

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4th MEETING (F.Y. 2022-23) OF THE BOARD OF DIRECTORS OF R R KABEL LIMITED HELD ON FRIDAY 16 DECEMBER 2022 THROUGH VIDEO CONFERENCING AT ALEMBIC BUSINESS PARK (W), GROUND FLOOR, BHAILAL AMIN MARG, GORWA, VADODARA - 390003 AT 12:00 P.M.

REVISION IN REMUNERATION OF SHRI SHREEGOPAL KABRA, MANAGING DIRECTOR OF THE COMPANY:

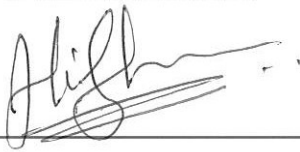
“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with section 198 of the Companies Act, 2013 and the rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the members, Shri Shreegopal Kabra (DIN - 00140598) be paid remuneration with effect from 1st January 2023, for the remainder of his term, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Company and Shri Shreegopal Kabra.

- a) Remuneration of ₹ 2,52,00,000/- per annum.
- b) Commission of up to 0.5% of the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 of the Companies Act, 2013.
- c) Perquisites as per the policy of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such actions and do all such things as may be necessary or desirable to give effect to this resolution.”

**Certified to be true
For R R Kabel Limited**



**Himanshu Parmar
Company Secretary
FCS No. 10118**

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REVISION IN REMUNERATION OF SHRI TRIBHUVANPRASAD KABRA, WHOLE-TIME DIRECTOR DESIGNATED AS CHAIRMAN OF THE COMPANY:


“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with section 198 of the Companies Act, 2013 and the rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the members, Shri Tribhuvanprasad Kabra (DIN - 00091375) be paid remuneration with effect from 1st January 2023, for the remainder of his term, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Company and Shri Tribhuvanprasad Kabra.

- a) Remuneration of ₹ 2,52,00,000/- per annum.
- b) Commission of up to 0.5% of the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 of the Companies Act, 2013.
- c) Perquisites as per the policy of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such actions and do all such things as may be necessary or desirable to give effect to this resolution.”

**Certified to be true
For R R Kabel Limited**


**Himanshu Parmar
Company Secretary
FCS No. 10118**

