

**RAJNANDINI METAL LIMITED**  
**Regd. Office: 3E/17, B.P., NIT, Faridabad - 121001**

**NOTICE**

Notice is hereby given that 8<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 23<sup>rd</sup> August, 2018 at 11:00 A.M at the registered office of the Company to transact the following business: -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the company for the year ended 31<sup>st</sup> March, 2018 together with the Report of the Directors and Auditor's thereon and in this regard, pass the following resolution as ORDINARY RESOLUTION:

“**RESOLVED THAT** the audited financial statements of the Company for the year ended March, 2018 and the reports of the Board of Directors and Auditors a thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Statutory Auditor and in this regard to consider and if thought fir, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the section 139 of the Companies Act, 2013 and other applicable provisions, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re- enactment thereof, for the time being in force), M/s SANMARKS & ASSOCIATES, Chartered Accountant, Faridabad, having ICAI registration no. 003343N be and is hereby ratified by the members of the Company for the financial year 2018-19 be and is hereby ratified as may be decided by the Board of the Company in consultation with statutory auditor of the Company.”

**SPECIAL BUSINESS:**

3. **Appointment of Mr. Surender Sharma (DIN: 08074623) as an Independent Director of the Company**

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

“**RESOLVED THAT** Mr. Surender Sharma(DIN: 08074623) who was appointed by the Board Meeting as an Additional Director (Independent Director) of the company w.e.f. 26<sup>th</sup> February 2018 who holds office up to the date of this Annual General Meeting of the company in terms of section 161 of the companies Act 2013 but who is eligible for appointment and has consented to act as a Director of the Company 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 Director of the Company, be and is hereby appointed a Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr Surender Sharma a non-Executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 26<sup>th</sup> February 2018 to 25<sup>th</sup> February 2023”.

4. **Appointment of Mr. Shiv Kumar (DIN: 08139628) as an Independent Director of the Company**

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

“**RESOLVED THAT** Mr. Shiv Kumar (DIN: 08139628) who was appointed by the Board Meeting as an Additional Director of the company w.e.f. 22<sup>nd</sup> May, 2018 who holds office up to the date of this Annual General Meeting of the company in terms of section 161 of the companies Act 2013 but who is eligible for appointment and has consented to act as a Director of the Company 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 Director of the Company, be and is hereby appointed a Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Shiv Kumar a non-Executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 22<sup>nd</sup> May, 2018 to 21<sup>st</sup> May, 2023.

5. **Approval of contact/arrangement for material related party transactions with various related parties.**

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

**“RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore for the time being in force) and also pursuant to the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2018-19 of a value of Rs. 44.68 crores.

**RESOLVED FURTHER THAT** Mr. Het Ram, Managing Director of the company be and is hereby severally authorized to take necessary actions and to complete all legal formalities related thereto”.

**6. Approval of rectifying the errors in the list of shareholders as on 31.03.2017**

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

**“RESOLVED THAT** the approval of member of the Company hereby accorded to correct the wrongly filed attachment of the list of shareholder in the E-form MGT-7 for the financial year 2016-17 in by correcting it via filling of E- form MGT-14 with the list of shareholders for the financial year 2016-17.”

**“RESOLVED FURTHER THAT** any Director of the company be and are hereby authorized to sign any e-forms to be filed with the Registrar of the Companies, Regional Director, Company Law Board, Central Government or any other statutory authority and file the same and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

**By Order of the Board of Directors  
RAJNANDINI METAL LIMITED**

**Sd/-  
Het Ram  
Managing Director  
DIN : 02925990  
Add: H. No. 307,  
Sector – 21C,  
Faridabad, July 30, 2018**

**Registered Office:  
3E/17, B.P., NIT  
Faridabad – 121001  
CIN: U51109HR2010PLC040255  
Website: [www.rajnandinimetal.com](http://www.rajnandinimetal.com)  
Email: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com)  
Tel: 0129-4074043**

**NOTES:**

- 1. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD TO HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER.**
- 2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Form of Proxy is enclosed**  
**CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE(S) TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY A DULY CERTIFIED BOARD RESOLUTION AUTHORIZING THEIR SAID REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.**
- 3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to item no. 05 of the notice is annexed hereto and forms part of this notice.**
- 4. The notice is being sent to all the Members, whose name appeared in the Register of Members as on 22.05.2018 (“Record Date”). The Notice of the Meeting is also displayed/posted on the website of the Company [www.rajnandinimetal.com](http://www.rajnandinimetal.com) .**
- 5. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the meeting.**
- 6. A Route map showing directions to reach the venue of the Annual General Meeting is given on end of this AGM Notice as per the requirement of the Secretarial Standards – 2 on “General Meeting”.**
- 7. Appointment / Re-appointment of Directors The information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the appointment/re-appointment of Directors is as under:**

Name of the Director	HET RAM	MITHLESH SHARMA	SURENDER SHARMA	SHIV KUMAR
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board of the company	18 <sup>th</sup> March 2010	18 <sup>th</sup> March, 2010	26 <sup>nd</sup> February, 2018	22 <sup>nd</sup> February, 2018
Qualification	Graduation	Graduation	Post Graduation	Graduation
Experience	15 years	7 Years	15 Years	10 Years
Expertise in functional Areas				
Directorship held in other companies	Lovani Marketing & Advertising Private Limited	Lovani Marketing & Advertising Private Limited	NA	NA
Chairman/member of the committee(s) of the Board of Directors of the company and other listed companies	NA	NA	NA	NA
Number of shares held in the company	24,97,440	20,02,060	NA	NA
Last drawn remuneration (per annum)	Rs. 24 Lakhs	Rs. 6 Lakhs	NA	NA
Number of Board Meeting attended during the year	9	9	2	0
Relationship with other Directors, Manager and other Key Managerial Personnel	Husband of Mrs. Mithlesh Sharma	Wife of Mr. Het Ram	NA	NA

**RAJNANDINI METAL LIMITED**  
**Regd. Office: 3E/17, B.P., NIT, Faridabad - 121001**

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

**ITEM NO. 03:**

**Appointment of Mr. Surender Sharma (DIN: 08074623) as an Independent Director of the Company**

Mr. Surender Sharma(DIN: 08074623) was appointed as an Additional Director (Independent Director) of the Company with effect from 26<sup>th</sup> February 2018 by the Board of Directors under Section 161 of the Act and Article 129 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Surrender Sharma holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Surender Sharma appointed as Independent Director.

**Qualifications**

In terms of Section 149 and other applicable provisions of the Act, Mr. Surender Sharma is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

**ITEM NO. 04:**

**Appointment of Mr. Shiv Kumar (DIN: 08139628) as an Independent Director of the Company**

Mr. Shiv Kumar (DIN: 08139628) was appointed as an Additional Director (Independent Director) of the Company with effect from 22<sup>nd</sup> May 2018 by the Board of Directors under Section 161 of the Act and Article 129 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Shiv Kumar holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Shiv Kumar appointed as Independent Director.

**Qualifications**

In terms of Section 149 and other applicable provisions of the Act, Mr. Shiv Kumar is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

**ITEM NO. 05:**

**Approval of contact/arrangement for material related party transactions with various related parties.**

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

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

Sr. No.	Name of Related Party	Relationship	Maximum Value of Transactions per annum (Rs. in lakhs)	Nature and Material Terms/Particulars of the contract or arrangement
	Loveni Marketing & Advertising Pvt. Ltd.	Two Directors are interested as they are Directors in the Board of the Company	1.5 Crore	No business transactions

	Het Ram HUF	One Director is interested as he is director in the Board of the Company	1.5 Crore	No business transactions
	Atma Ram Sharma HUF		1.5 Crore	No business transactions
	Haryana Metal Traders (PF)	One Director is interested as he is director in the Board of the Company	40 Crore	Sale and purchase
	Mrs. Mithlesh Sharma	Director	18 Lacs	Rent paid by the Company to Mrs. Mithlesh Sharma

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Het Ram, Mrs. Mithlesh Sharma
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the Contract or Arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

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

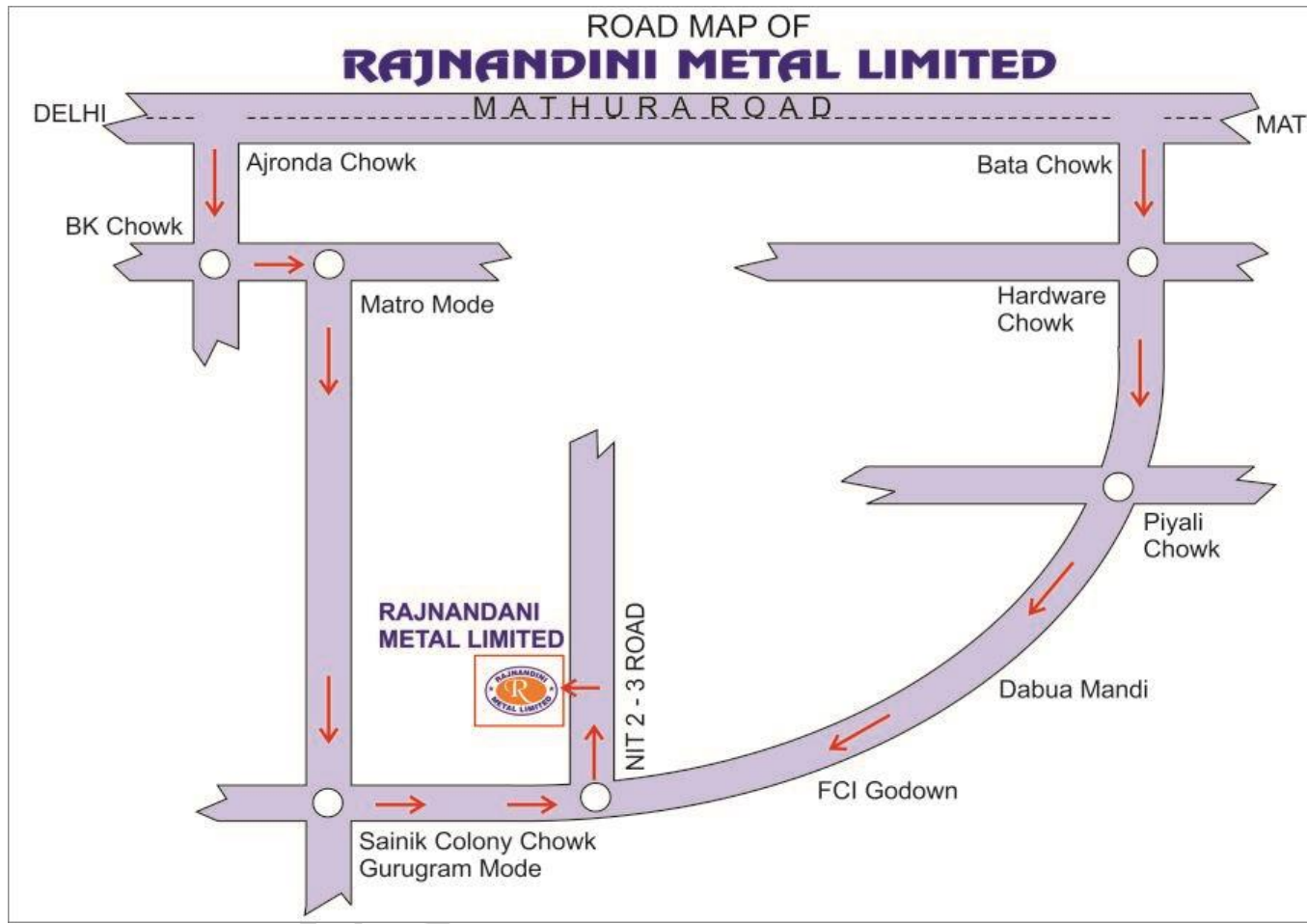
The Board recommends this resolution set out in Item No. 05 of this notice for approval of the members.

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

#### **Item No. 06**

##### **Approval of rectifying the errors in the list of shareholders as on 31.03.2017**

The Board is inform to the shareholders of the Company that after identified the mistake happened in the annual return of the financial year 2016-17 in the attached wrong shareholder list with E - form MGT-7 filed on 09.01.2018 vide SRN G73001984, the Board of Directors of the Company desire to correct the mistake through filing of e-form MGT-14 with the consent of the shareholders of the Company.



RAJNANDINI

# RAJNANDINI METAL LIMITED

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

Ph: 0129-4074043

E-mail: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com)

Website- [www.rajnandinimetal.com](http://www.rajnandinimetal.com)

CIN: U51109HR2010PLC040255

## Form No. MGT-11

### PROXY FORM

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

#### 8<sup>th</sup> ANNUAL GENERAL MEETING - AUGUST 23, 2018

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

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

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

as my/our **proxy** to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 23<sup>rd</sup> August, 2018 at 11:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	RESOLUTIONS	Tick appropriately
	<b>ORDINARY RESOLUTION</b>	
1.	To receive, consider and adopt the Audited Balance sheet as at 31st March, 2018, Statement of Profit and Loss and Cash flow statement for the year ended 31 <sup>st</sup> march, 2018 together with the report of Directors and Auditors thereon.	For/Against
2.	To rectify the appointment of statutory auditor	For/Against
3.	To appointment of Mr. Surender Sharma as Independent Director	For/Against
4.	To appointment of Mr. Shiv Kumar as Independent Director	For/Against
5	To rectify the error in the list of shareholder as on 31.03.2017	For/Against
	<b>SPECIAL RESOLUTION</b>	
1	Approval of contact/arrangement for material related party transactions with various related parties.	For/Against

AFFIX  
Revenue  
Stamp of  
Rs.1

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

(Signature across the stamp)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. For the Resolutions, explanatory statement and notes please refer to the Notice of the 25<sup>th</sup> Annual General Meeting.

# RAJNANDINI METAL LIMITED

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

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CIN: U51109HR2010PLC040255

## ATTENDANCE SLIP

8<sup>th</sup> ANNUAL GENERAL MEETING - AUGUST 23, 2018

<b>Members' Name and Address details</b>	
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<b>Reg. Folio No.</b>	
<b>DP &amp; Client No.</b>	
<b>No. of Shares Held</b>	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 8<sup>th</sup> Annual General Meeting of the Company at its registered office at 3E/17, B.P., N.I.T, Faridabad - 121001 on Thursday, 23<sup>rd</sup> August, 2018 at 11:00 AM

Member's Name: \_\_\_\_\_ Proxy's Name: \_\_\_\_\_ Member's/Proxy's Signature \_\_\_\_\_