



RAJNANDINI METAL LIMITED

To
The Manager - Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

July 01 2019

Dear Sir / Madam,

Sub: Notice of AGM

With reference to the captioned subject and in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith notice of 9th Annual General Meeting of the Company.

This is for your information and dissemination.

Thanking You,
Yours Faithfully,

For **Rajnandini Metal Limited**

For **Rajnandini Metal Limited**


Managing Director

Het Ram Sharma
Managing Director
DIN: 02925990



RAJNANDINI METAL LIMITED

NOTICE

Notice is hereby given that 9th Annual General Meeting of the Members of **Rajnandini Metal Limited** ("the Company") will be held on Friday, July 26, 2019 at 2:00 p.m. at the registered office of the company, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2019 and Reports of the Board of Directors and the Auditors thereon.
2. To appoint Statutory Auditor of the Company and fix their remuneration:

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

"RESOLVED THAT pursuant to the section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and in pursuance to the resolution passed by the Members of the Company at the Annual General Meeting dated July 26, 2019 for appointment of M/s SANMARKS & ASSOCIATES, Chartered Accountant, Faridabad, FRN. 003343N, as statutory auditor of the Company for a block subsequent five financial years ending 31st March, 2024 subject to ratification by the shareholder's approval in every year, the appointment of M/s Sanmarks & Associates, Chartered Accountant, Faridabad, FRN. 003343N as statutory auditor of the Company for conducting the statutory audit for the financial year 2019-20 and is hereby decided by one Director of the Company in consultation with statutory auditor of the Company."

3. To appoint a Director in place of Mrs. Mithlesh Sharma (DIN: 06810394), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. To Approve contact/arrangement for material Related Party Transactions with various related parties.

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore

For Rajnandini Metal Limited



RAJNANDINI METAL LIMITED

for the time being in force) and also pursuant to the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2019-20 of a value of Rs. 44.68 crores.

By Order of Board of Directors

For Rajnandini Metal Limited

Sd/-

Het Ram Sharma
Managing Director
DIN: 02925990

Managing Director

Dated: July 01, 2019

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of proxy to be effective should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

1. The Register of Members and the Share Transfer Books of the Company will remain closed from July 19, 2019 to July 26, 2019 (both days inclusive).
2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or depository participant(s) Members holding shares in demat form must intimate the change in their address, if any, to Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana
Road,
Marol, Andheri East, Mumbai 400059, Maharashtra.; Ph No. - 022- 40430200.
3. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra.; Ph No. - 022- 40430200, e-mail: investor@bigshareonline.com, website: www.bigshareonline.com/ is the Registrar and Share Transfer Agent (RTA). Bigshare Services Pvt. Ltd is also depository interface of the Company with both NSDL and CDSL. The Company or Registrar cannot act on any request received directly from Shareholders holding shares in demat form for any change of Bank particulars.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the depository participant(s), unless the members have registered their request for hard copy of the same. Physical copy of the notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email address with the company or depository participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

5. REMOTE VOTING

AS per Sub rule 2 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, SMEs' are exempted from the provisions of E-voting as given under section 108 of the Companies Act, 2013. Therefore the Company is not providing the option of E-Voting.

6. APPOINTMENT AND REAPPOINTMENT OF DIRECTORS

The information is required under the Regulation 36 of the SEBI (LODR) regulations 2015 and Secretarial Standard on General Meeting, in relation to the appointment/re-appointment at ensuing Annual General Meeting of Directors as under

Name of Director	Mrs. Mithlesh Sharma
DIN	06810394
Nationality	Indian
Date of Appointment	01.04.2016
Qualification	Bachelors of Arts
Experience	Mrs. Mithlesh Sharma is an expert in human relations and has hired, trained and managed internal staff. She has planned and directed the strategies, development of advertising campaign, creative development for the company.
Directorship held in other companies	Lovani Marketing and Advertising Pvt Ltd
Chairman/Member of the Committees(s) of the Board of Directors of the Listed Companies	NIL
Number of Shares held in the Company	20,02,060
Relationship with other Directors	Mrs. Mithlesh Sharma is wife of Mr. Het Ram Sharma

By Order of Board of Directors

For Rajnandini Metal Limited

Sd/-  Managing Director

Het Ram Sharma
Managing Director
DIN: 02925990

Dated: July 01, 2019

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 04:

To Approve contact / arrangement for material Related Party Transactions with various related parties.

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the following contracts / arrangements / transactions are material in nature and require approval of unrelated shareholders of the Company by an Ordinary Resolution:

Sr. No.	Name of Related Party	Relationship	Maximum Value of Transactions per annum (Rs. in Crore)	Nature and Material Terms/Particulars of the contract or arrangement
1	Loveni Marketing & Advertising Pvt. Ltd.	Two Directors are interested as they are Directors in the Board of the Company.	1.5 Crore	Sale and purchase
2	Het Ram HUF	One Director is interested as he is director in the Board of the Company	1.5 Crore	Sale and purchase
3	Atma Ram Sharma HUF	Karta is farther of Promoter and Managing Director	1.5 Crore	Sale and purchase
4	Haryana Metal Traders (PF)	One Director is interested as he is director in the Board of the Company	40 Crore	Sale and purchase
5	Mrs. Mithlesh Sharma	Director	18 Lacs	Rent paid by the Company to Mrs. Mithlesh Sharma

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on

the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The Board recommends this resolution set out in Item No. 04 of this notice for approval of the members.

Mr. Het Ram, Mrs. Mithlesh Sharma are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

By Order of Board of Directors

For Rajnandini Metal Limited
For Rajnandini Metal Limited

Sd/- 
Managing Director
Het Ram Sharma
Managing Director
DIN: 02925990

Dated: July 01, 2019

RAJNANDINI METAL LIMITED
Reg. cum Corp. Office: Village 3E/17, B.P., N.I.T, Faridabad - 121001
Ph: 0129-4074043
E-mail: info@rajnandinimetal.com
Website- www.rajnandinimetal.com
CIN: U51109HR2010PLC040255

ATTENDANCE SLIP
9th ANNUAL GENERAL MEETING – July 26, 2019

Members' Name and Address details	
Reg. Folio No.	
DP & Client No.	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 9th Annual General Meeting of the Company at its registered office at 3E/17, B.P., N.I.T, Faridabad – 121001 on Friday 26th July, 2019 at 2:00 P.M.

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting.

I record my presence at the
Ninth Annual General Meeting

Name of Proxy in BLOCK LETTERS

(If the Proxy attends instead of the Member)
Signature of Member/Proxy

**Form No. MGT-11
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

RAJNANDINI METAL LIMITED

Reg. cum Corp. Office: Village 3E/17, B.P., N.I.T, Faridabad - 121001

Ph: 0129-4074043

E-mail: info@rajnandinimetal.com

Website- www.rajnandinimetal.com

CIN: U51109HR2010PLC040255

Name of the Member (s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We being the holder of _____ equity shares of Rajnandini Metal Limited _____ hereby appoint

- Name: _____ E-mail: _____
Address: _____ Signature: _____ or failing him/her
- Name: _____ E-mail: _____
Address: _____ Signature: _____ or failing him/her

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 26th July, 2018 at 02:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	RESOLUTIONS	Tick appropriately
	ORDINARY RESOLUTION	
1.	To receive, consider and adopt the Audited Balance sheet as at 31st March, 2019, Statement of Profit and Loss and Cash flow statement for the year ended 31 st march, 2019 together with the report of Directors and Auditors thereon.	For/Against
2.	To appoint a Director in place of Mrs. Mithlesh Sharma (DIN: 06810394), who retires by rotation and being eligible offers herself for re-appointment	For/Against
3.	To appoint Statutory Auditor of the Company and fix their remuneration	For/Against
	SPECIAL BUSINESS	
4.	To Approve contact/arrangement for material related party transactions with various related parties.	For/Against

Signed this.....day of2019.

Affix
Revenue
Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. for the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Ninth Annual General Meeting.**

ROAD MAP OF
RAJNANDANI METAL LIMITED

