



RAJNANDINI METAL LIMITED

Date: 08-08-2020

Ref. No. RML/NSE/35/2020-21

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

Scrip Symbol: RAJMET

Sub: Notice of AGM

Dear Sir/Madam,

With reference to the captioned subject and in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015, Please find attach herewith the notice of 10th Annual General Meeting of the Company to be held on Monday, 31st August, 2020.

This is for your dissemination and records.

Thanking you,

Yours sincerely,

For RAJNANDINI METAL LIMITED

For Rajnandini Metal Limited

Managing Director

HET RAM

Managing Director

Din No.: 02925990

NOTICE

Notice is hereby given that 10th Annual General Meeting of the Members of **Rajnandini Metal Limited** (“**the Company**”) will be held on Monday, 31st August, 2020 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, 2020 and Report of the Board of Directors and the Auditors thereon.
2. To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2020-2021 and fix their remuneration:

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

“**RESOLVED THAT** pursuant to 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) , in pursuance to recommendation of Board and in pursuance to the resolution passed by the members of the Company at the Annual General Meeting held on July 26, 2019 for appointment of **M/s SANMARKS & ASSOCIATES**, Chartered Accountant, Faridabad, FRN 003343N, as Statutory Auditors of the Company for a block of subsequent five financial year ending 31st March, 2024, 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 2020-21 be and is hereby ratified and approved.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to fix the remuneration and reimbursement of out of pocket expenses, if any, for the said period, as may be mutually agreed by **M/s SANMARKS & ASSOCIATES** and the Board.”

“**RESOLVED FURTHER THAT** Mr. Het Ram Sharma, Managing Director of the Company and Mrs. Mithlesh Sharma, Director of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, things as may be necessary in this regard and to file necessary forms with ROC to give effect to this resolution.”

3. To appoint a Director in place of Mr. Het Ram Sharma (DIN: 02925990), who retires by rotation and being eligible offers himself for re-appointment.

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Het Ram Sharma (DIN: 02925990), who retires by rotation,

be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

“RESOLVED FURTHER THAT Mr. Het Ram Sharma, Managing Director of the Company and Mrs. Mithlesh Sharma, Director of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, things as may be necessary in this regard and to file necessary forms with ROC to give effect to this resolution.”

SPECIAL BUSINESS:

4. To Approve contract/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 Special 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 the time being in force), 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 2020-21 of a value of Rs. 6 crores.

“RESOLVED FURTHER THAT Mr. Het Ram Sharma, Managing Director of the Company and Mrs. Mithlesh Sharma, Director of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, things as may be necessary in this regard and to file necessary forms with ROC to give effect to this resolution.”

5. To consider and approve increase in Authorised Share Capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) read with Article 3 of the Articles of Association of the Company and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present INR 6,50,00,000 (Indian Rupees Six Crores, Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs only) of INR 10 (Indian Rupees Ten) each to INR 12,50,00,000 (Indian Rupees Twelve Crores, Fifty lakhs only) divided into 1,25,00,000 (One Crore, Twenty Five Lakhs) of INR 10 (Indian Rupees Ten) each by

creating additional 60,00,000 (Sixty Lakh) equity shares of Rs. 10 each ranking pari passu in all respects with the existing equity shares of the Company.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“The Authorised Share Capital of the Company is INR 12,50,00,000 (Indian Rupees Twelve Crores, Fifty lakhs only) divided into 1,25,00,000 (One Crore, Twenty Five Lakhs) equity shares of INR 10 (Indian Rupees Ten) each”

“RESOLVED FURTHER THAT the increased share capital will have the power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

“RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

6. To Consider and approve the Issue Of Bonus Shares

To consider and, if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 63, and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) and other applicable regulations issued by the Securities and Exchange Board of India (including any statutory modification(s) or re-enactment thereof from time to time), Article 225 of the Articles of Association of the Company and on the recommendation of the Board of Directors (“the Board”), (which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted) of the Company, and subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders be and is hereby accorded to issue fully paid up Bonus Share in the ratio 1:1 i.e. holder of each shareholder shall be issued 1 fully paid equity shares each aggregating to further issue of 61,44,000 (Sixty One Lakhs, Forty Four Thousand) shares of Rs. 10 each amounting to Rs. 6,14,40,000 /- (Rupees Six Crores, Fourteen Lakhs, Forty Thousand only) be

capitalized out of the Reserves/Share Premium Account of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company, whose name will be appearing in the Register of Members/Beneficial Owners Position of the Company on the Record date determined by the Board of the Company, provided the equity shares held by the concerned shareholders of the Company is in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

“RESOLVED FURTHER THAT the bonus shares of face value Rs. 10(Rupees Ten) each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 as amended and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared (if any) after the bonus shares are allotted.

“RESOLVED FURTHER THAT the allotment of the bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended, as may be deemed necessary.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Het Ram Sharma, Managing Director of the Company and Mrs. Mithlesh Sharma, Director of the Company be and are hereby jointly/severally authorized to file the necessary E -Forms with the Registrar of Companies or any other Authority and do all such acts, deeds, matters and things whatsoever as deem necessary or expedient to give effect to the above resolution, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which they think fit and proper.”

7. To approve the upward revision in the remuneration of Mrs. Mithlesh Sharma, Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any of Companies Act, 2013 as amended time to time and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and pursuant to the recommendation of Nomination and Remuneration Committee and Audit Committee, consent of the shareholders of the Company be and is hereby accorded to increase the

remuneration of Mrs. Mithlesh Sharma (Din: 06810394) on the base of performance with effect from 1st April, 2020 on the following terms as under:

S.No.	Particulars	Amount
1	Salary	1,20,000
2	HRA	50,000
3	Conveyance	20,000
4	Others	10,000
Total		Rs. 2,00,000

“RESOLVED FURTHER THAT Mr. Het Ram Sharma, Director of the Company and Mr. Manoj Kumar Jangir, Chief Financial Officer of the Company are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

By Order of Board of Directors

For Rajnandini Metal Limited

Sd/-

Het Ram Sharma
Managing Director
DIN: 02925990

Dated: August 07, 2020

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **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.**
3. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from August 24, 2020 to August 31, 2020 (both days inclusive).
5. The route map showing directions to reach the venue of the meeting is annexed.
6. Members/Proxies are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
7. The members, holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of Annual General Meeting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same.
10. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company between 10.00 a.m. to 05.00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.
11. No Physical Notice/Annual Report will be dispatched to Shareholders due to ongoing COVID pandemic. Circular issued by the Ministry of Corporate Affairs dated May 05, 2020 specifically mentions the same. Electronic copy of the Annual Report 2019-20 is being sent to those Members whose email address is registered with the Company/ Depositories for communication purpose. Members may note that this Notice of AGM and Annual Report will also be available on the Company's website viz. www.rajnandinimetal.com
12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively. Copies of Annual Report

will not be distributed to the members at the venue of the AGM. Members are requested to bring their copies of Annual Report at the time of Annual General Meeting.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020. The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Depository Services (India) Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by NSDL.
14. The facility for voting, through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. Poll is conducted under the supervision of the Scrutinizer appointed for e-voting and poll. Scrutinizer decision on validity of vote will be final.
15. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
16. The Board of Directors of the Company has appointed M/s Abhishek J & Co., Practicing Company Secretaries as a Scrutinizer, for conducting voting and poll during the Annual General Meeting and to oversee voting process.
17. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Monday, 24th August, 2020. The voting right of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date.
18. The remote e-voting period begins on Friday, 28th August, 2020 at 09:00 a.m. and ends on Sunday, 30th August, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 24th August, 2020 may cast their vote electronically. The e-voting module shall 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.
19. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. The way to vote electronically on NSDL e-voting system are mentioned below:
The procedure to login to e-Voting website consists of two steps as detailed hereunder:
 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after

using your log-in credentials, click on e- Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below :

a) For Members who hold 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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.

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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (csabhishek2@gmail.com) to with a copy marked to evoting@nsdl.co.in.
2. 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.
22. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a Consolidated Scrutinizer's report and submit the same to the Chairman or any other person authorized by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the Consolidated Scrutinizer's report shall be placed on the website of the Company www.rajnandinimetal.com and on the website of NSDL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchange where the equity shares of the Company are listed.
 - c) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 10th Meeting of the Company scheduled to be held on Monday, 31st August, 2020.

23. 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	Mr. Het Ram Sharma
DIN	02925990
Nationality	Indian
Date of Appointment	01.04.2016
Qualification	Bachelors of Arts
Experience	Mr. Het Ram Sharma is the Promoter and Managing Director of the Company and has a rich experience of more than 17 Years in the field of metal industry and is running the Company since incorporation
Directorship held in other companies	Loveni Marketing and Advertising Private Ltd.
Chairman/Member of the Committees(s) of the Board of Directors of the Listed Companies	NIL
Number of Shares held in the Company	24,97,440
Relationship with other Directors	Mr. Het Ram Sharma is husband of Mrs. Mithlesh Sharma.

By Order of Board of Directors

For **Rajnandini Metal Limited**

Sd/-

Het Ram Sharma
Managing Director
DIN: 02925990

Dated: August, 07, 2020

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

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Items of the accompanying Notice dated 7th August, 2020.

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.	Mr. Het Ram Sharma and Mrs. Mithlesh Sharma, are interested as he is director in the Board of the Company	1.5 Crore	Sale and purchase
2	Het Ram HUF	Mr. Het Ram Sharma, 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	Ms. Nandini Sharma	Nandini Sharma is daughter of Mr. Het Ram Shama & Mrs. Mithlesh Sharma, Directors of the Company	1.5 Cr.	Interest paid by the Company on unsecured Loan and Borrowing by Company by way of Unsecured loan

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 and 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.

Item No. 5:

To consider and approve the increase in Authorised Share Capital of the Company

The Current Authorized Capital of the Company is INR 6,50,00,000 (Indian Rupees Six Crores, Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs only) of INR 10 (Indian Rupees Ten) each and the paid up share capital of the Company is Rs. 6,14,40,000/- (Rupees Six Crores, Fourteen Lakhs, Forty Thousands only) consisting of 61,44,000 (Sixty One lakhs, Forty Four Thousand only) INR 10 (Indian Rupees Ten) each. It is therefore proposed to increase the Authorised Share Capital of the Company to INR 12,50,00,000 (Indian Rupees Twelve Crores, Fifty lakhs only) divided into 1,25,00,000 (One Crore, Twenty Five Lakhs) of INR 10 (Indian Rupees Ten) each to facilitate the further issue of equity shares of the company.

The proposed increase of the Authorised Share Capital of the Company requires the approval of the Members by passing a Special Resolution at a General Meeting. Consequently upon the increase in authorized share capital of the Company, its Memorandum of Association will require alteration so as to reflect the increase in authorized share capital of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect. Accordingly, authority of Members of the Company is hereby sought by way of Special Resolution set out as Item No.

5 of the notice conveying the meeting.

The above Special Resolution is in the interest of the Company and the Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No: 6

To Consider and approve the Issue of Bonus Shares

The equity shares of the Company are listed and traded on EMERGE platform of National Stock Exchange of India Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years which has generated considerable interest in the Company's equity shares in the market. The Company also has registered a decent profit in past few years with the continuing support of the shareholders of the Company. To issue fully paid up Bonus shares in the ratio 1:1 aggregating to further issue of 61,44,000 (Sixty One Lakhs, Forty Four Thousand) shares of Rs. 10 each amounting to Rs. 6,14,40,000 /- (Rupees Six Crores, Fourteen Lakhs, Forty Thousand only), will be capitalized out of the Reserves/Share Premium Account of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company.

In order to improve the liquidity of the Company's shares in the stock market and reward its investors, the Board of Directors of the Company at their meeting held on 07th August, 2020, considered it desirable to recommend issue of Bonus shares in the ratio 1:1 subject to approval of shareholders and such other authorities as may be necessary. The proposed issue of Bonus shares is capitalized out of the reserves of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company, whose name will be appearing in the Register of Members/Beneficial Owners Position of the Company on the Record date determined by the Board of the Company. Also the proposed Bonus Issue is authorized by the Article No. 225 of the existing Articles of Association of the Company and in conformity with the Companies Act, 2013.

The Record date for the purpose of issue of Bonus Shares shall be fixed by the Board of Directors and updated to the Stock Exchange in due course of time.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out at Item No. 6 as a Special Resolution

Item No: 7

To consider and approve Increase in remuneration of Mrs. Mithlesh Sharma, Director of the Company

Mrs. Mithlesh Sharma was appointed as an Executive Director of the company w.e.f. 01.04.2016 by the Board. The same was subsequently approved by the Members at the AGM held on 30.09.2016.

Further, considering the contribution of Mrs. Mithlesh Sharma and the progress made by the Company with her guidance and on the recommendation of Nomination & Remuneration Committee and Audit Committee, the Board at its meeting held on 7th August, 2020 approved the increase in her remuneration on terms and conditions enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration is required to be approved by the members of the Company at their meeting due to inadequacy of profits.

It is hereby confirmed that, the Company has not committed any default in respect of any of the debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall remuneration may exceed the limits in Section 197 of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mrs. Mithlesh Sharma, Director of the Company.

Pursuant to clause (iv) of Section II of Schedule V of the Companies Act, 2013 the following statement is given:

I.	General Information	
(1)	Nature of the Industry	N.A
(2)	Date or expected date of commencement of commercial production	N.A
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
(4)	Financial performance based on given indicators	Performance for F.Y 2019-20: 1. Gross Revenue: Rs. 148.41 Cr. 2. Profit after Tax: Rs. 1.15 Cr. 3. Dividend: NIL 4. E.P.S: 1.88
(5)	Foreign investments or collaborations, if any.	N.A
II	Information about the Director	
(1)	Background details	Mrs. Sharma aged 40 years is the promoter and director of our Company and an experienced professional. She has done Bachelor of Arts. She is an expert in Human Relations and has hired, trained and managed the internal staff.
(2)	Past Remuneration	The Remuneration drawn by Mrs. Mithlesh

		Sharma during the Year 2019-20 is as follows:	
		Salary	60,000
		HRA	25,000
		Conveyance	10,000
		Others	5,000
		Total	1,00,000
(3)	Recognition of awards	N.A	
(4)	Job Profile	She has been part of the group from past 10 years and she is an expert in Human Relations and has hired, trained and managed the internal staff.	
(5)	Remuneration proposed	As mentioned in the resolution stated above	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by her of the enhanced business activities of the Company, proposed remuneration is commensurate with the existing Industry standards for the managerial personnel falling under the same cadre	
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Sharma is wife of Mr. Het Ram Sharma, the Managing Director of the Company.	
III	Other Information:		
(1)	Reasons of Loss or Inadequate profits	Company is not running in losses. The Company has recently in October 2019, started its manufacturing plant and day by day contributing to the growth of the Company. But the heavy competition in market is the biggest reason for inadequate profits.	
(2)	Steps taken or proposed to be taken for improvement	The management is contributing in every possible way in growth of the Company and to meet the competition.	
(3)	Expected increase in productivity and profits in measurable terms	In few months, it's expected to bring the profits in measurable terms.	

The Board recommends this resolution set out in Item No. 07 of this notice for approval of the members.

Mr. Het Ram and 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**

Sd/-

Het Ram Sharma

Managing Director

DIN: 02925990

Dated: August 07, 2020

