

NOTICE

Notice is hereby given that 12th Annual General Meeting of the Members of Rajnandini Metal Limited (“the Company”) will be held on Friday, 09th September, 2022 at 1:30 p.m. Through Video Conference (VC)/ Other Audio Visual Means (OAVM) To Transact Following Business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2022 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 2022-2023 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 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 2022-23 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 any Director, Chief Financial Officer and / or Company Secretary and Compliance Officer be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required in this regard including to sign and execute necessary letters, undertaking, certificates, deeds and documents including E-forms with the concerned Registrar of Companies, other regulatory authorities including Stock Exchange and/ or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution in the interest of the Company.”

3. To appoint a Director in place of Mr. Het ram (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 (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 any Director, Chief Financial Officer and / or Company Secretary and Compliance Officer be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required in this regard including to sign and execute necessary letters, undertaking, certificates, deeds and documents including E-forms with the concerned Registrar of Companies, other regulatory authorities including Stock Exchange and/ or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution in the interest of the Company.”

SPECIAL BUSINESS:

4. 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 **Ordinary 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 20,00,00,000 (Indian Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) of INR 10 (Indian Rupees Ten) each to INR 50,00,00,000 (Indian Rupees Fifty Crores only) divided into 5,00,00,000 (five Crores) of INR 10 (Indian Rupees Ten) each by creating additional 3,00,00,000 (Three Crores) 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 50,00,00,000 (Indian Rupees Fifty Crores, only) divided into 5,00,00,000 (Five Crore) equity shares of INR 10 (Indian Rupees Ten) each”

RESOLVED FURTHER THAT any Director, Chief Financial Officer and / or Company Secretary and Compliance Officer be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required in this regard including to sign and execute necessary letters, undertaking, certificates, deeds and documents including E-forms with the concerned Registrar of Companies, other regulatory authorities including Stock Exchange and/ or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution in the interest of the Company.”

5. 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 **Ordinary 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 1:2 [i.e. 1 (One) fully paid up equity shares for every 2 (Two) equity

Shares held.] aggregating to further issue of 92,16,000 (Ninety Two Lakh, Sixteen Thousand) shares of Rs. 10 each amounting to Rs. 9,21,60,000 /- (Rupees Nine Crore, Twenty One Lakh, Sixty 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 in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and/or otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any , Director, Company Secretary and Chief Financial Officer 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.”

6. To Regularise Appointment of Ms. Kavitarani (DIN 09302523) as Executive Director of the Company
To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Ms. Kavitarani (DIN 09302523) who was appointed as an Additional Director on its Board meeting held on September 07, 2021 be and is hereby appointed as Director of the Company.”

RESOLVED FURTHER THAT any Director, Chief Financial Officer and / or Company Secretary and Compliance Officer be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required in this regard including to sign and execute necessary letters, undertaking, certificates, deeds and documents including E-forms with the concerned Registrar of Companies, other regulatory authorities including Stock Exchange and/ or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution in the interest of the Company.”

7. To ratify the remuneration of the cost auditors for the financial year ending March 31, 2023 and in this regard, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of ` 1,80,000/- (Rupees One Lakh Eighty Thousand only) plus applicable taxes inclusive of all out of pocket expenses, approved by the Board of Directors, to be paid to M/s Vandana Bansal & Associates, Cost Accountants (Firm Registration No: 100203), appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute and to do all such acts, deeds, things, and matters as may be deemed necessary, proper or expedient and for the matters connected herewith or incidental hereto.”

8. To approve the upward revision in the remuneration of Mr. Het Ram, Managing 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 Mr. Het Ram (DIN: 02925990) on the base of performance with effect from 1st October, 2021 on the following terms as under:

S.No.	Particulars	Amount
1	Salary	4,20,000
2	HRA	1,40,000
3	Conveyance	56,000
4	Transport Allowance	25,200
5	Other Allowance	58,800
Total		Rs. 7,00,000

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 By Order of Board of Directors

By Order of Board of Directors

For **Rajnandini Metal Limited**

Sd/-

Het Ram Sharma

Managing Director

DIN: 02925990

Dated: August 10, 2022

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 12th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 12th AGM of the Company will also be available on the website of the Company at www.rajnandinimetal.com. The same can also be accessed from the website of the Stock Exchange i.e. NSE at www.nseindia.com and on the website of NSDL.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. 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 for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the

Notice calling the EGM/AGM has been uploaded on the website of the Company at www.rajnandinimetal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their names, demat account no./folio number, email ID, mobile number at cs@rajnandinimetal.com during the period 06th September, 2022 9.00 AM till 08th September, 2022 5.00 PM. Same will be replied by the Company suitably.
1. An Explanatory Statement pursuant to under section 102 of the Companies Act, 2013 setting out the material facts and reason for the proposed Special Resolutions at item no. 4 to item no 6 as appended herein below.
2. The Register of Members and the Share Transfer books of the Company will remain closed from, Friday, 02nd September, 2022 to Friday, 09th September, 2022 (both days inclusive).
3. The Board of Directors has appointed Mr. Abhishek Jain, Company Secretary (Membership No. FCS-11233), as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
4. In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on 02nd September, 2022 (End of Day) being the cut-off date fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited. The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 02nd September, 2022 i.e. cut-off date for the purpose. Person who is not a member as on the cut-off date should treat this Notice for information purposes only. The instructions to E-voting form part of Notice.
5. The Annual Report of the Company will be made available on the Company's website at www.rajnandinimetal.com and also on the website of NSE Limited at www.nseindia.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

6. The remote e-voting period begins on Tuesday, 06th September, 2022 at 9:00 A.M. and ends on Thursday, 08th September, 2022 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 02nd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, 02nd September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system 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 shareholders holding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="716 768 1333 1255">1. 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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="716 1262 1333 1444">2. 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<li data-bbox="716 1451 1333 1713">3. 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 (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.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	5. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders 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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders 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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 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 shareholders whose email ids 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.
 - 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 General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “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
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

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 to csabhishek2@gmail.com 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 shareholder, 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 cs@rajnandinimetal.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 cs@rajnandinimetal.com If you are an Individual shareholders 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 shareholders holding security in demat mode.**
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 December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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 Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, 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 cs@rajnandinimetal.com. The same will be replied by the company suitably.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Soni Singh, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

ANNEXURE -A

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	Ms. Kavitarani
DIN	02925990	09302523
Nationality	Indian	Indian
Date of Appointment	18.03.2010	07.09.2021
Qualification	Bachelors of Arts	Bachelors of Arts
Experience	Mr. Het Ram 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	Ms. Kavitarani is an expert in Purchase Mechanism. She has planned and directed the strategies, development of advertising campaign, creative development for the company.
Directorship held in other companies	Viraj Technology India Limited	NIL
Chairman/Member of the Committees(s) of the Board of Directors of the Listed Companies	NIL	NIL
Number of Shares held in the Company	7492320	NIL
Relationship with other Directors	NA	NA

By Order of Board of Directors

For Rajnandini Metal Limited

Sd/-

Het Ram Sharma
Managing Director
DIN: 02925990

Dated August 10, 2022

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 11th August, 2022.

Item No. 4:

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

The Current Authorized Capital of the Company is INR 20,00,00,000 (Indian Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) of INR 10 (Indian Rupees Ten) each and the paid up share capital of the Company is Rs. 18,43,20,000/- (Rupees Eighteen Crores, Forty Three Lakhs, Twenty Thousands only) consisting of 1,84,32,000 (One Crore Eighty Four lakhs, Thirty Two Thousand only) INR 10 (Indian Rupees Ten) each. It is therefore proposed to increase the Authorised Share Capital of the Company to INR 50,00,00,000 (Indian Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) of INR 10 (Indian Rupees Ten) each to facilitate the further issue of equity shares of the company.

The proposed increase of the Authorized Share Capital of the Company requires the approval of the Members by passing a Ordinary 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 Ordinary Resolution set out as Item No. 4 of the notice conveying the meeting.

The above Ordinary 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: 5**To Consider and approve the Issue of Bonus Shares**

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 1:2 aggregating to further issue of 92,16,000 (Ninety Two Lakhs, Sixteen Thousand) shares of Rs. 10 each amounting to Rs. 9,21,60,000/- (Rupees Nine Crores, Twenty One Lakhs, Sixty 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 11th August, 2022, considered it desirable to recommend issue of Bonus shares in the ratio 1:2 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. 5 as an Ordinary Resolution

Item No: 6

To Regularise Appointment of Ms. Kavitarani (DIN 09302523) as Executive Director of the Company

The Board at its meeting held on September 07th, 2021, appointed Ms. Kavitarani as Additional Directors with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. Hence, they will hold office up to the date of this Annual General Meeting. The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the resolution Nos. 6 as

Ordinary Resolution, in relation to appointment of Mr. Kavitarani as a Directors, respectively, for the approval by the shareholders of the Company.

Item No.: 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the rules made thereunder, the Company is required to have the audit of its cost records conducted by a cost accountant in practice and the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

The Board on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s Vandana Bansal & Associates, Cost Accountants, (Firm registration No: 100203), to conduct the audit of the cost records of the Company in respect of the applicable products for the financial year ending March 31, 2023 at an annual remuneration of ` 1,80,000 (Rupees One Lakh Eighty Thousand Only) plus applicable taxes inclusive of all out of pocket expenses subject to the deduction of applicable taxes.

M/s Vandana Bansal & Associates have furnished a certificate regarding their eligibility and consent for re-appointment as Cost Auditors of the Company. They have experience in the field of cost audit.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 7 of the notice for approval by the members.

Item No.: 8

To consider and approve Increase in remuneration of Mr. Het Ram, Director of the Company Mr. Het Ram was appointed as director of the company w.e.f. 18.03.2010 by the Board. Further, considering the contribution of Mr. Het Ram 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 09th November, 2021 approved the increase in his 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 Mr. Het Ram, 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 2021-22: 1. Gross Revenue: Rs. 1028.25 Cr. 2. Profit after Tax: Rs. 10.01 Cr. Dividend: NIL 4. E.P.S: 5.44	
(5)	Foreign investments or collaborations, if any.	N.A	
II	Information about the Director		
	Background details	Mr. Het Ram aged 42 years is the promoter and director of our Company and an experienced professional. he has done Bachelor of Arts. he is an expert in Business operation and development of the Organization.	
(2)	Past Remuneration	The Remuneration drawn by Mr. Het Ram during the year 2020-21 as follows:	
		Salary	2,40,000
		HRA	93,750
		Conveyance	34,000
		Medical Allowance	20,000
		Other Allowance	12,250
		Total	4,00,000

(3)	Recognition of awards	N.A
(4)	Job Profile	He has been part of the group from past 10 years and an expert in Business operation and development of the Organization.
(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.	Mr. Het Ram is promoter of the Company and he has no relation with the any Director and key Managerial Personnel of the Company.
III	Other Information:	
(1)	Reasons of Loss or Inadequate profits	Company is not running in losses. The Company has started its manufacturing plant of winding wire, fine copper wires in October 2021 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, its expected to bring the profit in measurable terms.

The Board recommends this resolution set out in Item No. 08 of this notice for approval of the members. Mr. Het Ram a is 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
Managing Director
DIN: 02925990

Dated: 10th August, 2022