

Date : 27.10.2022

To

The Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex,

Bandra (East), Mumbai – 400051

NSE Symbol: RAJMET

Sub: Intimation of Date of Extra Ordinary General Meeting

Dear Sir/Madam,

We wish to inform you that the **Extra Ordinary General Meeting** of the Company will be held on Monday, **21st November, 2022** at **01:30 P.M.** through Video Conferencing (“VC”).

Register of Members and Share Transfer Books of the Company will remain close from Monday, 14th November, 2022 to Monday, 21st November, 2022 for the purpose of Extra Ordinary General Meeting.

Kindly consider and take our submission in your records.

Thanking You

Yours faithfully

For Rajnandini Metal Limited

Het Ram Digitally signed by Het Ram
Date: 2022.10.27 13:42:36
+05'30'

Het Ram

DIN: 02925990

Designation: Managing Director

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that **Extra Ordinary General Meeting (EGM)** of members of **Rajnandini Metal Limited** will be held on **Monday, 21st November, 2022** at **01:30 P.M.** through video conferencing (VS)/ other audio-visual means (OAVM) to transact the following business:

SPECIAL BUSINESS:

RESOLUTION NO-1

SUB DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS 10/- PER SHARE TO RS.1/- PER SHARE

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

“RESOLVED THAT:

1. Pursuant to the provisions of section 61(1)(d) and all other applicable provisions, if any, of the companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 47 and other enabling provisions of the Articles of Association of the Company and subject to the approvals, consent, permissions and sanctions as may be necessary from concerned authorities or bodies. Consent of Members be and is hereby accorded to sub divide each of the Equity Shares of the Company having a Face value of Rs. 10/- (Ten) each
In the authorized, Issued, Subscribed and Paid- up capital of the company be Sub divide into 10 (Ten) Equity Shares having a Face Value of Rs 1/- (One) each, with effect from the Record Date as may be fixed for the purpose.
2. Pursuant to the Sub-Division of equity Shares of the Company, all the issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- each of the company existing on the record Date to be fixed by company in consultation with The stock exchange where the Shares of the company are listed shall stand Sub- Divided into Equity Shares of Nominal value of Rs.1/- each fully Paid up.
3. Upon Sub Division of Equity Shares as aforesaid, 10(Ten) Equity Shares of the Face value of Rs.1/- each to be allotted in lieu of existing One (1) Equity Share of Rs. 10/- each Subject to the terms of Memorandum and Article of Association of the company and shall rank paripassu in all respects with the existing fully paid up Equity shares of Rs.10/- each of the company and shall be entitled to participate in Full after the Sub division Equity shares are allotted.
4. Upon the Sub division of the Equity Shares as aforesaid, the Existing share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in Physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the Dematerialized form,



the number of Sub-Divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository participants, in lieu of the existing credits representing the equity shares of the company before Sub –Division.

5. The Board of Director of the company (“the Board”), (Which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution”.

RESOLUTION NO-2

ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the members, be and is hereby accorded to replace Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association with the heading **“Matters Which Are Necessary For Furtherance Of The Main Objects Specified In Clause III (A).**

RESOLVED FURTHER THAT Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing Clause III (C) “Other Objects” of the Memorandum of Association of the Company be and is hereby deleted.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, to replace Clause IV by following:

“The Liability of the member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”



RESOLUTION NO-3

**ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION
CONSEQUENT UPON SUB DIVISION:**

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

“RESOLVED THAT:

pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the companies Act, 2013 (including any amendments there to re-enactment thereof) and the rules framed thereunder, the consent of Members of the company be is hereby accorder to alter the Authorized share capital of the company from existing Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000(Five Crore) Equity Shares of Rs.10/-each to Rs.50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore)Equity Share of Rs.1/- each .

The Memorandum of Association of the company be altered in the following manner i.e., existing clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as clause V

V. “The Authorised Share Capital of the Company is INR 50,00,00,000 (Indian Rupees Fifty Crores, only) divided into 50,00,00,000 (Fifty Crore) equity shares of INR 1.00 (Indian Rupees one) each”.

For the purpose of the giving effect to this resolution, the Board (which expression shall also include a committee thereof), be and is hereby authorized to do all such acts, deeds, mattes and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any committee thereof to give effect to the aforesaid resolution”.

**By Order of the Board
For Rajnandini Metal Limited**

Sd/-

Het Ram

Managing Director

DIN: 02925990

H.No. 307, Sector 21C

Faridabad, Haryana, 121012

**Place: Bawal
Date: 20.10.2022**



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 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 EGM/AGM through VC/OAVM.
2. 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM 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 EGM/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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM/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 will be provided by NSDL.
6. 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 EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/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.

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

The remote e-voting period begins on Friday, 18th November, 2022, at 9:00 A.M. and ends on Sunday, 20th November, 2022, at 5:00 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. Friday, 11th November, 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, being 11th November, 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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select





WIRES & CABLES

“Register Online for IDeAS” Portal or click at

<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

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 held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL

1. 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.
2. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. 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



RAJNANDINI METAL LIMITED

Regd Office : Plot No. 3E-17 B.P.,
N.I.T. Faridabad-121001 Haryana (INDIA)
Website : www.rajnandinimetal.com
CIN : L51109HR2010PLC040255

Corporate Office : Plot No. 344, Sector 3, Phase -II,
IMT Bawal 123501 (Haryana) (INDIA)
Tel.: : 01284-264194, 264196, 264197, 264198
E-mail : info@rajnandinimetal.com, hrsharma@rajnandinimetal.com

	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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL 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. Password details for shareholders other than Individual shareholders 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 1020 990 and 1800 22 44 30 or send a request to (Ms. Sarita Mote, Assistant Manager, NSDL) 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 securities 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. 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.

Place: Bawal
Date: 20.10.2022

By Order of the Board
For Rajnandini Metal Limited
Sd/-
Het Ram
Managing Director
DIN: 02925990
H.No. 307, Sector 21C
Faridabad, Haryana, 121012



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1:

SUB DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS 10/- PER SHARE TO RS.1/- PER SHARE

Presently the Authorised Share capital of the company is Rs.50,00,00,000/- (Rupees Fifty Crore Only) and its paid up share capital is Rs.27,64,80,000/- (Twenty Seven Crore Sixty Four Lakhs Eighty Thousand Only) consisting 2,76,48,000 (Two Crore Seventy Six Lakhs Forty Eight Thousand) Equity shares of Rs. 10/-(Rupees Ten) each. The equity shares of the company are listed and traded on NSE (National Stock Exchange).

In order to provide enhanced liquidity to the company's equity shares in the stock market and to make it more affordable for small investors, it is proposed to sub divide each shares of face value of Rs. 10/- into Ten Equity Share of the Face value of Rs 1/-each pursuant to the provisions of Section 61(1)(d) of the companies Act, 2013("the Act"), the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by Board after the approval of the members is obtained for the proposed sub- division.

In the opinion of the Board, proposed Sub division of the equity shares in the best interest of the company and its investors and therefore the board at its meeting held on 20th October, 2022, approved the aforesaid sub division subject to requisite approval of the members. There will not be any change in the amount of authorized, Subscribed and paid up Capital of the company consequent upon sub-division of equity shares.

The Sub-Division of equity shares proposed under business item No.1 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company as set out under item No. 2 of this Notice.

Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of members by way of Ordinary Resolution is required for Sub- Division and carrying out any amendment to the Memorandum and Articles of Association of the company.

None of the Director or Key Managerial Personnel of the company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Ordinary Resolution set out under Item no. 1 of the Notice for approval of the Members.

ITEM NO. 2

ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:

The members are informed that the existing Objects clause III of the Memorandum of Association of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C) Other objects.

In terms of Section 4 of the Companies Act, 2013, Objects clause III of the Memorandum of Association of the Company shall state the objects for which the company is incorporated and any matter considered necessary in furtherance of the objects thereof.

Hence, in view of the notification of Companies Act, 2013 and rules there under and repeal of Companies Act, 1956 and it is proposed to amend the existing Memorandum of Association of the company to align the same with the Companies Act, 2013.

Copy of existing and amended Memorandum of Association of the Company will be available for inspection by members during business hours at the registered office of the Company till the date of Extra Ordinary General Meeting.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

The Board recommends passing of this resolution set out at Item No. 2 for approval of members of the Company by way of Special Resolution.

ITEM NO.3

**ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION
CONSEQUENT UPON SUB DIVISION**

The aforesaid sub division of equity shares of Rs. 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of Rs.1/- (Rupees One only) each fully paid would require amendment to existing capital clause V of Memorandum of Association. After approval of resolutions set out at Item No. 1 the Board of Directors or committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at Registered office of the company during business hours on all working days up to the date of meeting. This item of Special business does not relate to or affects any other company.

The Board recommends passing the resolution, as an ordinary Resolution, with or without Modification.

None of the Directors or managers or key managerial persons or relatives of all the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

**By Order of the Board
For Rajnandini Metal Limited
Sd/-
Het Ram
Managing Director
DIN: 02925990
H.No. 307, Sector 21C
Faridabad, Haryana, 121012**

**Place: Bawal
Date: 20.10.2022**