

19 June 2026

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

Script Code: 543981

Symbol: RRKABEL

Sub.: Notice convening the 32nd Annual General Meeting of R R Kabel Limited for the financial year 2025-26 – Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith Notice along with explanatory statement of the 32nd Annual General Meeting of the Company scheduled to be held on Wednesday, 15 July 2026 at 11:30 a.m. (IST) through Video- Conferencing (VC) / Other Audio-Visual Means (OAVM). The said notice forms part of the Annual Report for the financial year 2025-26.

The Annual Report containing the Notice of the AGM is also available on the Company’s website at the following link: <https://www.rrkabel.com/wp-content/uploads/2026/05/RRKL-Annual-Report-2025-26.pdf>

You are requested to kindly take note of the same.

Thanking you,

Yours sincerely,
For R R Kabel Limited

Anup Vaibhav C. Khanna
Company Secretary and Compliance Officer
M. No. – F6786

Encl.: as above



NOTICE

Notice is hereby given that the **32nd (Thirty-Second) Annual General Meeting** of the Members of **R R Kabel Limited ("the Company")** will be held on **Wednesday, 15 July 2026 at 11:30 am (IST)** through Video-Conferencing facility ('VC')/Other Audio-Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESS:

1. Receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2026, together with the Report of Statutory Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013, the Audited Standalone Financial Statements of the Company for the financial year ended on 31 March 2026, together with the reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.

"RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 March 2026, together with the report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. Confirm the payment of an Interim Dividend of INR 4 per Equity Share of face value of INR 5 each already paid during the financial year 2025-26 and to declare a Final Dividend of INR 5.50 per Equity Share of face value of INR 5 each for the financial year ended 31 March 2026.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT an Interim Dividend of INR 4 per Equity Share of face value of INR 5 each declared by the Board of Directors and paid to the Members of the Company in the month of November 2025 in accordance with the provisions of Section 123 of the Companies Act, 2013, be and is hereby confirmed."

RESOLVED FURTHER THAT pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Board of Directors, Final Dividend of INR 5.50 per Equity Share of face value of INR 5 each for the financial year 2025-26,

be and is hereby declared and the same be paid to the Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as on Tuesday, 16 June 2026."

3. Consider appointing a director in place of Shri Mahhesh Kabra (DIN:00137796), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Mahhesh Kabra (DIN:00137796), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. Approve the remuneration payable to Shri Ramesh D. Chandak (DIN:00026581), Chairman and Non-Executive Independent Director, exceeding fifty per cent of the total annual remuneration payable to all Non - Executive Directors pursuant to the Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, specific annual approval be and is hereby accorded for the payment of commission amounting to INR 90,00,000 (Rupees Ninety Lakhs Only), subject to the overall limits laid down in Section 197 of the Companies Act, 2013, to Shri Ramesh D. Chandak (DIN:00026581), Chairman and Non-Executive Independent Director, for the financial year ending 31 March 2027, which exceeds 50% (fifty percent) of the total remuneration payable to all the Non-Executive Directors of the Company for the said financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and are hereby severally authorised to do all such acts, deeds, matters and

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things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for any matters connected therewith or incidental thereto."

5. Approve the revision in remuneration of Shri Mahendrakumar Kabra (DIN:00473310), Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the resolutions passed earlier by the Members of the Company in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and approvals of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to revise the terms of remuneration of Shri Mahendrakumar Kabra, Managing Director (DIN:00473310) of the Company, to the extent and in such manner as stated in the explanatory statement annexed to the Notice convening this meeting, with effect from 1 April 2026, for the remainder of his current term i.e. up to 22 September 2029, with further liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of his appointment and/or remuneration, in such manner as may be agreed by and between the Company and Shri Mahendrakumar Kabra.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members be and is hereby also accorded for the payment of remuneration to Shri Mahendrakumar Kabra as stated in the explanatory statement annexed to the Notice convening this meeting during his current tenure up to 22 September 2029, notwithstanding that the aggregate remuneration payable in any year to all the Executive Directors, who are Promoters or members of Promoter Group of the Company, exceeds 5% of the net profits of the Company,

calculated as per the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient to give effect to this resolution and for any matters connected therewith or incidental thereto."

6. Approve the revision in remuneration and change in designation of Shri Mahhesh Kabra (DIN:00137796), from Whole-time Director, designated as Executive Director, to Joint Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the resolution passed earlier by the Members at the Thirty-first Annual General Meeting of the Company held on 21 July 2025 in relation to the appointment of Shri Mahhesh Kabra (DIN:00137796) as the Whole-time Director designated as Executive Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and relevant approvals of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to revise the terms of remuneration of Shri Mahhesh Kabra, Executive Director (DIN:00137796) of the Company, to the extent and in such manner as stated in the explanatory statement annexed to the Notice convening this meeting, with effect from 1 April 2026, and to change his designation from Whole-time Director, designated as Executive Director, to Joint Managing Director with effect from 1 June 2026, for the remainder of his current term i.e. up to 31 May 2030, with further liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of his appointment and/or remuneration, in such manner as may be agreed by and between the Company and Shri Mahhesh Kabra.

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RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members be and is hereby also accorded for the payment of remuneration to Shri Mahhesh Kabra as stated in the explanatory statement annexed to the Notice convening this meeting during his current tenure up to 31 May 2030, notwithstanding that the aggregate remuneration payable in any year to all the Executive Directors, who are Promoters or members of Promoter Group of the Company, exceeds 5% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient to give effect to this resolution and for any matters connected therewith or incidental thereto."

7. Approve the revision in remuneration and change in designation of Shri Rajesh Kabra (DIN:05300677), from Whole-time Director, designated as Executive Director, to Joint Managing Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the Resolution passed by the Members at the Thirty-first Annual General Meeting of the Company held on 21 July 2025 in relation to the appointment of Shri Rajesh Kabra (DIN:05300677) as the Whole-time Director designated as Executive Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and relevant approvals of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to revise the terms of remuneration of Shri Rajesh Kabra, Executive Director (DIN:05300677) of the Company, to the extent and in such manner as stated in the explanatory statement annexed to the Notice convening this meeting, with effect from 1 April 2026, and to change

his designation from Whole-time Director, designated as Executive Director, to Joint Managing Director with effect from 1 June 2026, for the remainder of his current term i.e. up to 31 May 2030, with further liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of his appointment and/or remuneration, in such manner as may be agreed by and between the Company and Shri Rajesh Kabra.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members be and is hereby also accorded for the payment of remuneration to Shri Rajesh Kabra as stated in the explanatory statement annexed to the Notice convening this meeting during his current tenure up to 31 May 2030, notwithstanding that the aggregate remuneration payable in any year to all the Executive Directors, who are Promoters or members of Promoter Group of the Company, exceeds 5% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient to give effect to this resolution and for any matters connected therewith or incidental thereto."

8. Approve enhancement in Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors) to borrow, from time to time, any sum or sums of money in any currency, whether Indian or foreign, as may be required for the business of the Company, from one or more

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Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed [apart from temporary loans obtained from the Company's Bankers in the ordinary course of business] may at any time exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves and Securities Premium [reserves not set apart for any specific purpose] provided that the total amount that may be borrowed [apart from temporary loans obtained from the Company's Bankers in the ordinary course of business] by the Board and outstanding at any point of time, shall not exceed the sum of INR 3,000 Crores (Rupees Three Thousand Crores only) (enhanced from the earlier approved limit of INR 750 Crores) at any time and the Board be and is hereby authorised to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient to give effect to this resolution and for any matters connected therewith or incidental thereto."

9. Approve the enhancement in limits under Section 180(1)(a) of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the enabling provisions of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors), to mortgage, pledge, hypothecate and/or create charge in addition to the existing mortgage, pledge, hypothecation, charges created by the Company, on all or any of the immovable/movable properties of the Company, wheresoever situated, present and future, and the whole or substantially the

whole of the undertaking(s) of the Company, and in such manner as the Board may deem fit, together with power to take over substantial assets or management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and/or any other financial institutions/ investment institutions/banks or their Agent(s) or Trustee(s), if any, from whom financial assistances are/ would be availed by the Company to secure amounts lent and advanced/agreed to be lent and advanced to the Company by them either severally or jointly up to a limit of INR 6,000 Crores (Rupees Six Thousand Crores only) (enhanced from the existing limit of INR 750 Crores) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions/investment institutions/banks, etc. in respect of financial assistance availed/to be availed from them or to the Trustees.

RESOLVED FURTHER THAT the charge/mortgage in favour of the consortium of banks/financial institutions/ investment institutions/Debenture Trustees/banks, etc. as aforesaid shall rank pari passu or subordinate or subservient to the existing or future charges already created/to be created in favour of the consortium of banks/financial institutions/investments institutions/ Debenture Trustees/banks/any other authority as may be decided by the Board in consultation with the said lender(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders, the debenture-holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/ or charge and to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient from time to time to give effect to this resolution and for any matters connected therewith or incidental thereto."

10. Ratification of the remuneration payable to M/s. Poddar & Co., the Cost Auditors of the Company, for the financial year ending 31 March 2027.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:



Notice (Contd.)

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company do hereby ratify the remuneration of INR 9,75,000 plus applicable taxes and reimbursement of out-of-pocket expenses, if any, at actuals, payable to M/s. Poddar & Co., Cost Accountants, (Firm Registration No. 101734), who have been appointed as the Cost Auditors by the Board of Directors of the Company, on the recommendation of the Audit Committee, to

conduct the audit of the cost records of the Company for the financial year ending 31 March 2027.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for any matters connected therewith or incidental thereto."

**By order of the Board of Directors
For R R Kabel Limited**

Anup Vaibhav C. Khanna

Company Secretary and Compliance Officer
M. No.: F6786

Place: Mumbai

Date: 30 May 2026

Registered Office:

Ram Ratna House

Victoria Mill Compound (Utopia City)

Pandurang Budhkar Marg

Worli, Mumbai 400 013

Maharashtra, India.

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NOTES:

- 1) Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated 22 September 2025 read with circulars issued earlier on the subject ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its various circulars issued from time to time ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 32nd AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company, i.e., Ram Ratna House, Victoria Mill Compound (Utopia City), Pandurang Budhkar Marg, Worli, Mumbai 400 013, Maharashtra, India.
- 2) The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the special business specified in the Notice is annexed hereto.
- 3) 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. As the AGM is being conducted through VC/OAVM, 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, Attendance Slip and route map for AGM are not annexed to this Notice.
- 4) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to attend and vote, to the Scrutiniser by e-mail to deepaguptacs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Members 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.
- 5) Further, in accordance with the MCA Circulars read with the SEBI Circulars and other applicable circulars issued in this regard, and in view of the relaxations provided from compliance with certain provisions, the Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). A letter providing the web-link, including the exact path, where the complete details of the Annual Report are available, is being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). In case any member is desirous of obtaining a physical copy of Notice of AGM and Annual Report, they may send a request to the Company by writing an email to investorrelations.rrkl@rrglobal.com or to MUFG Intime India Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, at rnt.helpdesk@in.mpms.mufig.com.
- 6) In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company and can be accessed through <https://www.rrkabel.com>. The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at <https://www.bseindia.com> and <https://www.nseindia.com>, respectively and the AGM Notice is also available on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
- 7) Any member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM through e-mail on investorrelations.rrkl@rrglobal.com. The same shall be replied by the Company suitably.
- 8) Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Wednesday, 8 July 2026 (cut-off date)** are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as of the cut-off date should treat this Notice of AGM for information purposes only.
- 9) In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members/list of Beneficial Owners of the Company will be entitled to vote at the AGM.

**Notice (Contd.)**

- 10) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will be made available upon request without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 15 July 2026. Members seeking to inspect such documents can send an e-mail to investorrelations.rkl@rrglobal.com.
- 12) **Information related to Dividend and TDS on Dividend:**
- i) The Final Dividend of INR 5.5 per equity share of INR 5 each (i.e., 110%) for the financial year ended 31 March 2026, as recommended by the Board, if approved at the AGM, will be paid subject to Tax Deduction at Source (TDS) as may be applicable, on or before **Friday, 31 July 2026**, as under:
 - a. To all the Members in respect of shares held in physical form after giving effect to valid transmission or transposition request lodged with the Company as of the close of business hours on Tuesday, 16 June 2026 (Record date), subject to compliance with all regulatory requirements.
 - b. To all the Beneficial Owners whose name appears in the list of Beneficial Owners at the end of Tuesday, 16 June 2026 (Record date), furnished by NSDL and Central Depository Services Limited (CDSL) in respect of Members holding shares in electronic form.
 - ii) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 (subsequently amended by Circular Nos. SEBI/H O/M I R S D/M I R S D_RTAMB/P/CIR/2021/687 dated 14 December 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17 November 2023) has mandated that with effect from 1 April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details, including mobile number, bank account details and specimen signature.
 - iii) Dividend income will be taxable in the hands of Members and the Company is required to deduct tax at source from dividend paid to Members at the applicable tax rates under Income Tax Act, 2025, depending upon category and residential status of the shareholder. The Members are requested to update their Residential Status, PAN and Category with the Company/RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode) to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. In case the PAN is not registered, the tax will be deducted at a higher rate of 20%.
 - iv) A Resident individual member with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source to MUFG Intime India Private Limited by email to rnt.helpdesk@in.mpms.mufg.com latest by **11:59 P.M. (IST) by Tuesday, 30 June 2026**.
 - v) Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41 any other document which may be required to avail the tax treaty benefits by sending the same by email to rnt.helpdesk@in.mpms.mufg.com. The aforesaid declarations and documents need to be submitted by the Members latest by **11:59 P.M. (IST) on Tuesday, 30 June 2026**.
 - vi) Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a. Change, if any, in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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- 13) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- For shares held in electronic form: to their Depository Participants (DPs).
 - For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 latest by **Tuesday, 30 June 2026**. The said form is available on Company's website at <https://www.rrkabel.com/announcements> and RTA's website at <https://web.in.mpms.mufig.com/KYC-downloads.html>.
- 14) Members may note that SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022, has mandated the Listed Companies to issue securities in dematerialised form only while processing certain prescribed service requests viz Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at <https://www.rrkabel.com/announcements> and RTA's website at <https://web.in.mpms.mufig.com/KYC-downloads.html>.
- Members to please note that service requests would be processed by the Company only if the folio is KYC compliant pursuant to circular mentioned above and hence if any Member's KYC is not complete and wish to do so may send their details to the Company's RTA at email: rnt.helpdesk@in.mpms.mufig.com.
- 15) SEBI vide its notification dated 24 January 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its RTA for assistance in this regard.
- 16) SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.
- 17) Pursuant to Section 72 of the Act, read with the rules made thereunder, Members are entitled to make nomination in respect of shares held by them. Members holding shares in physical form, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, may submit the same in Form ISR-3 or Form SH-14, as the case may be, to their respective DPs in case shares are held by them in dematerialised form and to the Company's RTA at rnt.helpdesk@in.mpms.mufig.com in case the shares are held by them in physical form, for availing this facility. The said forms are also available on Company's website at <https://www.rrkabel.com/announcements> and RTA's website <https://web.in.mpms.mufig.com/KYC-downloads.html>
- 18) In respect of the approval sought from the Members last year for ratification of the RR Kabel Employee Stock Option Plan 2023 ("ESOP Plan 2023") vide resolution no. 9 included in the Notice of the 31st AGM held on 21 July 2025, the Members are requested to kindly take note of the below additional disclosures under Regulation 6(2) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and read these disclosures along with the item no. 9 of the explanatory statement annexed to the said Notice of the 31st AGM:
- Maximum quantum of benefits to be provided per employee under the scheme: The maximum quantum of benefits underlying the Options issued to an employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of the difference between the exercise price and the market price of the shares as on the date of exercise.
 - The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc.: Not Applicable, as the ESOP Plan 2023 is not being implemented through a trust.
 - Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme: Not Applicable, as the ESOP Plan 2023 is not being implemented through a trust.

**Notice (Contd.)**

- Terms and conditions for buyback, if any, of specified securities covered under these Regulations: Pursuant to the claw-back provision included in the ESOP Plan 2023, in the event of Cessation of Employment on Exercise of Vested Options, the Company shall have the right to purchase or buy back only such Equity Shares which have been issued to the Participating Employee pursuant to the exercise of Options in accordance with the ESOP Plan 2023.

VOTING THROUGH ELECTRONIC MEANS:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and MCA Circulars as mentioned above, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting system available on the date of the AGM will be provided by NSDL.

The Instructions for e-voting are as under:

- The remote e-voting period will commence on **Friday, 10 July 2026 at 9:00 a.m. and will end on Tuesday, 14 July 2026 at 5:00 p.m.** During this period, Members of the Company holding shares either in physical or dematerialised form as on **Wednesday, 8 July 2026 i.e., cut-off date**, may cast their vote electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- Members who have casted their votes by remote e-voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again and Members who will be present in the AGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- voting system during the AGM.
- The Company has appointed Ms. Deepa Gupta (Membership No. A20860) Practicing Company Secretary, to act as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. **Wednesday, 8 July 2026**
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e., Wednesday, 8 July 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 8 July 2026, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system" as mentioned below.





Notice (Contd.)

The way to vote electronically on NSDL e-Voting consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A. Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode:

In terms of SEBI circular dated 9 December 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in demat mode is given below:

Type of Members	Login method
<p>Individual Members holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>



Notice (Contd.)

Type of Members	Login method
Individual Members Holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Once you 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 the options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

Login type	Helpdesk details
Individual Members 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
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B. Login method for Members other than individual Members holding securities in demat mode and Members holding securities in physical mode:

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

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Notice (Contd.)

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who 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 Members other than Individual Members are given below:

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

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

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN THE GENERAL MEETING ON NSDL E-VOTING SYSTEM: -

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies e-Voting Event Number (EVEN)" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-voting as the Voting page opens.

**Notice (Contd.)**

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.
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 9 December 2020, on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

General Guidelines for Members

1. 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.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those Members whose email ID's are not registered with the depositories for procuring user ID and password and registration of email ID's 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 member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations.rrkl@rrglobal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations.rrkl@rrglobal.com. If you are an Individual Members 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 and joining virtual meeting for Individual Members holding securities in demat mode.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.
3. Members are encouraged to join the Meeting through Laptops for a better experience.
4. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

Notice (Contd.)

5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investorrelations.rrkl@rrglobal.com. The same will be replied by the Company suitably. Questions/queries received by the Company till 5:00 p.m. on Friday, 10 July 2026, shall only be considered and responded to during the AGM.
7. The Company reserves the right to restrict the number of speakers and questions depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

OTHER INSTRUCTIONS: -

1. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock and scrutinize the votes cast through remote e-voting and e-voting at the AGM and submit, not later than two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the scrutiniser's report shall be placed on the Company's website at

<https://www.rrkabel.com> under the head "Investors Corner" and website of NSDL at www.evoting.nsdl.com after the result being declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited, not later than 2 (two) working days of the conclusion of the AGM.

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

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, had approved the payment of annual commission amounting to INR 90,00,000 (Rupees Ninety Lakhs Only) to Shri Ramesh D. Chandak in his capacity as Non-executive Chairman. He will also be entitled to receive the sitting fees for meetings of the Board and/or Committees thereof that may be attended by him and shall be entitled to receive reimbursement of out-of-pocket expenses incurred by him in performance of his role and duties. Pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the approval of the Members by special resolution is required to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

In this regard, the approval of the Members was also obtained at the 31st AGM held on 21 July 2025 in respect of the payment to Shri Ramesh D. Chandak for the financial year ended 31 March 2026. Pursuant to the requirements of Regulation 17(6)(ca) of the SEBI Listing Regulations, and considering that the commission payable to him, for the financial year ending 31 March 2027, will exceed 50% of the total remuneration payable to all the Non-Executive Directors of the Company for the said year, approval of the Members is being sought by way of a special resolution. The commission will be paid to Shri Ramesh D. Chandak on a periodic basis throughout the FY 2026-27.

The proposed payment of commission commensurate with the role of Shri Ramesh D. Chandak and is in line with the industry norms. The total remuneration is within the limits permissible under Section 197 of the Act.



Notice (Contd.)

The requisite details and information of Shri Ramesh D. Chandak, required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, are given in Annexure to this notice.

The Board recommends the resolution set forth at Item No. 4 of the Notice for consideration and approval of the Members as a special resolution.

Shri Ramesh D. Chandak is interested in the said resolution as it pertains to his own remuneration. The relatives of Shri Ramesh D. Chandak may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 5

The Members had, vide an ordinary resolution passed at the 30th AGM held on 6 August 2024, approved the re-appointment of Shri Mahendrakumar Kabra (DIN:00473310) as the Joint Managing Director of the Company for a period of 5 (five) years w.e.f. 23 September 2024. The terms and conditions of his re-appointment were approved by the Members in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Act, and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Subsequently, as part of succession plan and resulting restructuring of the Board composition, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee (NRC), designated Shri Mahendrakumar Kabra as the Managing Director of the Company w.e.f. 1 June 2025 for the remainder of his original term, i.e., up to 22 September 2029, subject to the approval of the Members of the Company. Accordingly, the Members had, vide an ordinary resolution passed at the 31st AGM held on 21 July 2025, approved the change in designation of Shri Mahendrakumar Kabra from Joint Managing Director to Managing Director, effective from 1 June 2025, and also approved the revised terms and conditions, including remuneration payable to the Managing Director.

In view of a detailed compensation benchmarking analysis conducted by the Company through a reputed independent advisory firm to understand compensation levels of promoters in the roles of MD/CEO and equivalent positions, the NRC has recommended revisions in the remuneration of

the Executive Directors. Based on the said recommendation of the NRC and the approval of the Audit Committee, the Board, at its meeting held on 30 April 2026, has approved the revision in remuneration, subject to approval of the Members at the ensuing AGM, payable to Shri Mahendrakumar Kabra during the remainder of his tenure as Managing Director of the Company.

Accordingly, the Members are requested to approve the remuneration payable to Shri Mahendrakumar Kabra, as per the details provided below w.e.f. 1 April 2026, notwithstanding that the aggregate remuneration payable to all the Executive Directors, who are Promoters or Promoter Group Members of the Company, in any year, exceeds 5% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

Remuneration and other terms and conditions to be effective from 1 April 2026:

- a) Base Salary: Base Salary of INR 2,00,00,000 (Rupees Two Crores Only) per annum, with an annual increment of up to 20%, effective 1 April each year, as may be decided by the Board based on the recommendations of the NRC and approval of the Audit Committee, as applicable.
- b) Allowances: In addition to the base salary as mentioned above, Shri Mahendrakumar Kabra will be entitled to HRA and other allowances as per the policy of the Company, subject to an overall maximum limit of 100% of the base salary.
- c) Gratuity and Leave Encashment: Payment of gratuity and leave encashment will be as per the Company's policy.
- d) Benefits: He will be entitled to various benefits, including insurance, etc., as per the Company's policy.
- e) Commission: Annual Commission up to 1.5% of the net profits of the Company in a particular financial year payable in each year during his tenure, which shall be paid upon finalisation and approval of the audited annual accounts.
- f) Reimbursement of expenses: All business expenses incurred by or on behalf Shri Mahendrakumar Kabra, during or in performance of his duties, shall be borne by the Company.

During his tenure, Shri Mahendrakumar Kabra shall not be entitled to any sitting fees for attending any meeting of the Board or its committees. He shall continue to be liable to retire by rotation pursuant to the provisions of the Act.

Notice (Contd.)

The remuneration, including perquisites and commission payable, in a particular financial year, shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 and Schedule V of the Act or any amendments or modifications that may be made thereto from time to time.

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Shri Mahendrakumar Kabra shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as minimum remuneration payable to Shri Mahendrakumar Kabra, subject to further approvals, if any, as may be required.

The Board recommends the resolution set forth at Item No. 5 of the Notice for consideration and approval of the Members as a special resolution. The requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to the Notice.

Shri Mahendrakumar Kabra is interested in the said resolution as it pertains to his own remuneration. The relatives of Shri Mahendrakumar Kabra may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No.6

The Members had, vide an ordinary resolution passed at the 31st AGM held on 21 July 2025, approved the appointment of Shri Mahhesh Kabra (DIN:00137796) as Whole-time Director designated as Executive Director of the Company with effect from 1 June 2025 for a period of 5 (five) years.

In view of a detailed compensation benchmarking analysis conducted by the Company through a reputed independent advisory firm to assess compensation levels of promoters serving in the capacity of Executive Directors and comparable leadership positions, the Nomination and Remuneration Committee (NRC) recommended revisions in the remuneration of the Executive Directors. Based on the said recommendation of the NRC and the approval of the Audit Committee and subject to the approval of Members at the ensuing AGM, the Board, at its meeting held on 30 April 2026, approved the revision in remuneration payable to Shri Mahhesh Kabra with effect from 1 April 2026, during the remainder of his current tenure.

Shri Mahhesh Kabra currently leads the Company's FMEG and Switches businesses and is responsible for driving the segment's growth and overall business performance. In addition to his divisional responsibilities, he works closely with the Managing Director on key strategic matters including capital expenditure planning, business expansion and resource allocation. Over the year, his role expanded significantly to encompass broader leadership responsibilities across the organization. He actively contributes to the Company's strategic planning and long-term business growth initiatives, while overseeing the key business verticals and operational functions. He plays a crucial role in evaluating the opportunities relating to new product development, geographic expansion and capital investment. Moreover, he works in close coordination with the Managing Director for evaluating and implementing critical business initiatives and is jointly responsible for driving the overall growth and management of the Company's business operations.

Considering his increased leadership responsibilities, and his significant contribution to the overall management and growth of the Company, the NRC has recommended the change in his designation from Whole-time Director, currently designated as Executive Director, to Joint Managing Director. Based on the recommendation of the NRC and subject to the approval of the Members, the Board of Directors, at their meeting held on 30 May 2026, approved the change in designation of Shri Mahhesh Kabra from Whole-time Director, currently designated as Executive Director, to Joint Managing Director and Key Managerial Personnel of the Company with effect from 1 June 2026, for the remainder of his current term up to 31 May 2030. The Board is of the view that the proposed designation appropriately reflects his enhanced leadership role, expanded responsibilities and contribution to the overall management and strategic direction of the Company.

Accordingly, the Members are requested to approve the revised remuneration payable to Shri Mahhesh Kabra, as set out below, with effect from 1 April 2026, notwithstanding that the aggregate remuneration payable to all Executive Directors who are Promoters or members of the Promoter Group of the Company may, in any financial year, exceed 5% of the net profits of the Company computed in accordance with Section 198 of the Act, and also approve the change in designation from Whole-time Director, currently designated as Executive Director, to Joint Managing Director of the Company with effect from 1 June 2026.

**Notice (Contd.)**

Remuneration and other terms and conditions to be effective from 1 April 2026:

- a) **Base Salary:** Base Salary of INR 2,00,00,000 (Indian Rupees Two Crores Only) per annum, with an annual increment of up to 20%, effective 1 April each year, as may be decided by the Board based on the recommendations of the NRC and approval of the Audit Committee, as applicable.
- b) **Allowances:** In addition to the base salary as mentioned above, Shri Mahhesh Kabra will be entitled to HRA and other allowances as per the policy of the Company, subject to an overall maximum limit of 100% of the base salary.
- c) **Gratuity and Leave Encashment:** Payment of gratuity and leave encashment will be as per the Company's policy.
- d) **Benefits:** He will be entitled to various benefits, including insurance, etc., as per the Company's policy.
- e) **Commission:** Annual Commission up to 1.5% of the net profits of the Company in a particular financial year payable in each year during his tenure, which shall be paid upon finalisation and approval of the audited annual accounts.
- f) **Reimbursement of expenses:** All business expenses incurred by or on behalf of Shri Mahhesh Kabra, during or in performance of his duties, shall be borne by the Company.

During his tenure, Shri Mahhesh Kabra shall not be entitled to any sitting fees for attending any meeting of the Board or its committees. He shall continue to be liable to retire by rotation pursuant to the provisions of the Act.

The remuneration, including perquisites and commission payable, in a particular financial year, shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 and Schedule V of the Act or any amendments or modifications that may be made thereto from time to time.

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Shri Mahhesh Kabra shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as minimum remuneration payable to Shri Mahhesh Kabra, subject to further approvals, if any, as may be required.

The Board recommends the resolution set forth at Item No. 6 of the Notice for consideration and approval of the Members

as a special resolution. The requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to the Notice.

Shri Mahhesh Kabra is interested in the said resolution as it pertains to his own remuneration. The relatives of Shri Mahhesh Kabra may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No.7

The Members had, vide an ordinary resolution passed at the 31st AGM held on 21 July 2025, approved the appointment of Shri Rajesh Kabra (DIN:05300677) as Whole-time Director designated as Executive Director of the Company with effect from 1 June 2025 for a period of 5 (five) years.

In view of a detailed compensation benchmarking analysis conducted by the Company through a reputed independent advisory firm to assess compensation levels of promoters serving in the capacity of Executive Directors and comparable leadership positions, the Nomination and Remuneration Committee (NRC) has recommended revisions in the remuneration of the Executive Directors. Based on the said recommendation of the NRC and the approval of the Audit Committee and subject to the approval of Members at the ensuing AGM, the Board, at its meeting held on 30 April 2026, approved the revision in remuneration payable to Shri Rajesh Kabra with effect from 1 April 2026, during the remainder of his current tenure.

Shri Rajesh Kabra currently leads the Company's Wires & Cables business and is responsible for driving the segment's growth and overall business performance. In addition to his divisional responsibilities, he works closely with the Managing Director on enterprise-level strategic initiatives. Over the year, his role expanded significantly to encompass broader leadership responsibilities across the organization. He actively contributes to the Company's strategic planning and long-term business growth initiatives, while overseeing the key business verticals and operational functions. He plays a crucial role in evaluating the opportunities relating to new product development, geographic expansion and capital allocation. He also represents the Company before institutional investors and other stakeholders and

Notice (Contd.)

is responsible for adoption of advanced technology and enhancement of digital branding and marketing. Moreover, he works in close coordination with the Managing Director for evaluating and implementing critical business initiatives and is jointly responsible for driving the overall growth and management of the Company's business operations.

Considering his increased leadership responsibilities, and his significant contribution to the overall management and growth of the Company, the NRC has recommended the change in his designation from Whole-time Director, currently designated as Executive Director, to Joint Managing Director. Based on the said recommendation of the NRC and subject to the approval of the Members, the Board of Directors, at its meeting held on 30 May 2026, approved the said change in designation of Shri Rajesh Kabra from Whole-time Director, currently designated as Executive Director, to Joint Managing Director and Key Managerial Personnel of the Company with effect from 1 June 2026, for the remainder of his current term up to 31 May 2030. The Board is of the view that the proposed designation appropriately reflects his enhanced leadership role, expanded responsibilities and contribution to the overall management and strategic direction of the Company.

Accordingly, the Members are requested to approve the revised remuneration payable to Shri Rajesh Kabra, as set out below, with effect from 1 April 2026, notwithstanding that the aggregate remuneration payable to all Executive Directors who are Promoters or members of the Promoter Group of the Company may, in any financial year, exceed 5% of the net profits of the Company computed in accordance with Section 198 of the Act, and also approve the change in designation from Whole-time Director, currently designated as Executive Director, to Joint Managing Director of the Company with effect from 1 June 2026.

Remuneration and other terms and conditions to be effective from 1 April 2026:

- a) Base Salary: Base Salary of INR 2,00,00,000 (Indian Rupees Two Crores Only) per annum, with an annual increment of up to 20%, effective 1 April each year, as may be decided by the Board based on the recommendations of the NRC and approval of the Audit Committee, as applicable.
- b) Allowances: In addition to the base salary as mentioned above, Shri Rajesh Kabra will be entitled to HRA and other allowances as per the policy of the Company, subject to an overall maximum limit of 100% of the base salary.

- c) Gratuity and Leave Encashment: Payment of gratuity and leave encashment will be as per the Company's policy.
- d) Benefits: He will be entitled to various benefits, including insurance, etc., as per the Company's policy.
- e) Commission: Annual Commission up to 1.5% of the net profits of the Company in a particular financial year payable in each year during his tenure, which shall be paid upon finalisation and approval of the audited annual accounts.
- f) Reimbursement of expenses: All business expenses incurred by or on behalf of Shri Rajesh Kabra, during or in performance of his duties, shall be borne by the Company.

During his tenure, Shri Rajesh Kabra shall not be entitled to any sitting fees for attending any meeting of the Board or its committees. He shall continue to be liable to retire by rotation pursuant to the provisions of the Act.

The remuneration, including perquisites and commission payable, in a particular financial year, shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 and Schedule V of the Act or any amendments or modifications that may be made thereto from time to time.

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Shri Rajesh Kabra shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and the same shall be treated as minimum remuneration payable to Shri Rajesh Kabra, subject to further approvals, if any, as may be required.

The Board recommends the resolution set forth at Item No. 7 of the Notice for consideration and approval of the Members as a special resolution. The requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to the Notice.

Shri Rajesh Kabra is interested in the said resolution as it pertains to his own remuneration. The relatives of Shri Rajesh Kabra may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.



Notice (Contd.)

Item No. 8

The Members of the Company, at their Extra-Ordinary General Meeting held on 6 January 2014, had passed a special resolution under Section 180(1)(c) of the Act, authorising the Board of Directors to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) over and above the aggregate of paid-up share capital, free reserves and securities premium of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of INR 750 Crores (Rupees Seven Hundred Fifty Crores only).

Considering the Company's ongoing expansion and the future business prospects, the Company may require additional funds from banks, financial institutions or any other person to support future growth, including capital expenditure, and strategic business initiatives.

In view of the above and considering the future funding requirements, it is proposed to increase the existing borrowing limits from INR 750 Crores (Rupees Seven Hundred Fifty Crores only) to INR 3000 Crores (Rupees Three Thousand Crores only) under the provisions of Section 180(1)(c) of the Act and the rules made thereunder.

It is further informed that the provisions of Section 180(1)(c) of the Act impose restrictions on the borrowing powers of the Board to the extent of aggregate amount of the Company's paid-up share capital, free reserves and securities premium. However, amount in excess of the said limits can be borrowed after obtaining prior approval of the Members of the Company by way of special resolution and therefore, it is necessary to pass a special resolution to enable the Board of Directors to borrow monies not exceeding INR 3000 Crores (Rupees Three Thousand Crores only).

The Board recommends the special resolution set out in Item No. 8 of this Notice for the approval of Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

Item No. 9

The Members of the Company, at their Extra-Ordinary General Meeting held on 6 January 2014, had passed a special resolution under Section 180(1)(a) of the Act empowering the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company including creation of charge by way of mortgage,

hypothecation or any other charge over immovable/movable properties of the Company for securing loans or credit facilities or financial assistance availed/to be availed from financial institution(s), bank(s) or person(s).

Considering the future business prospects and funding requirements, the Company may require additional funds from banks and/or financial institutions. Therefore, at Item No. 8 of the Notice, it is proposed to increase the borrowing limits (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) of the Board from INR 750 Crores (Rupees Seven Hundred Fifty Crores only) to INR 3000 Crores (Rupees Three Thousand Crores only). The Company will be required to secure additional fundings from the financial institution(s), bank(s) or person(s) and factoring the borrowing limits proposed for approval at resolution no. 8 and also considering that the Company will be availing temporary loans, etc. from the Company's bankers in the ordinary course of business, the Company will be required to secure such borrowings against the undertaking(s), immovable and/or movable properties, including other assets.

In terms of Section 180(1)(a) of the Act, approval of the Members of the Company by means of special resolution is required to sell, dispose of the whole or substantially the whole of undertaking(s) of the Company and to mortgage, pledge, hypothecate, and/or create any charge on the Company's immovable and/or movable properties including other assets.

Accordingly, the approval of the Members of the Company at the ensuing AGM is sought under Section 180(1)(a) of the Act to empower the Board of Directors to sell, dispose of the whole or substantially the whole of undertaking(s) of the Company and to mortgage, pledge, hypothecate, and/or create any charge on the Company's immovable and/or movable properties including other assets for an amount not exceeding INR 6,000 Crores (Rupees Six Thousand Crores only).

The Board recommends the special resolution set out in Item No. 9 of this Notice for the approval of Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

Item No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734) as the Cost

Notice (Contd.)

Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2027 at a remuneration of INR 9,75,000 (Rupees Nine Lakhs Seventy-five Thousand only) plus taxes as applicable and reimbursement of out-of-pocket expenses, if any, at actuals.

In accordance with the provisions of Section 148 and all other applicable provisions, if any of the Act read with the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the remuneration payable to the Cost Auditor is subject to the ratification by the Members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No. 10 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year ending 31 March 2027. Your directors recommend the resolution at Item No. 10 of the Notice for your approval.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

**By order of the Board of Directors
For R R Kabel Limited**

Anup Vaibhav C. Khanna

Company Secretary and Compliance Officer

M. No.: F6786

Place: Mumbai

Date: 30 May 2026



Annexure to Notice

Details of Directors seeking re-appointment/appointment/revision in terms of remuneration pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2.

Name	Shri Ramesh D. Chandak	Shri Mahendrakumar Kabra	Shri Mahhesh Kabra	Shri Rajesh Kabra
DIN	00026581	00473310	00137796	05300677
Date of Birth and Age	7-11-1946 79 Years	13-05-1957 69 Years	23-03-1977 49 Years	28-05-1988 38 Years
Date of First Appointment on the Board	29-04-2023	6-02-1995	1-06-2025	1-06-2025
Qualification	Bachelor of Commerce, Master of Commerce and Chartered Accountant.	Licentiate Mechanical Engineer	Bachelor of Commerce	B.Sc, Business Administration, M.Sc, Engineering Business Management
Nature of expertise in specific functional areas or Experience	Shri Ramesh D. Chandak brings over 41 years of distinguished experience spanning finance, strategy, governance, and industrial operations. A Chartered Accountant by qualification, Shri Chandak has held senior leadership roles including Managing Director and CEO of KEC International Limited. He has contributed extensively to corporate governance through board roles in various esteemed companies and industry bodies. Known for his foresight, integrity, and transformational leadership, Shri Chandak is expected to provide independent, balanced leadership to the Company's Board, championing transparency, accountability, and best governance practices.	Shri Mahendrakumar Kabra, associated with the Company since its inception, brings extensive technical expertise and industrial experience. A Licentiate Mechanical Engineer and seasoned industrialist, he has been instrumental in driving the Company's operational and technological advancements. Recognised for his commercial acumen with an experience of over four decades, Shri Mahendrakumar Kabra has played a key role in maintaining product excellence and innovation.	Shri Mahhesh Kabra brings with him over 26 years of extensive experience in the electrical industry. He has built deep expertise across core industry domains and various critical business functions. His leadership and contributions at R R Kabel Limited have been instrumental in driving operational efficiency and business growth. He was initially appointed to the Board of R R Kabel Limited on 1 November 2010, and served as a Whole-time Director until his resignation on 16 December 2022.	Shri Rajesh Kabra is a seasoned entrepreneur who has led Ram Ratna Infrastructure Private Limited as its Managing Director. Under his leadership, the Company emerged as India's largest provider of Automated Car Parking Systems. He has successfully overseen multiple functions including sales, operations, and finance.

Annexure to Notice (Contd.)

Name	Shri Ramesh D. Chandak	Shri Mahendrakumar Kabra	Shri Mahhesh Kabra	Shri Rajesh Kabra
Terms and Conditions of Re-appointment/ Appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act.	As per Item No. 5 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act. Further, in terms of Section 152(6) of the Act, Shri Mahendrakumar Kabra is liable to retire by rotation.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act. Further, in terms of Section 152(6) of the Act, Shri Mahhesh Kabra is liable to retire by rotation.	As per the resolution at Item No. 7 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act. Further, in terms of Section 152(6) of the Act, Shri Rajesh Kabra is liable to retire by rotation.
Number of Board meetings attended	8	8	6	6
Remuneration last drawn	Commission of INR 90 Lakhs and Sitting fees of INR 8.50 Lakhs for the FY 2025-26	Salary of INR 140 Lakhs, Commission of INR 201.94 Lakhs and Sitting fees of INR 1.30 Lakhs for the FY 2025-26	Salary of INR 140 Lakhs and Commission of INR 201.94 Lakhs for the FY 2025-26	Salary of INR 140 Lakhs and Commission of INR 201.94 Lakhs for the FY 2025-26
Remuneration sought to be paid	As per the details given in Item No. 4 of the explanatory statement to this Notice.	As per the details given in Item No. 5 of the explanatory statement to this Notice.	As per the details given in Item No. 6 of the explanatory statement to this Notice.	As per the details given in Item No. 7 of the explanatory statement to this Notice.
Disclosure of relationships between directors inter-se	He is not related to any Director or Key Managerial Personnel of the Company.	He is paternal uncle of Shri Mahhesh Kabra and Shri Rajesh Kabra. Shri Mahhesh Kabra and Shri Rajesh Kabra are cousin brothers of each other.	He is nephew of Shri Mahendrakumar Kabra and cousin brother of Shri Rajesh Kabra.	He is nephew of Shri Mahendrakumar Kabra and cousin brother of Shri Mahhesh Kabra.
Name of Companies in which also holds Directorship	<ol style="list-style-type: none"> Tribhovandas Bhimji Zaveri Limited Summit Securities Limited First Bridge Fund Managers Private Limited (formerly known as Indianivesh Fund Managers Private Limited) Ram Ratna Wires Limited HD Fire Protect Limited 	<ol style="list-style-type: none"> Ram Ratna Wires Limited EPAVO Electricals Private Limited NAV Wireless Technologies Private Limited Winding Wires Manufacturers' Association of India 	<ol style="list-style-type: none"> Indian Electrical and Electronics Manufacturers Association EPAVO Electricals Private Limited Kabel Buildcon Solutions Private Limited World Electrical Hub Private Limited 	<ol style="list-style-type: none"> Ram Ratna Infrastructure Private Limited URB Homes Collection Private Limited URB Ventures Private Limited Kabel Buildcon Solutions Private Limited KGR Electro-Build Private Limited
Listed entities from which the Director has resigned in the past three years	None	None	None	None



Annexure to Notice (Contd.)

Name	Shri Ramesh D. Chandak	Shri Mahendrakumar Kabra	Shri Mahhesh Kabra	Shri Rajesh Kabra
Chairmanship/ Membership of the Board Committees of other Companies	<p>Ram Ratna Wires Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Chairman <p>Tribhovandas Bhimji Zaveri Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration Committee – Member <p>HD Fire Protect Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Chairman 	<p>Ram Ratna Wires Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member Risk Management Committee – Member 	NIL	NIL
Shareholding in the Company as on date of the Notice	NIL	65,92,101 equity shares of INR 5 each	58,72,077 equity shares of INR 5 each	41,01,812 equity shares of INR 5 each