Mr.SharwanKumar Kaler S/o ShriRatna Ram Kaler having qualification BSC. Graduate from Rajasthan University and is on the Board of the company since incorporation and was appointed as Managing Director of the Company w.e.f. 01.05.2019.
- j. **Past remuneration:-**The remuneration drawn by Mr.Sharwan Kumar Kaler during FY 2022-23 is Rs. 1.20 Lacs.
- k. **Recognition or awards:-** N. A.
- l. **Job profile and his suitability:-**Mr.Sharwan Kumar Kaleris a Managing Director of the Company. He is handling Strategic and corporate management functions of the Company.
- m. **Remuneration Proposed:-**Rs. 1,68,000/- per month.
- n. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-**Taking into account his capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general
- o. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-**None except managerial remuneration.

III. Other information:

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

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

Item No. 8

Mr.RajendraKaler, Whole Time Director is providing its valuable Services to the Company Since January, 2018 and the Company immensely benefited by it. However, the remuneration paid to Mr.RajendraKaler, Whole Time Director of the Company does not commensurate with his qualification and experience and the quantum of services provided by him, hence on the recommendation of Remuneration Committee, it is decided by the board of directors of the company to increase his remuneration substantially from the existing remuneration of Rs. 80,000/- per month to Rs. 1,12,000/- per month as incentive for better performance w.e.f 01.04.2023.

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

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

I. General Information:

- a. **Nature of industry:-** Manufacturing.
- b. **Date or expected date of commencement of commercial production:-**Commercial production commenced on 9th July, 2002.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- d. **Financial performance based on given indicators:**
- e. Financial year 2022-23Gross Revenue: Rs.11764.44 lakhs
- f. Profit after Tax: Rs.361.65 Lakhs
- g. Earnings per Share: Rs.4.21/-
- h. **Foreign investments or collaborators, if any:-** N. A.

II. Information about the appointee:

- i. **Background details:-**Mr.RajendraKaler S/o Sharwan Kumar Kaler having qualification of Master of Business Administration from U.K., Bachelor of Technology from Rajasthan Technical University, Kota and is on the Board of the company since January, 2018 and was appointed as Whole Time Director of the Company w.e.f. 13-01-2018.
- j. **Past remuneration:-**The remuneration drawn by Mr.RajendraKaler during FY 2022-23 is Rs. 9.60 Lacs.
- k. **Recognition or awards:-** N. A.
- l. **Job profile and his suitability:-**Mr.RajendraKaleris a Whole time Director of the Company since 2018. He is handling all the technical and production related matters of the Company.
- m. **Remuneration Proposed:-**Rs. 1,12,000/- per month.
- n. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-**Taking into account his capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general
- o. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-**None except managerial remuneration.

III. Other information:

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

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

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Item No. 9

The term of appointment of Mr.SubhashMeel as Independent Director of the Company was completed on 05.02.2023. The present proposal is to seek the member's approval for the re-appointment of Mr.SubhashMeel as Independent Director with effect from 06.02.2023.

The Board of Directors of the Company ('the Board') at the meeting held on 14-03-2023, recommended for the approval of the Members, the re-appointment of Mr.SubhashMeel as Independent Director of the Company with effect from 06.02.2023, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), as set out in the Resolution relating to his re-appointment and also approved extension of his existing term till approval of shareholders in ensuing annual general meeting.

The Board is of the view that, given the knowledge, experience and performance of Mr.SubhashMeel, and contribution to Board processes by him, his continued association would benefit the Company. Declaration has been received from Mr.SubhashMeel that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr.SubhashMeelfulfil the conditions specified in the Act, the Rules thereunder for re-appointment as Independent Director and he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr.SubhashMeel, in terms of Section 149 of the Act. The present proposal is to seek the member's approval for the re-appointment of Mr.SubhashMeel as an Independent Directors with effect from 06.02.2023.

Accordingly propose the resolution placed at item no. 9 to be passed as special resolution by the members, with or without any modification.

Except Mr.SubhashMeel being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

The statement of disclosures pursuant to Secretarial Standard-2 on General Meetings is as under:-

Name of the Director	Mr.SubhashMeel
DIN	03572337
Age / Date of Birth	01/02/1978
Nationality	Indian
Qualifications	M.A, B.ED, M.ED
Expertise in specific functional area	Teaching Experience more than 25 years

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Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	Decided by the Board from time to time in accordance with the provisions of Companies Act, 2013.
Number of shares held in the Company	NIL
List of the directorships held in other companies	Shri Ram Competition Classes Private Limited
Chairman/ Member in the Committees of the Boards of companies in which she is Director*	3
Relationship of Directors inter-se	None
*Committee memberships/Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not)	

Item No. 10

The term of appointment of Mr. Anil Kumar as Independent Director of the Company was completed on 05.02.2023. The present proposal is to seek the member's approval for the re-appointment of Mr. Anil Kumar as Independent Director with effect from 06.02.2023.

The Board of Directors of the Company ('the Board') at the meeting held on 14-03-2023, recommended for the approval of the Members, the re-appointment of Mr. Anil Kumar as Independent Director of the Company with effect from 06.02.2023, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), as set out in the Resolution relating to his re-appointment and also approved extension of his existing term till approval of shareholders in ensuing annual general meeting.

The Board is of the view that, given the knowledge, experience and performance of Mr. Anil Kumar, and contribution to Board processes by him, his continued association would benefit the Company. Declaration has been received from Mr. Anil Kumar that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Anil Kumar fulfil the conditions specified in the Act, the Rules thereunder for re-appointment as Independent Director and he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Anil Kumar, in terms of Section 149 of the Act. The present proposal is to seek the member's approval for the re-appointment of Mr. Anil Kumar as an Independent Directors with effect from 06.02.2023.

Accordingly propose the resolution placed at item no.10 to be passed as special resolution by the members, with or without any modification.

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Except Mr. Anil Kumar being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

The statement of disclosures pursuant to Secretarial Standard-2 on General Meetings is as under:-

Name of the Director	Shri Anil Kumar
DIN	08032217
Age / Date of Birth	10/05/1975
Nationality	Indian
Qualifications	LLB
Expertise in specific functional area	Experience in advocacy more than 20 years
Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	Decided by the Board from time to time in accordance with the provisions of Companies Act, 2013.
Number of shares held in the Company	NIL
List of the directorships held in other companies	Rex Pipes and Cables industries limited
Chairman/ Member in the Committees of the Boards of companies in which she is Director*	3
Relationship of Directors inter-se	None
*Committee memberships/Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not)	

FOR REX PIPES AND CABLES INDUSTRIES LIMITED

Sd/-

DATE: 10.06.2023

PLACE: SIKAR

(MONIKA BOHARA)
COMPANY SECRETARY
M.NO.60048

REX PIPES AND CABLES INDUSTRIES LIMITED

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

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ATTENDANCE SLIP

TWENTY FIRST 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 FIRST ANNUAL GENERAL MEETING of the Company at F-69-A, RIICO Industrial Area, Sikar, Rajasthan-332001 at 1:00 P.M. on Tuesday, the 11th July, 2023.

Full name of the Shareholder:
(In capital letters)

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

Signature:

Full name of Proxy :
letters)
Signature

(in capital

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

REX PIPES AND CABLES INDUSTRIES LIMITED

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PROXY FORM

TWENTY FIRST 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 First Annual General Meeting of the Company to be held on Tuesday, the 11th day of July, 2023 at 1:00 P.M. at F-69-A, RIICO Industrial Area, Sikar, Rajasthan-332001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this _____ day of _____ 2023 _____

Signature of first named/sole shareholder

Signature of Proxy

Name: _____

Address: _____

Affix
Revenue
Stamp

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

REX PIPES AND CABLES INDUSTRIES LIMITED

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ROUTE MAP OF AGM

