



Rajnandini Metal Limited

CIN: L51109HR2010PLC040255

Registered Office: Plot No. 344, Sector 3, Phase II, IMT Bawal, Rewari, Haryana- 123501
Phone: 01284-264194; Email: info@rajnandinimetal.com; Website: www.rajnandinimetal.com

Notice of Postal Ballot

(Pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 and read with the Companies (Management & Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act 2013, as amended (hereinafter referred to as the “Act”) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), and the General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024, the latest being 03/2025 dated 22nd September 2025, and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) and other applicable laws, rules and regulations, for seeking approval of the Members of Rajnandini Metal Limited (hereinafter referred to as ‘the Company’), that the Resolutions as set out in this Notice is proposed for approval by the members of the Company (the “Members”) by means of Postal Ballot by voting through electronic means (‘remote e-voting’) only.

This Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent [“RTA”] and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, June 12, 2026 [“Cut-off date”]. Accordingly, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Please refer to detailed instructions for remote e-voting explained in notes to the Notice. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution seeking out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Abhishek Jain (Membership No. FCS 11233) (COP No-16592), of Abhishek J. & Co, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company has provided remote e-voting facility to its members to cast their votes electronically. The Company has engaged National Securities Depositories Limited (“NSDL”) to provide e-voting facility. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, June 17, 2026, and ends at 5:00 p.m. (IST) on Thursday, July 16, 2026.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon complete on of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on Friday, July 17, 2026. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.rajnandinimetal.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

Special Business

1. Re-appointment of Mr. Sanjeev Chhaudha (DIN: 08932721) as an Independent Director of the Company for a second term of 5 years with effect from November 06, 2025 to November 05, 2030

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in line with the Memorandum of Association and Articles of Association of the Company and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjeev Chhaudha (DIN: 08932721), who was appointed as an Independent Director of the Company and who holds the office of Independent Director up to November 05, 2025 and being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI Listing Regulations, has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from November 06, 2025 to November 05, 2030.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary or any Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

2. Re-appointment of Mr. Arun Sharma (DIN: 09107533) as an Independent Director of the Company for a second term of 5 years with effect from March 16, 2026 to March 15, 2031

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in line with the Memorandum of Association and Articles of Association of the Company and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Arun Sharma (DIN: 09107533), who was appointed as an Independent Director of the Company and who holds the office of Independent Director up to March 15, 2026 and being eligible and fulfilling the

criteria of independence as provided in the Act and the SEBI Listing Regulations, has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from March 16, 2026 to March 15, 2031.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary or any Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

3. Appointment of Mr. Ashok Kalra (DIN-09024019) as Chairman and Managing Director of the Company for a period of three (3) years w.e.f. February 27, 2026 to February 26, 2029.

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modifications thereof and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the Members hereby accord approval for the appointment of Mr. Ashok Kalra (DIN-09024019) as Chairman and Managing Director (Key Managerial Personnel) of the Company, not liable to retire by rotation, for a period of 3 (three) years with effect from February 27, 2026 to February 26, 2029 on following remuneration and terms & conditions as under-

REMUNERATION

i) Basic salary: Rs. 4,00,000 (Rupees Four Lacs only) per month.

ii) Car and Driver: The Company shall provide car(s) with driver(s) and telephone(s) for official and personal purposes.

iii) If any Premium paid on Director's and Officer's Liability policy taken by the company shall not be treated as part of the remuneration, unless he is proved guilty.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Ashok Kalra (DIN-09024019) as Chairman and Managing Director, the Company incurs losses or its profits are inadequate, the Company shall pay to Mr. Ashok Kalra (DIN-09024019) the above remuneration by way of Fixed salary, Perquisites, allowances and other benefits payable as a minimum remuneration, subject to complying with restrictions/requirements in this regard under relevant provision of the Companies Act, 2013 and related statutory regulations.

Other terms and conditions:

i) The Chairman and Managing Director shall not become interested or otherwise concerned directly or through his wife and/or children in any buying and selling agency of the Company in future without the prior approval of the Board of Directors or subject to such other approvals as may be considered necessary.

ii) The Chairman and Managing Director shall not be entitled to fees payable to Directors for attending Board and all other committees appointed by the Board.

RESOLVED FURTHER THAT Board be authorized to increase, vary or amend the remuneration including salary allowances, perquisites and other benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**By order of the Board of Directors
For Rajnandini Metal Limited**

Sd/-

**Manoj Kumar Jangir
Director**

DIN: 08069170

Place- Bawal

Date- May 20, 2026

Registered Office:

Plot No. 344, Sector 3 Phase II,
IMT Bawal, Rewari, Haryana- 123501
CIN: L51109HR2010PLC040255
Email: info@rajnandinimetal.com;
Website: www.rajnandinimetal.com
Phone: 01284-264194;

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice. Further, the relevant details, pursuant to Regulation 17(11) and 36(3) of the Listing Regulations and SS-2 respectively, in respect of Directors seeking appointment/ re-appointment is also annexed and forms part of the Notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, June 12, 2026 ("cut-off date"). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only Physical copies of the Notice are not being sent to the members for this Postal Ballot.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, June 12, 2026. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
5. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circular(s), your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same have been passed at a General

Meeting of the Members convened in this regard. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on July 16, 2026, being the last day of remote e-Voting.

6. The Notice is also available on the website of the Company at www.rajnandinimetal.com, on the website of stock exchanges i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of the NSDL i.e. www.evoting.nsdl.com.
7. All the relevant documents referred to in this Notice and explanatory statement shall be available for inspection by the members through electronic mode up to the last date specified for e-voting. The members may write to the Company at cs@rajnandinimetal.com in this regard.
8. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
9. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, June 12, 2026 (“**Cut-Off date**”). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting.
10. Members who have not registered their email IDs are requested to do so at the earliest. As the total shareholding in demat form, Members can register their email ID by contacting their respective Depository Participant(s) (“DP”).
11. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

Commencement of voting: Wednesday, June 17, 2026 at 09:00 am (IST)

End of voting: Thursday, July 16, 2026 at 05:00 pm (IST) (both days inclusive).

12. The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote by e-voting. Once the vote on a resolution is cast by the member, the Member shall not be allowed to change it subsequently.

13. INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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***
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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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.com. 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 shareholder 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.

By order of the Board
For Rajnandini Metal Limited
Sd/-
Manoj Kumar Jangir
Director
DIN: 08069170

Place: Bawal
Date: May 20, 2026

Registered Office:

Plot No. 344, Sector 3 Phase II,
IMT Bawal, Rewari, Haryana- 123501
CIN: L51109HR2010PLC040255
Email: info@rajnandinimetal.com;
Website: www.rajnandinimetal.com
Phone: 01284-264194;

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1: Re-appointment of Mr. Sanjeev Chhaudha (DIN: 08932721) as an Independent Director of the Company for a second term of 5 years with effect from November 06, 2025 to November 05, 2030

Mr. Sanjeev Chhaudha (DIN: 08932721) is currently an Independent Director of the Company, Chairperson of the Stakeholder Relationship Committee and member of Audit Committee and Nomination & Remuneration Committee. He was appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of five years from November 06, 2020 to November 05, 2025.

Pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), and the Articles of Association of the Company and in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on November 06, 2025, after taking into account the performance evaluation of Mr. Sanjeev Chhaudha during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, has approved the re-appointment of Mr. Sanjeev Chhaudha as a Non-executive Independent Director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years w.e.f., November 06, 2025 to November 05, 2030, subject to the approval of the members of the Company.

Mr. Sanjeev Chhaudha is a graduate from Delhi University and has a rich experience in business. He has quite a good experience of more than 15 years in the Copper industry. Over the years, he has been actively engaged in various facets of the copper business. His long career will give guidance to the Company in achieving targets in a dynamic and complex business environment.

In view of the above and based on his performance evaluation, and considering the significant contributions made by him during his first term as an Independent Director, the Nomination and Remuneration Committee (NRC) has recommended the re-appointment of Mr. Sanjeev Chhaudha as an

Independent Director of the Company for a second term of 5 (five) consecutive years with effect from November 06, 2025 to November 05, 2030 in accordance with the provisions of the Act and SEBI Listing Regulations.

In the opinion of the Board, Mr. Sanjeev Chhaudha fulfils the conditions specified under the Act and SEBI Listing Regulations for re-appointment as an Independent Director of the Company and he is independent of the management. Further, considering his background, experience and contributions made during his tenure, the Board is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail of his services as an Independent Director of the Company. Mr. Sanjeev Chhaudha had abstained from discussion and voting on the matter concerning his re-appointment during the Board meeting of the Company.

Further, the Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing his candidature for the office of Director.

The Company has also received consent from Mr. Sanjeev Chhaudha to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Sanjeev Chhaudha confirming that his name does not appear in the list of wilful defaulters issued by Reserve Bank of India.

The Company has also received a declaration from him that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Sanjeev Chhaudha had also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of the Independent Directors maintained by the Indian Institute of Corporate Affairs.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members and is also disclosed on the Company's website at "Terms and Conditions of Appointment".

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Sanjeev Chhaudha on the Board and accordingly recommends the Special Resolution as set out at Item No. 1 of the Notice for the approval by the Members.

Except Mr. Sanjeev Chhaudha and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution for his re-appointment, set out in Item No. 1 of this Notice.

Item No. 2: Re-appointment of Mr. Arun Sharma (DIN: 09107533) as an Independent Director of the Company for a second term of 5 years with effect from March 16, 2026 to March 15, 2031

Mr. Arun Sharma (DIN: 09107533) is currently an Independent Director of the Company, Chairperson of the Audit Committee, Nomination and Remuneration Committee & CSR Committee and member of Stakeholder Relationship Committee. He was appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of five years from March 16, 2021 to March 15, 2026.

Pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), and the Articles of Association of the Company and in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of

Directors in its meeting held on November 06, 2025, after taking into account the performance evaluation of Mr. Arun Sharma during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, has approved the re-appointment of Mr. Arun Sharma as a Non-executive Independent Director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years w.e.f., March 16, 2026 to March 15, 2031, subject to the approval of the members of the Company.

Mr. Arun Sharma is a B.Tech from the Delhi Institute of Technology Management & Research (DITMR) and has experience of more than 10 years in targeting assignments in Engineering, Capex Costing & Sourcing with an organization of high repute preferably in Automobile industry. He has a rich experience in Automobile Industries. He has wide experience and knowledge of Designing in Mechanical field.

In view of the above and based on his performance evaluation, and considering the significant contributions made by him during his first term as an Independent Director, the Nomination and Remuneration Committee (NRC) has recommended the re-appointment of Mr. Arun Sharma as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from March 16, 2026 to March 15, 2031 in accordance with the provisions of the Act and SEBI Listing Regulations.

In the opinion of the Board, Mr. Arun Sharma fulfils the conditions specified under the Act and SEBI Listing Regulations for re-appointment as an Independent Director of the Company and he is independent of the management. Further, considering his background, experience and contributions made during his tenure, the Board is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail of his services as an Independent Director of the Company. Mr. Arun Sharma had abstained from discussion and voting on the matter concerning his re-appointment during the Board meeting of the Company.

Further, the Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing his candidature for the office of Director.

The Company has also received consent from Mr. Arun Sharma to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Arun Sharma confirming that his name does not appear in the list of wilful defaulters issued by Reserve Bank of India.

The Company has also received a declaration from him that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Arun Sharma had also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of the Independent Directors maintained by the Indian Institute of Corporate Affairs.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members and is also disclosed on the Company's website at "Terms and Conditions of Appointment".

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Arun Sharma on the Board and accordingly recommends the Special Resolution as set out at Item No. 2 of the Notice for the approval by the Members.

Except Mr. Arun Sharma and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution for his re-appointment, set out in Item No. 2 of this Notice.

Item No. 3: Appointment of Mr. Ashok Kalra (DIN-09024019) as Chairman and Managing Director of the Company for a period of three (3) years w.e.f. February 27, 2026 to February 26, 2029.

Mr. Ashok Kalra has been appointed as Chairman cum Managing Director (Key Managerial Personnel) of the company for a period of three (3) years w.e.f. February 27, 2026, as per the terms and conditions as specified in the resolution. The Nomination and Remuneration Committee and the Board of Directors in their meeting(s) held on February 27, 2026 had approved the terms of appointment and remuneration of Mr. Ashok Kalra.

Mr. Ashok Kalra is the Executive Director of the company and has a rich experience in the business of metals. Mr. Ashok Kalra has done BBA and MSC. He assists in analytical project execution by delivering consistently on multiple and complex projects aligned to business priorities independently; develop/ own comprehensive end to end solutions to address any business problems.

The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 3 in the accompanying notice for the approval of the Members of the Company for the appointment of Mr. Ashok Kalra as Chairman cum Managing Director for a period of 3 (three) years with effect from February 27, 2026.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Ashok Kalra on the Board and accordingly recommends the Special Resolution as set out at Item No. 3 of the Notice for the approval by the Members.

Except Mr. Ashok Kalra and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution for his re-appointment, set out in Item No. 3 of this Notice.

The details as required under Regulation 36(3) of Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India are as below:

Sr. No.	Name of the Director	Sanjeev Chhauudha	Arun Sharma	Ashok Kalra
1.	DIN	08932721	09107533	09024019
2.	Date of Birth	06-07-1978	12-02-1990	21-05-1995
3.	Age (in years)	47 years	36 years	30 years
4.	Date of First Appointment	06-11-2020	16-03-2021	12-01-2021
5.	Qualifications	Bachelor of Arts (BA)	B-Tech from the DITMR.	BBA, MSC
6.	Experience (including expertise in specific functional area) /Brief Resume	Mr. Sanjeev Chhauudha is a graduate and has a rich experience in business. He has quite a good experience of more than 15 years in the Copper industry. Over the years, he has been actively engaged in various facets of the copper business. His long career will give guidance to the Company in achieving targets in a dynamic and complex business environment.	Mr. Arun Sharma has an experience of more than 10 in targeting assignments in Engineering, apex Costing and Sourcing with an organisation of high repute preferably in automobile industry. He has wide experience and knowledge of Designing in Mechanical field.	Mr. Ashok Kalra is the Executive Director of the company and has a rich experience in the business of metals. He assists in analytical project execution by delivering consistently on multiple and complex projects aligned to business priorities independently; develop/ own comprehensive end to end solutions to address any business problems.
7.	Key terms and conditions of appointment/ re-appointment	Proposed to be re-appointed as an Independent Director for a second term of 5 (five) consecutive years from November 06, 2025 to November 05, 2030, not liable to retire by rotation.	Proposed to be re-appointed as an Independent Director for a second term of 5 (five) consecutive years from March 16, 2026 to March 15, 2031, not liable to retire by rotation.	Appointment as Chairman and Managing Director of the Company for a period of 3 years w.e.f. February 27, 2026 to February 26, 2029.
8.	Remuneration last drawn, if applicable	Total remuneration drawn till the date of this notice is Rs. 0.88 lakhs as sitting fees for FY 25-26.	Total remuneration drawn till the date of this notice is Rs. 0.96 lakhs as sitting fees for FY 25-26.	Total remuneration drawn till the date of this notice is Rs. 45.58 lakhs as salary for FY 25-26.
9.	Remuneration proposed to be paid	He will be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors.	He will be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors.	Rs. 48,00,000/- p.a.
10.	Shareholding in the Company as on the date of Notice	Nil	Nil	1500 Equity Shares
11.	Relationship with other Directors/ Key Managerial Personnel(s)	Mr. Sanjeev Chhauudha has no relationship with Directors of the Company.	Mr. Arun Sharma has no relationship with Directors of the Company.	Mr. Ashok Kalra has no relationship with Directors of the Company.
12.	Number of Board meetings held and attended during the FY 25-26	8 of 8 (Eight of Eight)	8 of 8 (Eight of Eight)	8 of 8 (Eight of Eight)

	(till the date of this notice)			
13.	Directorships of other Boards as on the date of Notice	Nil	Nil	Viraj Technology India Ltd
14.	Members/Chairman of Committees of Rajnandini Metal Ltd.	Chairman of Committee- Stakeholder Relationship Committee Member of Committee- Audit Committee Nomination and Remuneration Committee	Chairman of Committee- Audit Committee Nomination and Remuneration Committee Member of Committee- Stakeholder Relationship Committee	Member of Committee- CSR Committee
15.	Member/Chairman of Committee of other Boards of Directors in which he is a Director	Nil	Nil	Nil
16.	Name of Listed entities from which the Director has resigned in the past 3 years	Nil	Nil	Nil

**By order of the Board
For Rajnandini Metal Limited
Sd/-
Manoj Kumar Jangir
Director
DIN: 08069170**

**Place: Bawal
Date: May 20, 2026**

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