

20th September, 2022

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

Ref.: Rex Pipes and Cables Industries Limited

Company Symbol- REXPIPES, ISIN:-INE00D001018

Subject: Disclosure of events or information- Proceedings of 20th Annual General Meeting of the Company held on Tuesday, 20th day of September, 2022.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith proceedings of the 20th Annual General Meeting held on today i.e. on Tuesday, 20th day of September, 2022 at 1:00 P.M.

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

Thanking You,

For Rex Pipes and Cables Industries Limited

Monika Bohara

Digitally signed by Monika Bohara
DN: cn=Monika Bohara, o=Rex Pipes and Cables Industries Limited, email=monika.bohara@rexpumps.com, c=IN
Reason: I am the signer of this document.
My public key is available at: monika.bohara@rexpumps.com

Monika Bohara

Company Secretary & Compliance Officer
Membership No.: 60048

Encl: - As above

REX PIPES AND CABLES INDUSTRIES LIMITED, SIKAR

PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING HELD ON 20.09.2022 AT 1.00 P.M. AT THE F-69-A, RIICO INDUSTRIAL AREA, SIKAR, RAJASTHAN-332001

PRESENT :

Directors

Mr. Sharvan Kumar Kaler, Managing Director
Mr. Rajendra Kaler, Whole Time Director
Mrs. Sohani Devi, Whole Time Director
Mr. Jitendra Kumar Kaler, Director
Mr. Subash Meel, Independent Director
Mr. Anil Kumar, Independent Director

KMPs

Shri K. L. Sharma, CFO
Ms. Monika Bohara, CS

In attendance

Shri Happy Kedawat, Proprietor- M/s Happy Kedawat and Company, Chartered Accountants, Statutory Auditors.

Mr. Jai Prakash Sharma, Partner – M/s JPS & Associates, Company Secretaries, Scrutinizer for the E-voting and Ballot Voting at the meeting.

MEMBERS PRESENT IN PERSON

14 Members were present in person

ATHORISED REPRESENTATIVES OF CORPORATIONS

Nil authorised representatives of Corporations were present.

PROXIES

5 proxies were present.

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

Mr. S. K. Kaler, Chairman and Managing Director declared that the required quorum as per Article 61 of the Articles of Association of the company is present and ordered the meeting to commence.

Mr. S. K. Kaler, Chairman and Managing Director also declared that there were 14 members present in person; Including 0 Authorised Representatives of corporations representing 56.23% Voting power and 5 proxies are present representing 6.22% of voting power. He also declared that Members Register and proxy Register is on the table and open for inspection.

Mr. S. K. Kaler, Chairman and Managing Director delivered his welcome address and thereafter asked Ms. Monika Bohara, CS to read the notice of the meeting.

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

Ms. Monika Bohara, CS stated that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility to the members to vote between September 17, 2022 to September 19, 2022 in proportion to their shareholding as on the cut off date of 13th September, 2022. She further informed the members that the scrutinizer for electronic voting Shri J. P. Sharma, a Practicing Company Secretary was appointed for carrying out the e-voting in a fair and transparent manner.

Ms. Monika Bohara, CS further informed the members that in view of the General Circular No. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not allowable in case of e-voting. Therefore it was obligatory to provide similar voting facility to the members present in person at the AGM to vote in proportion to the shares held by them. She stated that the Poll will be conducted for voting on all the resolutions of ordinary and special businesses as set out in Item no 1 to 4 of Notice of AGM. She also clarified that the poll will be taken in the end after consideration of all the items of the notice by members. She also clarified that as per provisions of the Rule 20 of the Companies (Management and Administration) Rules, 2014, any member who have already casted his / her vote through evoting prior to the meeting, will be entitled to attend the meeting only but will not be entitled to cast vote again through ballot and only those members who had not participated in evoting, will be entitled to cast their vote through ballot.

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

Thereafter, the Chairman preceded the meeting as per items mentioned in the notice of meeting.

Item No. 1

The Chairman took-up Item No. 1 for consideration of meeting. He asked Ms. Monika Bohara to read Auditors Report and Directors Report.

Thereafter, the Chairman invited the members to raise their queries regarding the Annual Accounts, Auditors' and Directors' Report thereon. However, there was no query from members.

Thereafter, the Chairman proposed the following resolution to be passed as an ordinary resolution:

"RESOLVED THAT the Balance Sheet as on 31 March, 2022 and Profit and Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon, be and is hereby received, considered and adopted."

Mr. Sonu Kumar Jangir, shareholder seconded the above resolution.

The Chairman put the motion to vote by poll.

Item No.2

The Chairman took-up item no.2 for consideration of the meeting.

Thereafter, the Chairman proposed the following resolution to be passed as an ordinary resolution:

"RESOLVED THAT Mrs. Sohani Devi (DIN-02839191), Director retiring by rotation, who being eligible offered herself for re-appointment, be and is hereby re-appointed as Director liable to retire by rotation."

Mr. Neeraj Jangir, shareholder seconded the above resolution.

The Chairman put the motion to vote by poll.

Item No. 3

The Chairman took – up item no. 3 for consideration of the meeting.

Thereafter, the Chairman proposed the following resolution to be passed 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. Rajendra Kaler (DIN-08032024), Whole Time Director, and accordingly, his remuneration be and is hereby revised to Rs. 80,000/- per month w.e.f. 01.04.2022."

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Rajendra Kaler, the remuneration as specified above 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 the board of directors are authorized to increase his monthly remuneration once in a year upto 20% of the previous remuneration drawn by him."

"RESOLVED FURTHER THAT all other terms of appointment of Mr. Rajendra Kaler as Whole time director, will remain unchanged except increase in remuneration as approved here – in – above."

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

Mr. Ramawatar Dudi, shareholder seconded the above resolution.

The Chairman put the motion to vote by poll.

Item No. 4

The Chairman took – up item no. 4 for consideration of the meeting.

Thereafter, the Chairman proposed the following resolution to be passed as a special resolution:

"RESOLVED THAT pursuant to provisions of section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the rules framed there under (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings consent of the members of the Company be and is hereby accorded to the Audit Committee and Board of Directors of the Company, to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company with related party/ies and for the maximum amounts per annum, for the year 2022-23 as mentioned in the explanatory statement hereto."

"RESOLVED FURTHER THAT the Board of Directors and / or Audit Committee of the Company be and is hereby authorized to finalise and approve the necessary contracts / arrangements / transactions with related parties and to do all the acts, deeds and things as may be necessary for purpose."

Mr. Sonu Kumar Jangir, shareholder seconded the above resolution.

The Chairman put the motion to vote by poll.

Conduct of Poll

The Chairman thereafter, ordered the poll on all the resolutions for the Ordinary and Special businesses as set out in item No. 1 to 4 of the Notice of the 20th AGM and requested all the Members present and entitled to vote to participate in the Poll to be taken at the same venue and hand over the poll process to Mr. J. P. Sharma, Scrutinizer.

Thereafter, Shri J. P. Sharma, Practicing Company Secretary, the Scrutinizer appointed for conduct of Poll. Before the start of voting on Poll, the Ballot Papers, duly authenticated by the Scrutinizer were distributed to the members entitled to vote. Empty ballot box was shown to the members and thereafter the ballot box was locked in presence of member. After ensuring that all the members and proxies participated in the Poll had casted their votes, the scrutinizer closed the Poll. He then took custody of the ballot box for scrutinizing the votes and submitting his report on the poll.

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

Declaration of Results

The Chairman informed the members that the consolidated results of the e-voting and the poll taken at the AGM shall be announced and made available on the website of the Company and shall also be immediately sent to the stock exchange where the equity shares of the Company are listed.

Vote of Thanks

With the permission of the Chairman, Mr. K. L. Sharma, CFO proposed vote of thanks to the chair, which was duly taken on record.

The Chairman then announced the formal closure of the 20th AGM and thanked the members present at the meeting of their suggestions, comments and co-operation and support during the meeting and requested the Company Secretary to get the poll process completed.

For Rex Pipes and Cables Industries Limited

Monika Bohara _____

Monika Bohara

Company Secretary & Compliance Officer