

NOTICE

Notice is hereby given that the 29th (Twenty-Ninth) Annual General Meeting of the members of **R R KABEL LIMITED (“the Company”)** will be held through the video-conferencing facility (“VC”) on Thursday, September 14, 2023 at 11:00 am to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To declare a dividend of (i) ₹ 4.50 per Equity Share of ₹ 5 each and (ii) ₹ 18 per Compulsory Convertible Preference Share of ₹ 1080.33 each for the financial year ended March 31, 2023.
3. To appoint a director in place of Shri Shreegopal Rameshwarlal Kabra (DIN – 00140598), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider the re-appointment of M/s BSR & Co. LLP, Chartered Accountant, as Statutory Auditors of the Company and authorized Board of Directors to fix the remuneration, and in this regard, to consider and if thought fit, to pass, the following **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and approval by the Board of Directors, M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be authorized to fix the remuneration for the Statutory Auditors in consultation with the Audit Committee and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”.

SPECIAL BUSINESS:

5. To consider and approve the remuneration of the Cost Auditors of the Company for financial year 2023-24 and in this regard to pass, if thought fit, the following **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation of the Audit Committee, the Members of the Company hereby approve a consolidated remuneration of ₹ 9,00,000/- (Rupees Nine Lakhs) plus taxes and out of pocket expenses, if any, chargeable extra on actual basis, payable to M/s Poddar & Co., Cost Accountants, (Firm Registration No. 29474) who have been appointed as Cost Auditors by the Board of Directors of the Company (the “Board”), to conduct cost audit of the cost records of the Company for the financial year ending March 31, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.”

For and on behalf of the Board

Date: August 14, 2023

Place: Mumbai

Himanshu Navinchandra Parmar
Company Secretary & Compliance Officer
FCS: 10118

Registered Office:

Ram Ratna House
Victoria Mill Compound
Pandurang Budhkar Marg
Worli, Mumbai 400 013
Maharashtra, India

NOTES:

- 1) The Members may please note that the Annual General Meeting (the “Meeting” or the “AGM”) is being held through Video Conferencing (“VC”) in accordance with the General Circular Nos. 20/2020, 02/2021, 19/2021, 02/2022 and 10/2022 dated 5 May, 2020, 13 January 2021, 8 December 2021, 5 May 2022 and 28 December, 2022 respectively, and clarification circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs, Government of India, the 29th AGM of the Company is being conducted through VC Facility, which does not require the physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be the Registered Office of the Company at Ram Ratna House, Victoria Mill Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 013 Maharashtra, India.
- 2) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being conducted through VC, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) Pursuant to Section 113 of Companies Act 2013 corporate members intending to attend the Meeting must be authorized by proper Board resolution/ Authorization authorizing its representative to attend the AGM through VC on its behalf. A copy of the Board resolution/ Authorization must be sent to the Company before the Meeting. The resolution/authority may be sent through an email to the Company Secretary.
- 4) The access details for attending the meeting through video conference VC will be provided at the registered email address of the members.
- 5) Members can cast their vote by sending a mail to secretarial.rrkl@rrglobal.com from their registered email ID, when a poll is required to be taken on any resolutions.
- 6) Members are requested to log in on the portal using the details provided over registered email of members at least 5 to 10 minutes prior to the scheduled time.
- 7) The scanned copies of all documents referred to in the accompanying notice shall be made available for inspection via electronic means. If a shareholder desires to peruse any document, he/they may write to the Company Secretary and Compliance Officer, Shri Himanshu Navinchandra Parmar at the email id secretarial.rrkl@rrglobal.com, from their registered email address. The requested documents shall be provided at the earliest possible time.

Profile of Directors being re-appointed in the order of the items mentioned in the notice.

Name	Shri Shreegopal Rameshwarlal Kabra
DIN	00140598
Date of Birth	June 21,1958
Date of Appointment on the Board	June 27, 2014
Qualification	Secondary-level school education
Experience	He has extensive experience in the electrical industry. Previously, he was associated with the International Copper Association as the chairman of wire and cable product council and the Indian Electrical and Electronics Manufacturers' Association as the president.
Number of Board meetings attended	7
Name of Companies in which also holds Directorship	<p><u>Indian Companies:</u></p> <ul style="list-style-type: none"> • Jag-Bid Finvest Private Limited; • RR Busduct Private Limited; • R R Parkon Private Limited; • Ram Ratna Infrastructure Private Limited; and • Ram Ratna Research and Holdings Private Limited <p><u>Foreign Companies:</u></p> <ul style="list-style-type: none"> • TMG Global FZCO
Name of the Companies in Committees of which holds Membership / Chairmanship	R R Kabel Limited
Number of Shares held in R R Kabel Limited	Equity
	4629232 as on date of this notice

STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 24th Annual General Meeting ('AGM') of the Company held on September 29, 2018, had approved appointment of BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) ('BSR'), as the Statutory Auditors of the Company to hold office from the conclusion of the 24th AGM till the conclusion of the 29th AGM of the Company to be held in the year 2023.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of BSR, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 29th AGM till the conclusion of 34th AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

BSR have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

BSR was paid a fee of ₹ 72 lakhs for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 plus applicable taxes and out-of-pocket expenses. The increase in fee proposed to be paid to BSR for the financial year ending March 31, 2024 will be mutually agreed.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval of the Members.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Poddar & Co. as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit & Auditors) Rules 2014, the remuneration payable to the Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out in Item No.5 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2024.

None of the directors, key managerial personnel or their relatives is concerned or interested financially or otherwise in the resolution.

For and on behalf of the Board

Himanshu Navinchandra Parmar
Company Secretary & Compliance Officer
FCS: 10118

Date: August 14, 2023

Place: Mumbai

Registered Office:
Ram Ratna House,
Oasis Complex,
P. B. Marg, Worli,
Mumbai - 400 013.