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**RAJNANDINI  
METAL  
LIMITED**

# **ANNUAL REPORT**

**13<sup>TH</sup> ANNUAL GENERAL MEETING**



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

# CORPORATE INFORMATION

## Board Of Directors



**Het Ram**  
Chairman And  
Managing Director



**Ashok Kalra**  
Executive Director



**Manoj Kumar  
Jangir**  
Executive Director &  
Chief Financial Officer



**Anjali**  
Non Executive And  
Independent Director



**Arun Sharma**  
Non Executive And  
Independent Director



**Sanjeev Chhaudha**  
Non Executive And  
Independent Director

## Key Managerial Personnel



**Yogender Kumar  
Sharma**  
Company Secretary

<b>Statutory Auditor</b>	Sanmarks & Associates Chartered Accountants
<b>Internal Auditor</b>	V V S G & Associates Chartered Accountants
<b>Secretarial Auditor</b>	Abhishek J & Co. Company Secretaries
<b>Registrar To The Company</b>	Bigshare Services Private Limited
<b>Bankers To The Company</b>	ICICI Bank Limited Axis Bank Limited South Indian Bank



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## CHAIRMAN'S SPEECH



**HET RAM**  
**CHAIRMAN AND MANAGING DIRECTOR**

**Dear Valued Shareholders,**

On behalf of the Board of Directors of your Company, it is great pleasure for me to extend a very warm welcome to each one of you at the 13<sup>th</sup> Annual General Meeting of your Company.

At RML, we consider ourselves fortunate to be significantly ahead of the curve in terms of scale and efficiency, a testament to our ability to respond and navigate complexities in a timely fashion. As we regain our operational momentum, I am certain we will be able to reach newer heights. Upon reflection, I can confidently say that in the past year, RML has delivered on all fronts. We were able to execute our growth strategy in a manner that created exponential value for all stakeholders while consistently delivering on our promises to produce stronger and more sustainable products.

The global economy continues to pull itself out of the pandemic triggered shock. It does so amid a complex environment marked by the ongoing conflict in Ukraine, geo-economic fragmentation, soaring interest rates, and looming risks of a banking contagion. Reflecting these concerns, the International Monetary Fund (IMF) expects global economic growth to dip from 3.4% in 2022 to 2.8% in 2023. Developed countries are predicted to experience a more pronounced deceleration, their aggregate growth stumbling to just 1.3% in 2023 – the slowest pace in a decade, excluding the pandemic-impacted 2020. On the brighter side, China's economy marches towards normalisation after lifting its Covid-related restrictions. Both China and India are set to significantly contribute to global economic growth in 2023, providing a much-needed stimulus as developed economies grapple with challenges.

India's economic narrative paints a much brighter picture. With a government-led push to infrastructure investments and pragmatic policies such as the production-linked incentives scheme, private capex has seen a surge. This rise triggers a multi-year boom, providing valuable support to economic growth in the face of softening global demand. A decadal reshaping of supply chains is underway. As global corporations start to look at countries across Asia as part of their China + 1 strategies, India is well-positioned to benefit. The dynamism of its tech-based 'new economy' enterprises and the expanding digitisation across sectors supports India's growth momentum. The Reserve Bank of India (RBI) projects India's economy to grow 6.1% in 2023 and 6.5% in 2024, demonstrating the nation's resilience amidst subdued global economic conditions. Inflation has peaked globally and in India. Easing inflation, robust foreign exchange reserves, and improving bank assets' quality provide a cushion against potential destabilising events in global

markets.

A vital component of the rise of any industrial ecosystem is the presence of a confident and skilled workforce. This year, India surpassed China in population and already has the largest and youngest working-age population globally. The lessons learnt from the transformations of other economies through the last few decades point to the importance of this demographic dividend. In the grand theatre of global economic evolution, India is not a mere spectator but a charismatic lead.

I have no doubt that the Indian growth story will continue to build on its upward trajectory, fueled by a sizeable human capital base, robust domestic consumption and ever-expanding manufacturing capabilities. The government is moving to increase share of manufacturing in GDP to 25% by 2030, Global supply chains are witnessing realignment, with a China+1 sourcing approach, as buyers balance cost and stability, benefiting India. The scale, quality and speed at which India is building infrastructure – metros, airports, freight corridors, high- speed trains, and road networks will further enhance productivity and accelerate growth.

Despite the prevailing uncertainty, our team rallied to deliver a strong operational performance, a testament to our well-defined strategic framework in place alongside superior execution capabilities.

RML's unrelenting focus on doing 'Better Everyday' has resulted not only in our superior financial performance, but the ability to deliver on equally important ESG targets, thus increasing shareholder value over time. Our ambitions are supported by a structurally positive outlook for copper demand and pricing, driven by massive infrastructure outlay, controlled expansions in China and a wave of environmental restrictions that are resulting in capacity moderation across the world.

Finally, my sincere thanks to the entire RML team who worked tirelessly to deliver the highest levels of service over this past year; as reflected in our performance; and continue to progress with optimism on what we can achieve.

I look forward to your continued support as we embark on this new phase of growth - one that will not only build a stronger future for India but also contribute to a cleaner, greener planet for generations to come.

Sd/-

**Het Ram**

**Chairman & Managing Director**

**DIN: 02925990**

**Dated: August 24, 2023**

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRTEEN (13<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNANDINI METAL LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 22, 2023 AT 01:30 P.M. THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company and Report of the Board of Directors and the Auditors thereon, and, if thought fit, to pass the following resolutions as **ORDINARY RESOLUTIONS:**

**Audited standalone financial statements of the company for the financial year ended March 31, 2023.**

**“RESOLVED THAT** the audited standalone financial statements of the Company including the balance sheet as at March 31, 2023, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mr. Ashok Kalra (DIN:09024019), who retires by rotation and being eligible offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ashok Kalra (DIN:09024019), who retires by rotation at this meeting and being eligible for himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2023-24 and fix their remuneration:**

To consider and if thought fit to pass with or without modifications, the following resolution as **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), in pursuance to recommendation of Board and in pursuance to the resolution passed by the members of the Company at the Annual General Meeting held on July 26, 2019 for appointment of M/s. Sanmarks & Associates, Chartered Accountant, Faridabad, FRN 003343N, as Statutory Auditors of the Company for a block of subsequent five financial year ending 31<sup>st</sup> March, 2024, the appointment of M/s. Sanmarks & Associates, Chartered Accountant, Faridabad, FRN 003343N as Statutory Auditor of the company for conducting the Statutory Audit for the Financial year 2023-24 be and is hereby ratified and approved.”

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



## **SPECIAL BUSINESS:**

### **4. Fixation of the remuneration of the Cost Auditors of the company for the FY 2023-2024.**

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

**“RESOLVED THAT** pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 1,25,000/- plus applicable taxes inclusive of all out-of-pocket expenses and on terms and conditions as may be mutually agreed to between the Board of Directors and M/s Vandana Bansal & Associates, (Registration No. 100203) Cost Accountants, Cost Auditors of the Company for the financial year commencing from April 1, 2023 till March 31, 2024.”

### **5. Re-appointment of Mr. Het Ram (DIN: 02925990) as Chairman cum Managing Director of the Company for a period of five (5) years w.e.f. August 1, 2023 to July 31, 2028.**

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 reappointment of Mr. Het Ram (DIN: 02925990) as Chairman cum Managing Director (Key Managerial Personnel) of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from August 01, 2023 till July 31, 2028 on following remuneration and terms & conditions as under-

#### **REMUNERATION**

- i) Basic salary: Rs. 7,00,000 (Rupees Seven 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.
- ii) 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.
- iv) Bonus: The Chairman cum Managing Director will also be entitled to annual bonus which shall be computed subject to ceiling under Section 197 of the Companies Act, 2013 of 5% (Five percent) of the net profits computed in accordance with Section 198 of the Companies Act, 2013 reduced by the remuneration actually paid and perquisites (if any) actually reimbursed to him.

**RESOLVED FURTHER THAT** pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members hereby accord approval to the payment of remuneration which may exceed Rupees Five (5) crores or 2.5% of the net profits (computed in the manner laid down in section 198 of the Companies Act, 2013), whichever is higher, during his term of

office, which shall be within the permissible limits of 5% of the net profits individually and 11% of the net profits collectively payable to all the Directors as calculated in accordance with Section 198 of the Companies Act, 2013 or any amendments thereto or any other provisions may be applicable.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Het Ram as Chairman cum Managing Director, the Company incurs losses or its profits are inadequate, the Company shall pay to Mr. Het Ram 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 cum 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 cum 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."

**For and on behalf of Board of Directors**

**For Rajnandini Metal Limited**

Sd/-

**Het Ram**

**Chairman & Managing Director**

**DIN: 02925990**

**Dated: August 24, 2023**

**Place: Bawal**



## NOTES

In view of the continuing COVID-19 pandemic and pursuant to Circular No. 14/2020 dated April 08, 2020 and 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, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 13<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 13<sup>th</sup> AGM shall be the Registered Office of the Company. Members can attend and participate in the ensuing AGM through VC/OAVM.

This notice is sent to all the members whose name appears as on August 25, 2023 in the Register of Members.

1. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 13<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by email, to all the Shareholders whose e mail IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 13<sup>th</sup> AGM of the Company will also be available on the website of the Company at [www.rajnandinimetal.com](http://www.rajnandinimetal.com). The same can also be accessed from the website of the Stock Exchange i.e. NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23 and Notice of the 13<sup>th</sup> AGM of the Company, he/ she may send request at [cs@rajnandinimetal.com](mailto:cs@rajnandinimetal.com) mentioning DP ID and Client ID.
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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 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 AGM will be provided by NSDL

6. Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their names, demat account no., email ID, mobile number at [cs@rajnandinimetal.com](mailto:cs@rajnandinimetal.com) during the period September 19, 2023 9.00 AM till September 21, 2023 5.00 PM. Same will be replied by the Company suitably.
7. An Explanatory Statement pursuant to under section 102 of the Companies Act, 2013 setting out the material facts and reason for the proposed Special Resolutions at item no. 6 as appended herein below.
8. The Register of Members and the Share Transfer books of the Company will remain closed from, Friday, September 15, 2023 to Friday, September 22, 2023 (both days inclusive).
9. The Board of Directors has appointed Mr. Abhishek Jain, Company Secretary (Membership No. FCS-11233), as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
10. Members are requested to intimate changes, if any, to their Depository Participants (DPs) pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
11. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts.
12. Since the AGM will be held through VC/OAVM Facility, the Proxy Form, Attendance Slip and Route Map are not annexed in this Notice.
13. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed w.r.t. the Meeting.
14. In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on September 15, 2023 (End of Day) being the cut-off date fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited. The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on September 15, 2023 i.e. cut-off date for the purpose. Person who is not a member as on the cut-off date should treat this Notice for information purposes only. The instructions to E-voting form part of Notice.
15. Members attending the meeting, through VC / OAVM facility, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, through VC / OAVM

facility, but shall not be entitled to cast their vote again.

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

The remote e-voting period begins on Tuesday, September 19, 2023 at 9:00 A.M. and ends on Thursday, September 21, 2023 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 15, 2023, 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, September 15, 2023.

Persons who have acquired shares and become members of the Company after electronic dispatch of Notice of AGM but before cut-off date of September 15, 2023 may obtain their USER ID and password for e-voting from Bigshare Services Pvt. Ltd. via email at mukesh@bigshareonline.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing USER ID and password for casting your vote.

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

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*



**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile Number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re- directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to</li></ol>



	<p>register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp</a>.</p> <ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></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>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>

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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. *Cast your vote electronically*.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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](mailto:csabhishek2@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Who will also address the grievances connected with voting by electronic means.

**Process for those shareholders whose email ids are not registered with the depositories for procuring userid 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](mailto: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](mailto:cs@rajnandinimetal.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding security in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@rajnandinimetal.com](mailto:cs@rajnandinimetal.com). The same will be replied by the company suitably.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Soni Singh, Assistant Manager, NSDL, at designated e-mail IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), who will address the grievances related to electronic voting.





The information is required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting, in relation to the appointment/re-appointment at ensuing Annual General Meeting of Directors as under-

Item No.	2	5
<b>Name of Director</b>	<b>Mr. Ashok Kalra</b>	<b>Mr. Het Ram</b>
DIN	09024019	02925990
Nationality	Indian	Indian
Date of Birth/Age	21-05-1995/ 26 years	15-03-1980/ 43 years
Date of Appointment	12.01.2021	18.03.2010
Qualification, Experience and brief profile	BBA, 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.	Bachelor of Arts (BA). Mr. Het Ram is the Promoter and Managing Director of the Company and has a rich experience of more than 20 years in the field of metal industry and is running the Company since incorporation. He is an expert in Business operation and development of the Organization.
Terms and conditions of appointment/ re-appointment	Re-appointment as Executive Director, liable to retire by rotation.	Re-appointment as Chairman cum Managing Director of the Company for a period of 5 years w.e.f. August 01, 2023.
Details of remuneration last drawn (2022-2023)	23,10,00/-	84,00,000/-
No. of Board Meetings attended during the year	11/11	10/11
Directorship held in other listed companies (along with listed entities from which the person has resigned in the past three years)	Nil	Nil
Chairman/Member of the Committees(s) of Listed Companies	Member of CSR Committee of the company.	Member of Stakeholder Relationship Committee and CSR Committee of the company.
Number of Shares held in the Company	1,500	20,24,77,500
Inter-se relationship between Directors and other Key Managerial Personnel	NA	NA

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013 and  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### **Item No.: 4 Fixation of remuneration of M/s Vandana Bansal & Associates, Cost Auditors**

M/s Vandana Bansal & Associates, Cost Accountants (Firm registration No: 100203) were appointed as the Cost Auditors of the Company by the Board at its meeting held on August 24, 2023 for the financial year 2023-2024, as recommended by the Audit Committee.

The Board of your company thought fit to fix the remuneration of Rs. 1,25,000/- plus applicable taxes inclusive of all out-of-pocket expenses, subject to the approval of the members.

M/s Vandana Bansal & Associates, Cost Accountants are not related to any director of the Company. None of the Directors and/or KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for the approval of the shareholders.

### **Item No: 5 Re-appointment of Mr. Het Ram (DIN: 02925990) as Chairman cum Managing Director of the Company for a period of five (5) years w.e.f. August 1, 2023 to July 31, 2028.**

Mr. Het Ram has been re-appointed as Chairman cum Managing Director (Key Managerial Personnel) of the company for a period of five (5) years w.e.f. August 01, 2023, 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 July 26, 2023 had approved the terms of re-appointment and remuneration of Mr. Het Ram.

Mr. Het Ram is the Founder, Promoter and Chairman of the Company since its inception. Mr. Het Ram has more than two decades of experience in promoting and running successfully the organization. His business experiences over this period have been extensive, which includes commercial, industrial, and investment activities. He is an expert in Business operation and development of the Organization.

The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 5 in the accompanying notice for the approval of the Members of the Company for the re-appointment of Mr. Het Ram as Chairman cum Managing Director for a period of (five) 5 years with effect from August 01, 2023.

Except Mr. Het Ram, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is interested in the aforesaid resolution.

**For and on behalf of Board of Directors**

**For Rajnandini Metal Limited**

**Sd/-**

**Het Ram**

**Chairman & Managing Director**

**DIN: 02925990**

**Date: August 24, 2023**

**Place: Bawal**

## **RAJNANDINI METAL LIMITED**

(CIN: L51109HR2010PLC040255)

Registered Office: Plot No. 344, Sector – 3, Phase – II, IMT Bawal, Rewari, Haryana -123501

### **DIRECTORS' REPORT**

**To**

**The Members,**

The Board of Directors are pleased to present the 13<sup>th</sup> Annual Report of the Company together with the audited Financial Statements for the year ended March 31, 2023.

#### **1. THE STATE OF THE COMPANY AFFAIR**

Our Company has a manufacturing unit spread in 2 acres of land situated at Plot no. 344, Sector – 3, Phase – II, IMT Bawal – 123501 solely dedicated for production of Copper products. Our Company is rapidly growing in manufacturing of copper products. Copper is the most widely used conductor in many kinds of electrical wiring. Copper has the lowest resistance to the flow of electricity of all non-precious metals. With the use of highly sophisticated technology and imported machinery, we are a pioneer in manufacturing of high-grade Copper Continuous Casting Rods which does not only have a uniform high electrical conductivity but also ensures maximum efficiency in conducting Electrical power and signals.

#### **2. FINANCIAL PERFORMANCE**

##### **➤ REVENUE**

The total income achieved by your Company during the FY 2022-23 was Rs. 1039.05 crores against the total income of Rs. 1029.50 crores achieved during last fiscal. Operating income for the current year increased to Rs. 1028.88 crores against Rs. 1028.25 crores during last fiscal.

##### **➤ EXPENSES**

The total expenditure for the FY 2022-23 amounted to Rs. 1017.93 crores as against expenditure of Rs. 1015.35 crores during last fiscal.

##### **➤ PROFIT**

During the FY 2022-23, your Company earned net profit after tax of Rs. 13.68 crores against the net profit after tax of Rs. 10.02 crore during last fiscal.

##### **➤ SHARE CAPITAL**

During FY 2022-23 your Company has increased its Authorized Share Capital and Issue Bonus Shares.

The details are as follows:

#### **INCREASE IN AUTHORIZED AND PAID-UP CAPITAL**

Nature	Authorized Share Capital			Paid-Up Share Capital		
	No. of Shares	FV (in Rs.)	Total	No. of Shares	FV (in Rs.)	Total
Shares as on March 31, 2022	2,00,00,000	10	20,00,00,000	1,84,32,000	10	18,43,20,000



Shares as on March 31 ,2023	50,00,00,000	1	50,00,00,000	27,64,80,000	1	27,64,80,000
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### 3. FINANCIAL HIGHLIGHTS

Particulars	Year Ended 31.03.2023 (Rs. in Lakhs)	Year Ended 31.03.2022 (Rs. in Lakhs)
Revenue from operations	1,02,888	1,02,825
Other income	1,017	125
Profit Before Finance Cost, Depreciation & Amortization, Other Expenses and Taxation	5,441	4,008
Less: Finance Cost	728	397
Less: Depreciation and amortization	119	114
Less: Other Expenses	2,482	2,082
Profit Before tax	2,112	1,415
Less: Provision for tax	-	-
Current Tax	710	367
Deferred Tax	34	46
<b>Net Profit for the Year</b>	<b>1,368</b>	<b>1,002</b>
Less: Income Tax Paid for earlier year	-	-
Add: Other Comprehensive Income	-	-
Total Comprehensive Income	1,368	1,002
Interim Dividend paid	184	-

### 4. DIVIDEND

During the year, the Board of Directors had declared Interim Dividend of Rs. 1.00/- per equity share of face value of Rs. 10/- each on August 01, 2022 which has been paid on August 25, 2022.

### 5. TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserve for the financial year ended March 31, 2023.

### 6. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the financial year ended March 31, 2023.

### 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Ashok Kalra, who retires by rotation at this meeting and being eligible has offered himself for re-appointment. The Board recommends the re-appointment of Mr. Ashok Kalra as Director liable to retire by rotation. The information in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been provided in this notice convening the Annual General Meeting.

During the financial year, Mr. Shiv Kumar, resigned as Independent Director w.e.f. March 25, 2023 and Mrs. Kavitarani, resigned as the Executive Director w.e.f. November 30, 2022 from the Company.

The Board places on record deep appreciation for guidance and support provided by Mr. Shiv Kumar and Mrs. Kavitarani during his tenure with the Company.

Mr. Jitender Kumar Sharma, Company Secretary and Compliance Office also resigned from the company w.e.f. December 12, 2022.

Board has, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Manoj Kumar Jangir (DIN: 08069170) as Additional Executive Director of the Company w.e.f. November 30, 2022 and Mrs. Anjali (DIN: 10096292) as the Additional Non-Executive Independent Director of the company w.e.f. March 25, 2023 subject to the approval of the shareholders. The Committee of the Board has reconstituted and the details is given in the Corporate Governance Report.

In the meeting held on March 25, 2023, Mr. Yogender Kumar Sharma also has appointed as the Company Secretary and Compliance Office of the Company.

In the Postal Ballot dated May 09, 2023, shareholders have approved the appointment of Mr. Manoj Kumar Jangir as the Executive Director and Mrs. Anjali as the Non-Executive Independent Director of the Company.

➤ **Presently the Board of Directors of the Company comprise of the following:**

S. NO	Name	Designation
1.	Mr. Het Ram	Managing Director
2.	Mr. Manoj Kumar Jangir	Executive Director & CFO
3.	Mr. Ashok Kalra	Executive Director
4.	Mrs. Anjali	Independent Director
5.	Mr. Sanjeev Chhaudha	Independent Director
6.	Mr. Arun Sharma	Independent Director
7.	Mr. Yogender Kumar Sharma	Company Secretary and Compliance officer

**8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars required to be furnished under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Account) Rules, 2014 are set out in **Annexure-1**, which forms part of the report.

**9. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

The particulars as required under the provisions of Section 134(3) (l), following changes have occurred which have affected the financial position of the company occurred between the end of the financial year of the company and the date of Board's Report.

- Company in its Board Meeting held on August 01, 2022 has declared an Interim Dividend of 10% (i.e. Re. 1/- per share) amounting to Rs. 1,84,32,000 (One Crore Eighty-Four Lakhs Thirty-Two Thousand) be paid out of the F.Y. 2022-23.
- Company in its Board meeting held on August 10, 2022 passed resolution subject to approval of shareholders to issue fully paid-up Bonus shares in the ratio 1:2 aggregating to further issue of 92,16,000 (Ninety-Two Lakhs Sixteen Thousand) shares of Rs. 10 each amounting to Rs. 9,21,60,000 /- (Rupees Nine Crores Twenty-One Lakhs, Sixty Thousand only), for distribution among the existing equity shareholders of fully paid equity shares of the Company.

## 10. LOANS, GUARANTEES OR INVESTMENTS

The Company has adhered to the provisions of section 186 of the Companies Act, 2013 in respect of loans, advances and investments which are duly accounted for & reflected in the audited financial statements (refer Note No. 11 to the “Notes to IND AS Financial Statements”).

## 11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company. Therefore, disclosure in form AOC-1 is not applicable.

## 12. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the year were in the ordinary course of business and at arm's length basis and were entered with the omnibus/prior approval of the Audit Committee, which were periodically placed before the Board for review. The details of the transactions with related party are provided in the company's financial statements in accordance with the applicable provisions / Accounting Standards.

In terms of the revised materiality thresholds as per the amended Listing Regulations, 2015, approval of the Shareholders was obtained for certain material related Party transactions by way of a Postal Ballot. The said approval was received on June 16, 2023 by way of an ordinary resolution passed through Postal ballot. Since, there were no transactions requiring disclosure under provisions of the Act, Form AOC-2 does not form a part of this report

Disclosure required under Schedule V of SEBI LODR Regulations 2015 read with Regulation 34(3) is given as under:

Sl. No.	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year	Details
1.	Loans and advances in the nature of loans to subsidiaries by name and amount	NIL
	• Loans and advances in the nature of loans to associates by name and amount.	NIL
	Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.	NIL
2.	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.	NIL

The company has a policy on materiality of and dealing with Related Party Transactions, as approved by the Board, which is available at its website [www.rajnandinimetal.com](http://www.rajnandinimetal.com).

## 13. STATUTORY AUDITORS

Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in pursuance to resolution passed by the members of the Company at the Annual General Meeting dated July 26, 2019 for appointment of M/s. Sanmarks & Associates, Chartered Accountants, (FRN: 003343N) as statutory auditor of the Company for a block subsequent five financial years ending March 31, 2024 subject to ratification by the Shareholders approval in every year. Your Directors recommends the ratification of appointment of Statutory Auditors in the AGM to be held for FY 2023-24.



#### **14. COST AUDITOR**

As per Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Pursuant to the provisions of Section 141 read with Section 148 of the Companies Act, 2013 and Rules made thereunder, M/s. Vandana Bansal & Associates, Cost Accountants (Firm registration No. 100203) has been appointed as the Cost Auditor of the Company for the year ending March 31, 2024. Cost audit report for financial year 2022-23 has been filed with the Ministry of Corporate Affairs within stipulated time period.

#### **15. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department reviews the effectiveness and efficiency of these systems and procedures to ensure that all assets are protected against loss and that the financial and operational information is accurate and complete in all respects. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

#### **16. REPORTING OF FRAUDS BY AUDITORS**

During the year under review, none of the Auditors have reported to the Audit Committee, or to the Board, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees.

#### **17. VIGIL MECHANISM**

The Company has established a vigil mechanism that enables the Directors and Employees to report genuine concerns. The vigil mechanism provides for (a) adequate safeguards against victimization of persons who use the vigil mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

#### **18. PARTICULARS OF EMPLOYEES**

Information in accordance with the provisions of Section 134(3)(q) and Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in **Annexure-2**.

#### **19. SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel Rules) 2014, Company had appointed M/s Abhishek J & Co. Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report is attached as **Annexure-3**.

The management response on the observation given by the Secretarial Auditor in the Audit Report is as-

- The Company has not appointed qualified Company Secretary as the Compliance Officer from December 13, 2022 till March 24, 2023 resulting in non-compliance of regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.  
Response- The Company has appointed Mr. Yogender Kumar Sharma as a Company Secretary and Compliance Officer w.e.f. March 25, 2023.
- The Company has not appointed Woman Director on the Board from November 30, 2022 till March 24, 2023 resulting in non-compliance of regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.  
Response- The Company has appointed Mrs. Anjali (DIN: 10096292) as an Independent Women Director w.e.f. March 25, 2023.
- The Company has not taken approval from the Shareholders for appointment of Shri Manoj Kumar Jangir as an Executive Director within the prescribed time limits of 90 days resulting in non-compliance of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.  
Response- The Company has regularized the appointment of Shri Manoj Kumar Jangir through the Postal Ballot on June 16, 2023.
- The Company has not disclosed its Corporate Social Responsibility (CSR) Policy in its Board Report resulting in violation of provisions of Section 135 of Companies Act, 2013.  
Response- Noted. The CSR was applicable for the first time on the company in the last financial year. We apologize for any oversight that may have led to this omission in our recent Board Report. We will ensure that such incidents will not recur in the future.

## **20. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has a policy on prohibition, prevention and redressal of sexual harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as contained under “Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”.

The company has complied with the provision relating to constitution of Internal Complaints Redressal Committee under the Act. The Internal Committee composed of internal members and an external member who has extensive experience in the field.

During the financial year 2022-2023, the details of the complaints were as under

Sl.No.	Particulars	Details
1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed of during the financial year	Not Applicable
3.	Number of complaints pending as on end of the financial year	Nil

## **21. COMMITMENT TO QUALITY AND ENVIRONMENT**

Rajnandini recognizes quality and productivity as a pre-requisite for its operations and has implemented ISO 9001:2015 standards and ISO 14001:2015 standards.

Anti-pollution systems are fully installed and operational. Continuous efforts to preserve the environment are pursued.

## **22. BOARD MEETINGS**

The details of number and dates of meetings held by the Board and its Committees, attendance of Directors and sitting fee/ commission/ remuneration paid to them is given separately in the attached Corporate Governance Report.

## **23. ANNUAL RETURN**

The particulars required to be furnished under Section 92(3) read with Section 134(3) of the Companies Act, 2013 and with Companies (Management and Administration) Rules, 2014 as prescribed will be available at company's website link at <https://www.rajnandinimetal.com/investor>.

## **24. PERFORMANCE EVALUATION OF BOARD & INDIVIDUAL DIRECTORS**

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Board, its committees and of individual directors was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

The performance evaluation of Independent Directors was done by the entire Board of Directors on March 25, 2023 and in the evaluation, the directors who were subject to evaluation did not participate. The Board opined that the Independent Directors meet the criteria of persons with integrity and possess relevant expertise / experience, including proficiency (where required) and fulfilling the conditions specified in the Act for appointment as Independent Directors and are independent of the Management.

## **25. NOMINATION AND REMUNERATION POLICY**

The Nomination and Remuneration Policy applies to Directors and senior management personnel. The policy is approved by the Nomination and Remuneration Committee and the Board.

The policy is available on the company's website and web link for the same is <https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/nomination-remuneration-policy-1.pdf>. The policy is designed to attract, motivate and retain manpower by creating congenial work environment and inculcating a sense of belonging, besides offering appropriate remuneration package and superannuation benefits. The appointment and remuneration of Executive Directors is based on merit and seniority of person. Non- Executive Directors are paid sitting fee in accordance with the Companies Act, 2013.

## **26. PUBLIC DEPOSITS**

The Company has not accepted any deposit from the public during the year under review as covered the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Further, no amount on account of principal or interest on deposit was outstanding as at the end of the year under report.

## **27. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The company have not transferred any dividend to IEPF.



## **28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No such order has been passed by any Regulators or Courts or Tribunals.

## **29. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis report has been separately furnished in the Annual Report and forms a part of the Annual Report at and is attached as **Annexure-4**.

## **30. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Corporate Social Responsibility Committee comprised of Mr. Arun Sharma as the Chairman and Mr. Het Ram and Mr. Ashok Kalra as the members.

The web-link of the CSR Policy is

<https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/csr-policy-1.pdf>.

Report on CSR activities is given in **Annexure-5** forming part of this report.

## **31. AUDIT COMMITTEE**

Audit Committee comprised of Mr. Arun Sharma as Chairman and Mr. Sanjeev Chhaudha and Mr. Manoj Kumar Jangir as members. During the year, Mr. Shiv Kumar resigned the office of member of the Audit Committee w.e.f. March 25, 2023. Mr. Manoj Kumar Jangir has been inducted as a Member of the Committee w.e.f. March 25, 2023.

The details of terms of reference of the Audit Committee, member, dates of meeting held and attendance of the Directors are given separately in the Corporate Governance Report.

## **32. NOMINATION AND REMUNERATION COMMITTEE**

Nomination and Remuneration Committee comprised of Mr. Arun Sharma as Chairman and Mr. Sanjeev Chhaudha and Mrs. Anjali as members. During the year, Mr. Shiv Kumar resigned the office of member of the Nomination and Remuneration Committee w.e.f. March 25, 2023. Mrs. Anjali has been inducted as a Member of the Committee w.e.f. March 25, 2023.

The details of terms of reference of the Nomination and Remuneration Committee, member, dates of meeting held and attendance of the Directors are given separately in the Corporate Governance Report.

## **33. STAKEHOLDER RELATIONSHIP COMMITTEE**

Stakeholders' Relationship Committee comprised of Mr. Sanjeev Chhaudha as Chairman and Mr. Het Ram & Mr. Arun Sharma as members.

The details of terms of reference of the Committee, member, dates of meetings held and attendance of the Directors are given separately in the Corporate Governance Report.

## **34. RISK MANAGEMENT**

The Board of Directors has adopted a risk management policy to develop and implement risk management procedure/ plan including their in elements of risks, if any which in the opinion of the

Board may threaten the existence of the Company.

### **35. CORPORATE GOVERNANCE**

A separate report of the Board of Directors of the Company on Corporate Governance is included in the Annual Report as **Annexure-6**.

### **36. DECLARATION BY INDEPENDENT DIRECTORS**

The independent directors have individually declared to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 at the time of their respective appointment and there is no change in the circumstances as on the date of this report which may affect their status as an independent director.

### **37. BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your company for the financial period ended March 31, 2023.

### **38. LISTING**

The equity shares of your Company are listed on the National Stock Exchange of India (NSE) Limited.

### **39. DEMATERIALISATION OF SHARES**

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2023, 100% of the share capital stands dematerialized

### **40. CODE OF CONDUCT**

Directors, Key Managerial Personnel and Senior Management of the company have confirmed compliance with the Code of Conduct applicable to the directors and employees of the company and the declaration in this regard made by the CEO & Whole Time Director forms a part of this report of the directors. Code of Conduct is available on the company's website [www.rajnandinimetal.com](http://www.rajnandinimetal.com).

### **41. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

The certificate from M/s. Abhishek J & Co., Practicing Company Secretaries confirming compliance with the requirements of Corporate Governance as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual report.

### **42. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS-1 and SS-2) respectively relating to Meetings of the Board and its Committees which have mandatory application.

#### 43. ANNEXURES FORMING A PART OF DIRECTOR'S REPORT

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report:

Annexure	Particulars
1	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
2	Particulars of Employees under Section 134(3)(q) and Section 197(12) of the Companies Act, 2013
3	Secretarial Audit Report
4	Management Discussion and Analysis Report
5	Report on Corporate Social Responsibility
6	Corporate Governance Report

#### 44. CAUTIONARY STATEMENT

Statements in this report, describing the Company's objectives, expectations and/or anticipations may be forward looking within the meaning of applicable Securities Law and Regulations.

Actual results may differ materially from those stated in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

#### 45. DIRECTORS RESPONSIBILITY STATEMENT

Your Directors wish to inform members that the Audited Accounts containing Financial Statements for the Financial Year 2022-23 are in conformity with the requirements of the Companies Act, 2013. They believe that the Financial Statements reflect fairly, the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operation.

In accordance with the provisions of Section 134(3)(C) of the Companies Act, 2013 your Directors further confirm as under:

- (i) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year for that period;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of the adequate Accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.



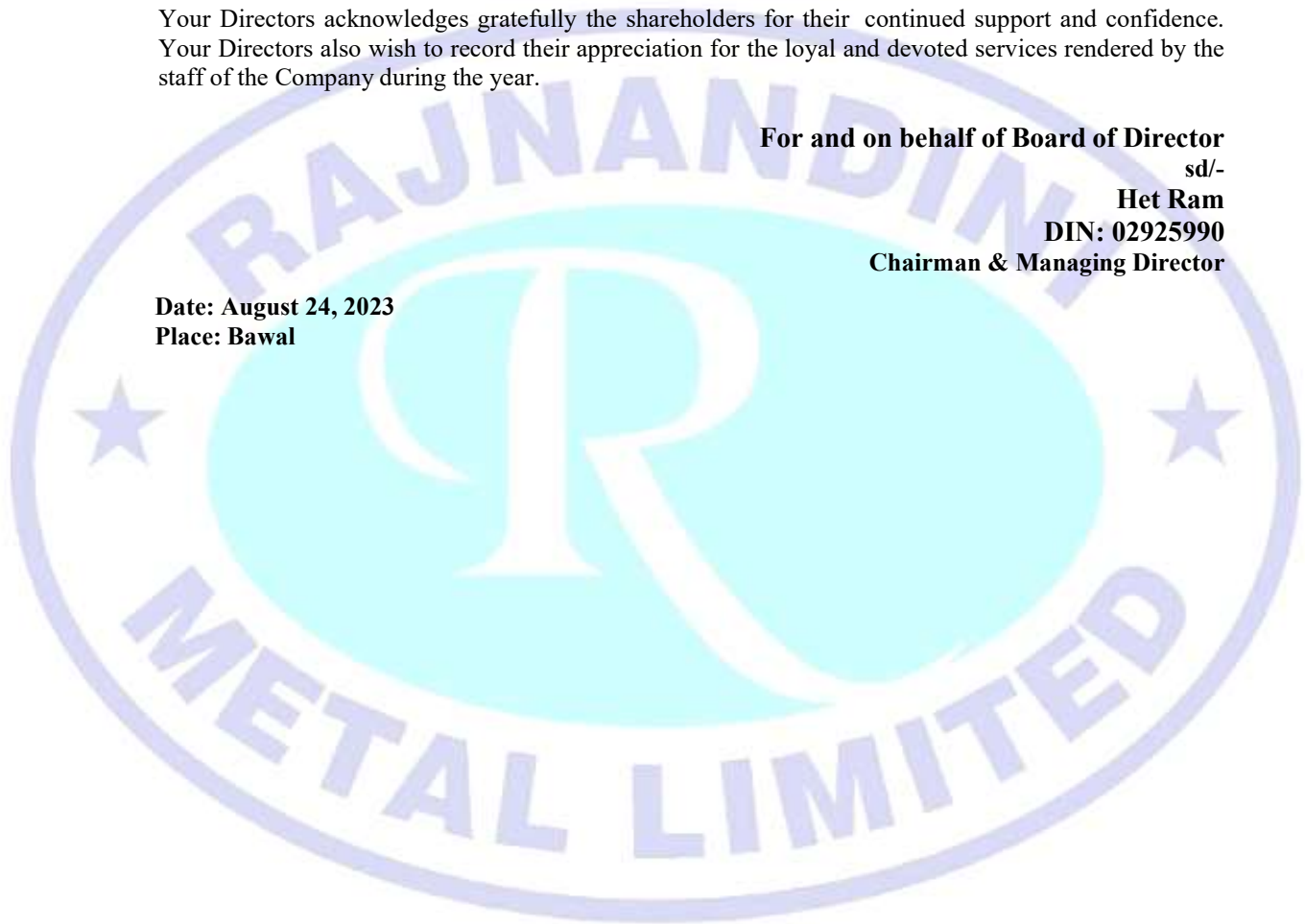
- (iv) That the Directors have prepared the annual accounts on a “going concern basis”.
- (v) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **46. ACKNOWLEDGEMENTS**

Your Directors acknowledges gratefully the shareholders for their continued support and confidence. Your Directors also wish to record their appreciation for the loyal and devoted services rendered by the staff of the Company during the year.

**For and on behalf of Board of Director**  
sd/-  
**Het Ram**  
**DIN: 02925990**  
**Chairman & Managing Director**

**Date: August 24, 2023**  
**Place: Bawal**



**A. Conservation of Energy**

**(i) Steps taken or impact on conservation of energy are as under-**

- Provision of proper air ventilation system.
- All air conditioners, lights and computers are shut down after office hours (except at the time work commitments).
- There is an optimum ratio of glass windows to utilize natural daylight and proper insulation/ventilation to balance temperature and reduce heat.

**(ii) Steps undertaken by the company for utilizing alternate source of energy:**

The Company is using LPG at Plant instead of Furnace.

**(iii) Capital investment on energy conservation equipment's:**

During the current financial year, no capital expenditure has been incurred on energy conservation equipment's.

**B. Technology Absorption, Research and Development (R&D)**

The company has not imported any technology during the last three years.

**C. Research and development (R&D): Nil**

**D. Foreign Exchange Earning and Outgo: Nil**

**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) AND SECTION 197 (12)  
OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES  
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Sl.No.	Requirements of Rule 5(1)	Details																		
1.	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<table><tr><td>Mr. Het Ram –</td><td>840:21</td></tr><tr><td>Mr. Ashok Kalra –</td><td>220:21</td></tr><tr><td>Mr. Manoj Kumar Jangir –</td><td>98:21</td></tr><tr><td>Mr. Arun Sharma -</td><td>12:21</td></tr><tr><td>Mr. Sanjeev Chhaudha –</td><td>11:21</td></tr><tr><td>Mrs. Anjali -</td><td>NA</td></tr></table>	Mr. Het Ram –	840:21	Mr. Ashok Kalra –	220:21	Mr. Manoj Kumar Jangir –	98:21	Mr. Arun Sharma -	12:21	Mr. Sanjeev Chhaudha –	11:21	Mrs. Anjali -	NA						
Mr. Het Ram –	840:21																			
Mr. Ashok Kalra –	220:21																			
Mr. Manoj Kumar Jangir –	98:21																			
Mr. Arun Sharma -	12:21																			
Mr. Sanjeev Chhaudha –	11:21																			
Mrs. Anjali -	NA																			
2.	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<table><tr><td colspan="2"><b>Directors</b></td></tr><tr><td>Mr. Het Ram -</td><td>27.27%</td></tr><tr><td>Mr. Ashok Kalra -</td><td>26.00%</td></tr><tr><td>Mr. Manoj Kumar Jangir -</td><td>17.14%</td></tr><tr><td>Mr. Arun Sharma -</td><td>165.96%</td></tr><tr><td>Mr. Sanjeev Chhaudha -</td><td>140.43%</td></tr><tr><td>Mrs. Anjali -</td><td>NA</td></tr><tr><td colspan="2"><b>Key Managerial Personnel</b></td></tr><tr><td>Mr. Yogender Kumar Sharma (CS) -</td><td>NA</td></tr></table>	<b>Directors</b>		Mr. Het Ram -	27.27%	Mr. Ashok Kalra -	26.00%	Mr. Manoj Kumar Jangir -	17.14%	Mr. Arun Sharma -	165.96%	Mr. Sanjeev Chhaudha -	140.43%	Mrs. Anjali -	NA	<b>Key Managerial Personnel</b>		Mr. Yogender Kumar Sharma (CS) -	NA
<b>Directors</b>																				
Mr. Het Ram -	27.27%																			
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Mr. Arun Sharma -	165.96%																			
Mr. Sanjeev Chhaudha -	140.43%																			
Mrs. Anjali -	NA																			
<b>Key Managerial Personnel</b>																				
Mr. Yogender Kumar Sharma (CS) -	NA																			
3.	the percentage increase in the median remuneration of employees in the financial year;	5.8 %																		
4.	the number of permanent employees on the rolls of company;	156 employees as on 31.03.2023																		
5.	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<table><tr><td>Average Salary increase of non-managerial employees is 6.50%.</td></tr><tr><td>Average Salary increase of managerial employees is 23.47%.</td></tr></table>	Average Salary increase of non-managerial employees is 6.50%.	Average Salary increase of managerial employees is 23.47%.																
Average Salary increase of non-managerial employees is 6.50%.																				
Average Salary increase of managerial employees is 23.47%.																				
6.	affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2023 is as per the Remuneration Policy of the Company.																		



**INFORMATION AS PER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 LIST OF TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN DURING THE YEAR**

Sl. No.	Name	Designation	Gross Remuneration	Nature of employment, whether contractual or otherwise	Experience	date of commencement of employment;	the age of such employee;	the last employment held by such employee before joining the company;	% of equity Shares	Relationship with other Directors
1.	Mr. Het Ram	Managing Director	84,00,000	Regular	20 Years	02-04-2018	43	Promoter and Chairman of the Company	202477500	Nil
2.	Mr. Ashok Kalra	Executive Director	23,10,000	Regular	3 Years	01-08-2020	26	S R Metal	1500	Nil
3.	Mr. Manoj Kumar Jangir	Executive Director	12,00,000	Regular	20 Years	02-04-2018	44	S. K. Enterprises	3615950	Nil
4.	Mr. Raghvendra	Rolling Mill Operator	8,88,000	Regular	10 Years	01-10-2021	35	Tekla Enterprises	Nil	Nil
5.	Mr. Kapil Kumar	Plant Head	7,92,000	Regular	15 Years	01-12-2020	44	Viraj Technology India Ltd	Nil	Nil
6.	Mr. Ajit Kumar	Rolling Mill Operator	7,08,000	Regular	8 Years	01-11-2021	33	Tekla Enterprises	Nil	Nil
7.	Mr. Pankaj Bari	Panel Operator	6,36,000	Regular	7 Years	01-10-2021	28	Malhotra Cabel	Nil	Nil
8.	Mr. Vimlesh Kumar	Casting Operator	6,36,000	Regular	7 Years	01-11-2021	28	Tekla Enterprises	Nil	Nil
9.	Mr. Pintu Verma	Casting Operator	6,36,000	Regular	8 Years	01-11-2021	32	Tekla Enterprises	Nil	Nil
10.	Mr. Jagdish Prasad	Casting Operator	6,36,000	Regular	11 Years	01-11-2021	46	Antra Industries Ltd	Nil	Nil

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,  
The Members,  
**RAJNANDINI METAL LIMITED**

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **RAJNANDINI METAL LIMITED** (hereinafter called Rajnandini / the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Rajnandini books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial period ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **RAJNANDINI METAL LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **N.A**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **N.A**
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **N.A.**
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, and dealing with client;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **N.A.** and

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; N.A.
- (vi) Compliances/ processes/ systems under other applicable Laws to the Company are being verified on the basis of periodic certificate submitted to the Board of Directors of the Company.

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (b) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

**Observations:**

**I report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors (except non-compliance as mentioned below in this report). There is change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through were captured and recorded as part of the minutes of the meeting.

**I further report** the following observations during the review period:

- The Company has not appointed qualified Company Secretary as the Compliance Officer from December 13, 2022 till March 24, 2023 resulting in non-compliance of regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has not appointed Woman Director on the Board from November 30, 2022 till March 24, 2023 resulting in non-compliance of regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has not taken approval from the Shareholders for appointment of Shri Manoj Kumar Jangir as an Executive Director within the prescribed time limits of 90 days resulting in non-compliance of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has not disclosed its Corporate Social Responsibility (CSR) Policy in its Board Report resulting in violation of provisions of Section 135 of Companies Act, 2013.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and Company is in process of reviewing & strengthening the same.

**I further report that** during the audit period, the Company had following events which had bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.



1. During the period of audit, the Company has declared interim dividend of Rs. 1 per equity share of the face value of Rs. 10 each.
2. During the period of audit, the Company has issued bonus equity shares in the ratio of 1:2 i.e. 1 bonus equity share for every 2 existing equity shares held.
3. During the period of audit, the Company has split 1 (one) equity share of face value of Rs. 10 each into 10 (ten) equity shares of face value of Rs. 1 each.

For **Abhishek J & Co.**  
**Company Secretaries**

Place: Noida  
Date: August 24, 2023  
**UDIN: F011233E000854856**

**CS Abhishek Jain**  
**FCS No. F11233**  
**C.P No. 16592**

This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

“**Annexure A**”

To,  
The Members,  
**RAJNANDINI METAL LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records, registers is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Abhishek J & Co.**  
**Company Secretaries**

Place: Noida  
Date: August 24, 2023  
**UDIN: F011233E000854856**

**CS Abhishek Jain**  
**FCS No. F11233**  
**C.P No. 16592**

## **REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

IMF has projected global GDP growth to decelerate to 2.8% in 2023 from 3.4% in 2022 due to developments related to instability in financial sector, expectations of steeper interest rate hikes by major central banks to fight inflation and spillover effects from the war in Ukraine with gas supplies from Russia to Europe tightening.

As per IMF, despite the shocks of COVID-19, the Russian-Ukraine conflict, and synchronized policy rate hikes by central banks to curb inflation, India Continues to be the fastest-growing major economy in FY24, with a projected GDP growth rate of 6.1%.

India's economy has position itself to ascend to the pre-pandemic growth path. However, high inflation, aggressive tightening of monetary policies by advanced economies, opening up of China and an unstable labor market remain major challenges.

The copper rod market is experiencing robust growth owing to the increasing demand from sectors such as power transmission, electronics, and telecommunications. The market is witnessing a surge in investments in infrastructure development projects, further fueling the demand for copper rods. Moreover, the growing emphasis on renewable energy sources is driving the need for copper rods in the production of solar panels and wind turbines.

### **OPPORTUNITIES**

Indian Electrical equipment Industry is set for revival and growth in power sector. This is an opportunity for demand in winding wires & strips, which is one of the principal inputs to electrical machines & electronic equipment. It is expected that customer base will expand and new customer base will be generated. The increasing adoption of electric vehicles presents a significant opportunity for the copper rod market. EVs require a larger amount of copper rods compared to conventional vehicles, as they utilize copper extensively in their electrical systems.

### **THREATS**

Increasing competition from domestic and foreign players could lead to margin contraction due to pricing pressure. Some of the larger global players are already present in India. Highly fluctuating price of copper, which is the principal input to the winding wire Industry, continues to be of serious concern. The rising cost of production, especially due to wage increase and rise in prices of other materials & services, short & stringent delivery schedule by customers in the background of highly volatile copper prices, Fiscal policy of government encouraging imports of inputs which are detrimental to Indian Electrical Industry, competition from other leading winding wire manufacturers etc. continue to threaten the profitability of your Company.

### **OUTLOOK**

Global demand for refined copper is expected to increase by ~2% in 2023. China is expected to grow by ~1.8% and the rest of world is expected to grow by ~3.5%. Demand for refined copper in India is likely to improve and revert to pre-COVID.

The world copper mine supply grew by 3.5% in 2022 mainly on account of ramp up in output from new mines in Congo, Peru, etc. The ramp up of projects will continue to support concentrate supply in 2023, but high level of disruptions will restrict annual growth rate to 2.3%. While the copper market is likely to be balanced in 2024, deficit is expected to emerge in 2025. Recycling along with product substitutions shall be key in helping to mitigate some of this gap.

Domestic copper demand is driven largely by rods, which is the downstream product for the copper business. Company's strategy of enhancing copper VAP capacity through copper rods and copper inner grooved tubes will help it gain a larger market share and meet the growing demand for copper in the domestic market.

## **RISKS AND CONCERNS**

In the winding wire business, the global demand and supply of copper and its prices plays a vital role and could significantly affect your Company's turnover. Your company is fairly exposed to the domestic and global political and economic risks. The prices advanced on rapidly increasing demand for copper from China, India and the other emerging economies of Asia. Your company also continuously keeps working on getting approvals from new and renowned customers to increase its market share commensurate with its capacity. Intense competition in the market could affect our cost advantages and result in decreased turnover. Failure to complete fixed price, fixed time frame deliveries could result in lower revenues of the company.

The business of your company could suffer if we fail to anticipate and develop new products and enhance existing range to keep pace with the rapid changes in the winding wire industry. Currency fluctuations could affect the results of operations. Your company's manufacturing facilities are based in India. Any changes in the legal, fiscal and other regulatory regimes of our country could affect our performance. In the event that the Government of India brings about any changes in import tariffs in India and reduction or curtailment of income tax benefits available to some of our operations in India can pose risks to your company. It also has a wide customer base and changes in the legal, fiscal or regulatory regimes can also affect the competitiveness of our product and affect your company's performance.

## **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate. A strong culture of internal controls is pervasive throughout the Company. Regular internal audits at all locations are undertaken to ensure that the highest standards of internal control are maintained. The effectiveness of a business' internal control environment is a component of senior management performance appraisals. The primary aim of the internal control system is to manage business risks with a view to enhance shareholder value and safeguard the Company's assets. It provides reasonable assurance on the internal control environment and against material misstatement or loss. The Company has in place a robust mechanism to deal with Internal audit that involves having a dedicated Assurance & Control function. The Audit Committee discusses audit plans, findings and observations made by the internal auditors at its meetings. The findings made by the internal auditors are reviewed and suggestions implemented

## **HUMAN RESOURCE DEVELOPMENT**

**Training:** Training to employees at all levels is provided regularly to develop the knowledge and skills. The management is fully committed to the development of its human resources. Your company aims at providing in class training to each employee. Every new recruit receives complete safety training and on the job training from his colleagues/supervisor. Functional and developmental training is provided from



time to time to all employees to enhance their skills and productivity. There is an all-round support from the management to the development of human resources.

**Knowledge Management:** RML has a practice of sharing experiences of one company with other group companies in various fields of production / finance / marketing. Knowledge Management is being developed by involving and sharing of information on key performance parameters at all levels which results in an overall improvement. This has been formalized by having a daily Business Meeting which is held at all locations of the group companies

**Industrial Relations:** Your company continues to maintain healthy and cordial industrial relations. The values and the culture of the group foster family feelings amongst all its employees.

## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirement of the Companies Act, 2013 and applicable Accounting Standards issued by the Institute of Chartered Accountant of India.

Particulars	Year Ended 31.03.2023 (Rs. in Lakhs)	Year Ended 31.03.2022 (Rs. in Lakhs)
Revenue from operations	1,02,888	1,02,825
Other income	1,017	125
<b>Total Income</b>	<b>1,03,905</b>	<b>1,02,950</b>
Expenses		
Cost of Material consumed	97305	97164
Purchase of Stock in trade	-	2034
Change in inventories of Finished goods, work in progress and stock-in-trade	585	-622
Employee Benefit Expenses	574	365
Finance Cost	728	397
Depreciation and amortization	119	114
Other Expenses	2,482	2,082
<b>Total Expenses</b>	<b>1,01,793</b>	<b>1,01,535</b>
<b>Profit Before tax</b>	<b>2,112</b>	<b>1,415</b>
Less: Provision for tax		
Current Tax	710	367
Deferred Tax	34	46
<b>Total Tax expenses</b>	<b>744</b>	<b>413</b>
<b>Net Profit for the Year</b>	<b>1,368</b>	<b>1,002</b>
Less: Income Tax Paid for earlier year	-	-
Add: Other Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>1,368</b>	<b>1,002</b>

## SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The significant changes in the key financial ratio of the Company, as compared to the previous year are as given below-

Sl. No.	Particulars	FY 2022-23	FY 2021-22	Change (%)	Explanations
1.	Inventory Ratio (%)	18.43	29.39	(37.29)	Increase in Inventory Level
2.	Debt Equity Ratio (%)	1.51	1.73	(12.96)	Decrease our debts from bank.
3.	Net Profit (%)	1.33	0.97	36.52	Increase in revenue from investments.
4.	Debtor turnover Ratio	10.51	9.90	6.17	Our Debtor increased.



**Annual Report on CSR Activities for the Financial Year ended on March 31, 2023****1. Brief outline on CSR Policy of the Company:**

(a) Company would spend not less than 2% of the average net profit of the company, calculated in accordance with Section 198 of the Companies Act, 2013, made during the three immediately preceding Financial Years.

(b) CSR activities shall be undertaken by the company as prescribed under Schedule VII of the Companies Act, 2013.

(c) Board may decide to undertake the activities either by itself or through a registered trust or a registered society or a company established by the company, or its holding or subsidiary or associate company under Section 8 of the Act or otherwise. Company has been carrying out CSR activities mainly in the field of promoting education, rural area development, empowerment of weaker section, environment sustainability, sanitation, healthcare, vocational skills and livelihood enhancement etc.

**2. Composition of CSR Committee:**

Name of the Director	Position	Category	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Mr. Arun Sharma	Chairman	Non-Executive Independent Director	1	1
Mr. Het Ram	Member	Executive Director	1	1
Mr. Ashok Kalra	Member	Executive Director	1	1

3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: Composition of CSR Committee can be accessed at <https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/committee-1.pdf>. The Board adopted the CSR policy, which is uploaded at Company website the web link for the same is <https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/csr-policy-1.pdf>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any: **Not Applicable**

6. Average net profit of the Company as per section 135(5): **Rs. 7,60,33,000/-**

7. (a) Two percent of average net profit of the Company as per section 135(5): **Rs. 15,20,000/-**

Add: Amount unspent brought forward: Nil

(b) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years: **Nil**



(d) Total CSR obligation for the Financial Year (7a+7b-7c): **Rs. 15,20,000**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
15,20,000	Nil	Nil	Nil	Nil	Nil

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
	<b>NIL</b>											

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Support to orphan students	Promoting Education	No	Delhi	NCR and some district of Uttarakhand	11,00,000	No	Be Kind	CSR00043565

2.	Women Empowerment	Women Empowerment	No	Delhi / NCR, Rural and Suburb areas of Himachal Pradesh, Uttarakhand and Rajasthan	4,25,000	No	Manav Kalyan Foundation	CSR00007224
	<b>Total</b>				<b>15,25,000</b>			

(d) Amount spent in Administrative Overheads: **Nil**

(e) Amount spent on Impact Assessment, if applicable: **Nil**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **15,25,000/-**

(g) Excess amount for set off, if any: **Nil**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
							Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the	Project duration.	Total amount allocated	Amount spent on the	Cumulative amount spent at the	Status of the project -

			project was commenced.		for the project (in Rs.).	project in the reporting Financial Year (in Rs.).	end of reporting Financial Year. (in Rs.)	Completed /Ongoing.
	Nil							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Nil**

(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not applicable**

<p>Manoj Kumar Jangir (Director) DIN: 08069170 Place: Bawal Date- August 24, 2023</p>	<p>Arun Sharma (Chairman CSR Committee) DIN: 09024019 Place: Bawal Date- August 24, 2023</p>
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## CORPORATE GOVERNANCE REPORT

(Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Rajnandini Metal Limited is as under:**

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

A good corporate governance process aims to achieve balance between shareholders' interest and corporate goals by providing long term vision of its business and establishing systems that help the board in understanding and monitoring risk at every stage of the corporate evolution process to enhance the trust and confidence of the stakeholders without compromising with laws and regulations.

The Company is fully committed and determined to adopt best Corporate Governance practices & procedures in all its activities, policies and actions. Your Company's Philosophy on Corporate Governance is to operate for the benefit of all its stakeholders, and to conduct its business in a transparent, ethical and fair manner. Your Company believes in transparency, accountability, empowerment, motivation, respect for law, fair business and good corporate practices. These principles have been continuously followed by the Company since its inception. Your Company also believes that adhering to good corporate governance norms will ultimately lead to generation of goodwill for Company, earning respect from society, bringing about a consistent sustainable growth and also generating competitive returns for the investors. Board of Directors of the Company is committed to develop an environment of fairness, equity and transparency in all its activities with the objective of securing long-term shareholder value, while at the same time respecting the rights of all stakeholders.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as leadership and governance of the Company.

### 2. BOARD OF DIRECTORS

#### a. Composition of Board:

The Board of Directors of the Company has an optimum combination of Executive Director and Non-Executive Independent Directors, who have in depth knowledge of the business and industry.

Your Company as on March 31, 2023, has 6 (Six) Directors on its Board with one as Managing Director, two executive Directors and three Independent Directors including one woman Director. All the Independent Directors have confirmed that they meet the 'Independence' criteria as mentioned under Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also as mentioned under Section 149 of Companies Act, 2013.

The names and categories of the Directors on the Board, their attendance at the Board Meetings and last Annual General Meeting held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in all companies are given herein below. The details of Cessation/Appointment of Directors, if any, also disclosed below:



Sl. No.	Name of the Directors	DIN	Category	Number of Board meeting during the F.Y. 2022-23 Director's Attendance	Attendance at the A.G.M Held on September 09, 2022	Relationship with other Directors	Number of shares and convertible instruments held by Non-Executive Directors	Cessation/ Appointment (if any)
				Held	Attended			
1.	Mr. Het Ram	02925990	PD	11	10	Yes	No Relationship	-
2.	Mrs. Kavitarani	09302523	ED	08	08	Yes	No Relationship	NA
3.	Mr. Shiv Kumar	08139268	NEI	10	10	No	No Relationship	NA
4.	Mr. Sanjeev Chhaudha	08932721	NEI	11	11	No	No Relationship	Nil
5.	Mr. Ashok Kalra	09024019	ED	11	11	Yes	No Relationship	-
6.	Mr. Arun Sharma	09107533	NEI	11	11	No	No Relationship	Nil
7.	Mr. Manoj Kumar Jangir	08069170	ED	3	3	NA	No Relationship	-
8.	Mrs. Anjali	10096292	NEI & WD	1	1	NA	No Relationship	Nil
								Appointment on 30.11.2022
								Appointment on 25.03.2023

**Present Directorship in other Companies and Committee Position (Including Rajnandini Metal Limited)-**

Sl. No.	Name of Director	Number of Directorship held in Public Companies (including Rajnandini Metal Limited)*	Directorship held in Public Companies and Committee Position(s)		
			Name of the company	Committee(s)**	Position
1.	Mr. Het Ram	2	Rajnandini Metal Limited (PD)	Stakeholder Relationship Committee	Member
			Viraj Technology India Ltd (PD)	Nil	Nil
2.	Mr. Ashok Kalra	2	Rajnandini Metal Limited (ED)	Nil	Nil
			Viraj Technology India Ltd (NE)	Nil	Nil
3.	Mr. Manoj Kumar Jangir	1	Rajnandini Metal Limited (ED)	Audit Committee	Member
4.	Mrs. Anjali	1	Rajnandini Metal Limited (NEI & WD)	Nil	Nil
5.	Mr. Sanjeev Chhaudha	1	Rajnandini Metal Limited (NEI)	I. Audit Committee II. Stakeholder Relationship Committee	Member Chairman

6.	Mr. Arun Sharma	1	Rajnandini Metal Limited (NEI)	I. Audit Committee II. Stakeholder Relationship Committee	Chairman Member
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*\*It does not include Alternate Directorship, Directorship in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and private limited companies.*

*\*\* Membership / Chairmanship of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (including Rajnandini Metal Limited) have been considered.*

*\*\*\*PD: Promoter Director, WD: Woman Director, ED: Executive Director, NEI: Non-Executive Independent Director, NA: Not Applicable NE: Non-Executive Non- Independent WD: Women Director.*

#### **Board Meetings:**

During the financial year i.e. 2022-23, the Board of Directors duly met 11 times on April 27, 2022, June 03, 2022, July 13, 2022, August 01, 2022, August 10, 2022, September 20, 2022, October 20, 2022, October 21, 2022, November 30, 2022, January 30, 2023 and March 25, 2023.

#### **Separate Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on March 25, 2023. All Independent Directors were present in the meeting.

#### **Familiarization Programmes imparted to Independent Directors**

Independent Directors of the Board are familiarized through updates on nature of industry in which the company operates, company's performance and future outlook related to business, operations, expansion, strategy, budgets, financial statements, besides relevant regulatory updates. The web link of the Familiarization Programmes imparted to Independent Directors is <https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/familiarized-programme-for-independent-directors-1.pdf>

#### **Performance Evaluation**

One of the key functions of the Board is to monitor and review the board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/ non-executive/ independent directors through a peer- evaluation excluding the director being evaluated through a survey. Evaluation on the basis of effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy and the effectiveness of the whole Board. The evaluation process for the financial year 2022-23 has been completed.

**A chart or a matrix setting out the skills/expertise/competence of the board of directors is as under:**

Sl. No	Name of the Directors	Competencies					
		Financial Literacy	Industry experience & knowledge	Leadership & Strategic Planning	Legal & Governance	Technology & Innovation	Risk Management
1.	Mr. Het Ram	√	√	√		√	√
2.	Mr. Sanjeev Chhauha	√		√			√

3.	Mr. Ashok Kalra	√	√	√		√	√
4.	Mr. Arun Sharma	√		√		√	√
5.	Mr. Manoj Kumar Jangir	√	√	√	√		√
6.	Mrs. Anjali	√		√	√		√

All the Independent Directors fulfill the conditions specified in the SEBI (LODR) Regulations and are independent of the management.

#### 4. AUDIT COMMITTEES

##### **Powers and Terms of Reference of the Committee:**

Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the cost auditors and the performance of internal auditors. The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

The Committee also invites such of the other Directors, Auditors as it considers appropriate to be present at the meeting. The Audit Committee, inter-alia, reviews the adequacy of the internal control functions, and reviews the Internal Audit reports including those related to Internal Control weaknesses, if any. The Audit Committee is provided with necessary assistance and information to carry out their functions effectively.

##### **Composition, meeting and attendance:**

Audit Committee comprised of three (3) directors as on March 31, 2023 out of which two were non-executive (Independent) directors and one was executive director having financial management expertise. Chairman of the committee, Mr. Arun Sharma (Independent Director) was present at the last Annual General Meeting.

Company Secretary acts as the secretary to the Audit Committee.

Nine meetings of the Audit Committee were held during the year viz. on April 27, 2022, June 03, 2022, July 13, 2022, August 01, 2022, August 10, 2022, September 20, 2022, October 20, 2022, October 21, 2022 and January 30, 2023 respectively. The details of the members, chairperson and their attendance at the meetings are as follows:

Name of the Director	Position	Category	No. of meetings attended
Mr. Arun Sharma	Chairman	Non-Executive Independent Director	9 of 9
Mr. Sanjeev Chhaudha	Member	Non-Executive Independent Director	9 of 9
Mr. Shiv Kumar*	Member	Non-Executive Independent Director	9 of 9
Mr. Manoj Kumar* Jangir	Member	Executive Director	Appointed w.e.f. March 25, 2023

\* Mr. Shiv Kumar has resigned from the Directorship of the company w.e.f. March 25, 2023.

## 5. NOMINATION AND REMUNERATION COMMITTEE:

### Brief description of terms of reference:

The Nomination and Remuneration Committee assists the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors and the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as section 178 of the Companies Act, 2013.

### Composition, meeting and attendance

6 (Six) meetings of the Nomination and Remuneration Committee were held during the year viz. on April 27, 2022, June 03, 2022, July 13, 2022, August 10, 2022, November 30, 2022 and March 25, 2023. The composition of the Nomination and Remuneration Committee, names of members & chairperson and details of their attendance at the meetings are as follows:

Name of the Director	Position	Category	No. of meetings attended
Mr. Arun Sharma	Chairman	Non-Executive Independent Director	6 of 6
Mr. Sanjeev Chhaudha	Member	Non-Executive Independent Director	6 of 6
Mr. Shiv Kumar*	Member	Non-Executive Independent Director	5 of 5
Mrs. Anjali	Member	Non-Executive Independent Director	1 of 1 (Appointed w.e.f. March 25, 2023)

\* Mr. Shiv Kumar has resigned the Directorship of the company w.e.f. March 25, 2023.

### Performance evaluation criteria for Independent Directors-

Broad parameters for evaluating the performance of Independent Directors amongst other include their qualification, experience, participation at the Board/ Committee meetings, understanding and discharging their roles and responsibilities, ability to function as a team, exercise of independent judgment, prudence, commitment and ability to contribute and monitor corporate governance practices, adherence to the code of conduct, maintaining independence and integrity.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee is entrusted with the responsibility to resolve the grievances of security holders. The Committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors. The broad terms of reference of the Committee are as under:

- To specifically look into complaints received from the shareholders of the Company.
- To oversee the performance of the Registrar and Transfer Agent of the company.
- To recommend measures for overall improvement in the quality of services to the investors.



Mr. Sanjeev Chhaudha, Non-Executive independent Director is the chairman of the Committee.

The Board has designated Mr. Yogender Kumar Sharma, Company Secretary as the Compliance Officer.

3 (Three) meetings of the Stakeholder Relationship Committee were held during the year viz. on April 27, 2022, August 01, 2022 and September 20, 2023

#### **Composition and attendance**

<b>Name of the Director</b>	<b>Position</b>	<b>Category</b>	<b>No. of meetings attended</b>
Mr. Sanjeev Chhaudha	Chairman	Non-Executive Independent Director	3 of 3
Mr. Arun Sharma	Member	Non-Executive Independent Director	3 of 3
Mr. Het Ram	Member	Executive Promoter Director	3 of 3

#### **Details of Complaints from Shareholders:**

No. of complaints received during the financial year : Nil

No. of complaints not solved to the satisfaction of shareholders : Nil

No. of pending complaints as ta March 31, 2023 : Nil

#### **Investor Services**

**Big Share Services Pvt. Ltd** is acting as the Registrar and Share Transfer Agents (RTAs) of the Company since the time of listing. Big Share Services Pvt. Ltd is having adequate infrastructure and VSAT connectivity with both the depositories (NSDL & CDSL), which facilitate prompt and better services to the shareholders of the Company.

#### **Name and Address of Compliance Officer-**

Mr. Yogender Kumar Sharma  
Company Secretary and Compliance Officer  
Rajnandini Metal Limited  
Corp. Office: Plot No. 344, Sector-3, Phase II, IMT Bawal, Rewari, Haryana- 123501  
Contact No. +91 1284 264194  
E-mail – [cs@rajnandinimetal.com](mailto:cs@rajnandinimetal.com)

#### **SEBI Complaints Redress System (SCORES)**

SEBI vide circular dated 3<sup>rd</sup> June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web-based complaints redress portal known as 'SCORES'. The salient features of this system are:

Centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

## 6. REMUNERATION PAID TO DIRECTORS

(a) There was no pecuniary relationship or transaction between the non-executive directors and the company during the financial year 2022-2023.

### (b) Criteria of making payments to Non-Executive Directors:

Sitting fees is paid to non-executive directors based on their contribution and participation in the meeting of the Board or Committees thereof.

Payment criteria of non-executive directors are given in the Criteria for making payments to Non-Executive Directors Policy. The web link for the same is <https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/criteria-for-payment-to-ned-s-1.pdf>

### (c) Details of remuneration to directors:

Company has paid following remuneration to directors during the year under review, which is in accordance with the section 178(4) read together with schedule V of the Companies Act, 2013.

The Company benefits from the professional expertise and invaluable experience of the Independent Directors in their individual capacity as competent professionals/ business executives in achieving corporate excellence. The Company has not granted any stock options to any of its Non-Executive Directors.

During the financial year 2022-23, only sitting fees for attending board or committee meetings and no commission was paid to the non-executive directors. The details are as follows:

#### a) Non- executive Directors:

Sr. No.	Name of Director	Sitting Fees paid (In Rs.)	Commission
1.	Mr. Shiv Kumar	1,21,000/-	-
2.	Mr. Sanjeev Chhautha	1,13,000/-	-
3.	Mr. Arun Sharma	1,25,000/-	-
4.	Mrs. Anjali	4,000/-	-

#### b) Executive Directors:

Sr. No.	Name of Director	Salary, Perquisites, Allowances and Commission paid (Rs.)
1.	Mr. Het Ram	84,00,000/-
2.	Mr. Ashok Kalra	22,05,000/-
3.	Mrs. Kavitarani*	3,15,266/-
4.	Mr. Manoj Kumar Jangir	9,84,000/-

\* Mrs. Kavitarani has resigned as the Director of the Company w.e.f. November 30, 2022.

- No severance fee is payable to any director.

- Stock option details - Company does not have any stock option scheme.

- There are no other performance linked incentives paid by the Company.

## 7. GENERAL BODY MEETINGS

a) Location, time and date where last three Annual General Meetings were held are given below:

Financial Year	Date and Time	Venue of Meeting	Whether Special Resolution passed
2021-22	12 <sup>th</sup> AGM – September 09, 2022 at 01:30 P.M.	Audio-Visual Means	Yes
2020-21	11 <sup>th</sup> AGM – August 27, 2021 at 01:30 P.M.	Audio-Visual Means	Yes
2019-20	10 <sup>th</sup> AGM – August 31, 2020 at 02:00 P.M.	3E/17 B.P. NIT FARIDABAD- 121001	Yes

In the last three AGM following Special Resolutions were passed:

Meetings held on	Special Resolution passed
September 09, 2022	<ul style="list-style-type: none"> <li>To approve the upward revision in the remuneration of Mr. Het Ram, Managing Director of the Company</li> </ul>
27 <sup>th</sup> August, 2021	<ul style="list-style-type: none"> <li>To Consider and approve the change of registered office of the company.</li> <li>To Approve Increase in borrowing power limits from existing Rs. 100 crores to Rs. 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher</li> <li>To approve creation of charges on assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure borrowings made/to be made under section 180(1)(c) of the Companies Act, 2013</li> </ul>
31 <sup>st</sup> August, 2020	<ul style="list-style-type: none"> <li>To Approve contract/arrangement for material Related Party Transactions with various related parties</li> <li>To consider and approve increase in Authorized Share Capital of the Company</li> <li>To Consider and approve the Issue of Bonus Shares</li> <li>To approve the upward revision in the remuneration of Mrs. Mithlesh Sharma, Director of the Company</li> </ul>

b) Details of Extra-ordinary General Meetings held during the year 2022-23

S. N.	Date	Location of Meeting	Time	Whether Special Resolution passed
1.	Monday, November 21, 2022	Audio-Visual Means	01:30 PM	Adoption of Memorandum of Association as per Companies Act, 2013

c) No resolution has been passed through the Postal Ballot during the year.

## 8. Means of Communication

Sl. No	Particular	Status
1.	Quarterly results	Quarterly / Half-yearly/ Annual Financial Results are e-filed with NSE.
2.	Newspaper wherein results are normally published	Business Standard
3.	Website where displayed	Placed on company's website <a href="http://www.rajnandinimetal.com">www.rajnandinimetal.com</a>
4.	Whether website displays official news release	Financial information, shareholding pattern, codes & polices etc. are updated on website <a href="http://www.rajnandinimetal.com">www.rajnandinimetal.com</a>

#### 9. General Shareholder Information-

a)	<b>13<sup>th</sup> Annual General Meeting</b>	Day: Friday Date: September 22, 2023 Time: 01:30 P.M. Venue: Through Video Conferencing / Other Audio-Visual Means (OAVM)
b)	<b>Financial Year</b>	April 01, 2022 to March 31, 2023
c)	<b>Dividend payment date</b>	Interim Dividend- August 25, 2022
d)	<b>Stock Exchanges on which the Company's Shares are listed</b>	National Stock Exchange of India (NSE) Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1 G Block Bandra Kurla Complex, Bandra (East), Mumbai – 400051  The Listing Fees as applicable have been paid within prescribed time period.
e)	<b>ISIN under Depository System</b>	INE00KV01022
f)	<b>NSE Limited</b>	RAJMET

#### g) Market Price Data

Month	Month Price High	Month Price Low
April, 2022	389.30	310.15
May, 2022	449.00	380.00
June, 2022	440.15	387.30
July, 2022	467.00	397.05
August, 2022	488.20	461.10
September, 2022	473.10	286.35
October, 2022	294.00	246.00
November, 2022	296.55	26.95
December, 2022	31.65	24.25
January, 2023	27.00	13.85
February, 2023	16.60	12.00
March, 2023	14.50	9.55



\* The Company has split the share price of the company from Rs. 10/- face value to Rs. 1/- face value in November, 2022.

**h) In case the securities are suspended from trading, reason thereof-** No order was passed for company's securities being suspended from trading.

**i) Registrar and Transfer Agents-**

M/s Bigshare Services Pvt Ltd continues to be the Registrar and Share Transfer Agents (RTA) of the Company for both physical and Demat Shares and the address of their Mumbai & Delhi offices is given below:

**Bigshare Services Pvt. Ltd. (Mumbai)**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East),  
Mumbai-400059

**Bigshare Services Pvt. Ltd. (Delhi)**

Bigshare Services Pvt. Ltd.302,  
Kushal Bazar 32-33, Nehru Place,  
New Delhi-110019

**j) Share Transfer System-**

The share transfer requests are received and processed by the Registrar and Share Transfer Agents (RTA) i.e. Bigshare Services Pvt Ltd and are approved by the Share Transfer Committee of the company, which normally meets at regular intervals depending on the volume of share transfers.

The Company has been regularly complying with the provisions of Regulation 7(3) and 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and a Compliance Certificate Duly signed by Company Secretary and Compliance Officer of the Company and by the Authorized Representative of our RTA i.e. Bigshare Services Pvt Ltd as per Regulation 7(3) and Certificate from a Company Secretary-in-Practice for due compliance of the share transfer formalities as per Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is being forwarded to NSE on half yearly basis within 30 days from the end of each half year as per the provisions of said regulations.

**k) Distribution of Shareholding as on March 31, 2023:**

No. of equity shares held (Nominal Value)	Number of shareholders	% to total numbers	Shareholding amount (Rs.)	% to total amount
Up To 5,000	14409	97.31	5905440	2.14
5,001 To 10,000	195	1.32	1443143	0.52
10,001 To 20,000	101	0.68	1480571	0.53
20,001 To 30,000	28	0.19	701900	0.25
30,001 To 40,000	15	0.10	505995	0.18
40,001 To 50,000	7	0.05	301003	0.11
50,001 To 1,00,000	13	0.09	970181	0.35
1,00,000 and above	38	0.25	265171767	95.91

**l) Dematerialization of Shares and Liquidity:**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2023, all the 100% equity shares were held in dematerialized form.

The Company's shares are traded on National Stock Exchange of India and hence provide liquidity to the investors.

**m) Outstanding ADRs, GDRs, warrants or any convertible instruments, conversion date and impact on equity**

The Company has not issued Global Depository Receipts or American Depository Receipt or Warrants or any Convertible instruments.

**n) Commodity Price Risk/ Foreign Exchange Risk and Hedging-**

The Company did not engage in hedging activities.

**o) Plant Location-**

Plot No. 344, Sector-3, Phase II, IMT Bawal, Rewari, Haryana-123501

**p) Address for Correspondence-**

For any investor grievance-

Rajnandini Metal Limited  
Corp. Office: Plot No. 344, Sector-3, Phase II, IMT Bawal 123501, Haryana  
Contact No. +91 1284 264194  
E-mail – [cs@rajnandinimetal.com](mailto:cs@rajnandinimetal.com)

**q) Credit Risk Rating**

During the financial year 2022-2023, the Company has obtained credit rating from CareEdge, which has assigned CARE BBB-, Stable on Rs. 5 crores (long term fund based) and also assigned a short- term rating of CARE BBB-, Stable/ CARE A3 on Rs. 23.00 crores.

**r) Green initiative in the Corporate Governance**

The Ministry of Corporate Affairs (MCA) vide its General Circular No. 18/2011 dated 29<sup>th</sup> April 2011 has clarified that as a measure of "Green Initiative in Corporate Governance" it will be in compliance, if the Annual Report (i.e. documents listed in section 136 of the Companies Act, 2013) is sent through e-mail. A recent amendment to the listing agreement with the Stock Exchanges now permits Company to send soft copies of the Annual Report to all those shareholders who have registered email address for the purpose.

The board is sure that you appreciate the Green Initiative that has been undertaken by MCA and hope that you will support your Company's desire to participate in it.

## Other Disclosures

- a. All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company had obtained prior approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions. Details of transactions entered with related parties are disclosed in the notes forming part of Financial Statements annexed herewith.

The policy related to Related Party Transaction has been uploaded on the website of the company i.e. <http://www.rajnandinimetal.com>

- a. No penalties were imposed, and no strictures were passed by Stock Exchange or SEBI or any statutory authority on any capital market related matters during the last three years.
- b. The Company has announced Whistle Blower policy. All the personnel of the company have the access to the Audit Committee.
- c. The Company has complied with the mandatory requirements of the SEBI (LODR) Regulation, 2015. The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.
- d. The Company has framed a Material Subsidiary Policy and the same is placed on the Company's website and the web link for the same is <https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/policy-for-determining-material-subsidiaries-1.pdf>.
- e. The company has framed Related Party Transaction Policy and is placed on the Company's website and the web link for the same is <https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/related-party-trn-policy-1.pdf>.
- f. The company did not engage in commodity hedging activities.
- g. The Company has not raised funds through preferential allotment or qualified institution placements as specified under Regulation 32(7A).
- h. A certificate from Abhishek Jain & Co., Practicing Company Secretaries is enclosed as **Annexure-A** certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- i. The Board had accepted recommendations, if any, of the Committee(s).
- j. During the year, details of fees paid to the Statutory Auditor by the Company and its Subsidiaries are given below

Particulars	Continuing operations (Rs. in lakhs)	Discontinued operations (Rs. in lakhs)
As Auditor:	2.12	-
Audit fees	16.05	-
Tax Audit fees	1.25	-
<b>Total</b>	<b>19.42</b>	-

**k. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

During the financial year 2022-2023, the details of the complaint were as under

1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed of during the financial year	Not Applicable
3.	Number of complaints pending as on end of the financial year	Nil

l. The Company has not given any Loans and advances in the nature of loans to firms/companies in which directors are interested.

m. The Company does not have any material subsidiary.

**There has been no instance of non-compliance of any requirement of Corporate Governance Report.**

**ADOPTION OF DISCRETIONARY REQUIREMENTS**

**A. The Board**

The Company has Executive Chairman.

**B. Shareholder Rights**

Half yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company like quarterly results.

**C. Modified opinion(s) in Audit Report**

There was no audit qualification in the Auditors' Report on the Company's financial statements.

**D. Reporting of Internal Auditor**

The Internal Auditor of the Company reporting their findings of the internal audit to the Audit Committee Members.

**The Company has fully complied with the applicable requirement specified in Reg. 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as per Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2023.

Sd/-

**Het Ram**  
**Chairman & Managing Director**  
**(DIN: 02925990)**

Place: Bawal  
Date: August 24, 2023



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**The Members of****Rajnandini Metal Limited**

Plot No. 344, Sector 3, Phase II,  
IMT Bawal, Haryana

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Rajnandini Metal Limited having CIN L51109HR2010PLC040255 and having registered office at Plot No. 344, Sector 3, Phase II, IMT Bawal, Haryana - 123501 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Name of the Director	PAN and DIN	Date of Appointment as per MCA portal	Status of DIN as per MCA portal
Het Ram	PAN- AFVPR5490R DIN- 02925990	18/03/2010	ACTIVE
Manoj Kumar Jangir	PAN- AKMPJ4960C DIN- 08069170	30/11/2022	ACTIVE
Anjali	PAN- APTPA2659D DIN - 10096292	25/03/2023	ACTIVE
Sanjeev Chhaudha	PAN- BZEPS3267D DIN- 08932721	06/11/2020	ACTIVE
Ashok Kalra	PAN- DKJPK8484C DIN- 09024019	12/01/2021	ACTIVE
Arun Sharma	PAN- EQSPS1697P DIN- 09107533	16/03/2021	ACTIVE

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Abhishek J & Co.**  
**Company Secretaries**

Place: Noida  
Date: August 24, 2023  
**UDIN: F011233E000854878**

**CS Abhishek Jain**  
**FCS No. F11233**  
**C.P No. 16592**



## **CERTIFICATE ON CORPORATE GOVERNANCE**

**To  
The Members of  
Rajnandini Metal Limited**

We have examined the compliance of conditions of Corporate Governance by Rajnandini Metal Limited, for the year ended on 31<sup>st</sup> March 2023, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we hereby certify that the Company has complied with the requirements & conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (except as stated below) pursuant to the Listing Agreement of the said Company with stock exchanges. Further, we have the following observations with respect to Corporate Governance Compliance:

- The Company has not appointed Woman Director on the Board from November 30, 2022 till March 24, 2023 resulting in non-compliance of regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has not taken approval from the Shareholders for appointment of Shri Manoj Kumar Jangir as an Executive Director within the prescribed time limits of three months resulting in non compliance of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Abhishek J & Co.  
Company Secretaries**

Place: Noida  
Date: August 24, 2023  
**UDIN: F011233E000854891**

**CS Abhishek Jain  
FCS No. F11233  
C.P No. 16592**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF RAJNANDINI METAL LIMITED**

#### **Report on the Audit of the Financial Statements**

##### **Opinion**

We have audited the accompanying financial statements of RAJNANDINI METAL LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

##### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other



information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv.
    - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding

Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in Note 26.D.8 to the financial statements

- a) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

- 2. As required by the Companies (Auditor’s Report) Order, 2020 (the “Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For SANMARKS & ASSOCIATES**  
Chartered Accountants  
(Firm’s Registration No. 003343N)

**NARESH KUMAR AGGARWAL**  
Partner  
(Membership No.087351)

Place: Faridabad  
Date: April 21, 2023  
UDIN: 23087351BGYNHQ4952



## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Rajnandini Metal Limited of even date)**

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub- section 3 of Section 143 of the Companies Act, 2013 (the “Act”)**

We have audited the internal financial controls over financial reporting of **RAJNANDINI METAL LIMITED** (the “Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external

purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For SANMARKS & ASSOCIATES**

Chartered Accountants  
(Firm's Registration No. 003343N)

**NARESH KUMAR AGGARWAL**

Partner  
(Membership No.087351)

Place: Faridabad

Date: April 21, 2023

UDIN: 23087351BGYNHQ4952

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Rajnandini Metal Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) We are explained that the management has carried out the year end physical verification of majority of fixed assets. In our opinion, the frequency of physical verification is reasonable having regard to the size and nature of operations of the Company. According to the information and explanations given to us, no material discrepancies were noticed on such verification. The management has adopted physical verification in a phased manner so that all the Property, Plant & Equipment are covered within a period of three years.
  - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right- of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
  - (a) Physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed during such physical verification by the management.
  - (b) As informed and explained to us by the management, the company has been sanctioned working capital limits in excess of 5 crore rupees, in aggregate, from banks. On the basis of our verification of relevant records, the quarterly returns or statements filed by the company with the banks are in agreement with the books of accounts of the Company.

iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- (b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
- (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has not granted any loans or made investments or provided any guarantee or securities. Hence, reporting under clause 3(iv) of the Order is not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a



period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and based on records of the Company examined by us, there are no dues of Income Tax and GST which have not been deposited on account of any disputes.
- viii. According to the explanations and information given to us by the management and as verified by us, there are no transactions which were not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.
- ix.
- (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to lenders.
  - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - (c) The Term loans were applied for the purpose for which the loans were obtained.
  - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
  - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - (f) The Company has not any subsidiary and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x.
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi.
- (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
  - (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.
- (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
  - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
  - (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us by the management, and on the basis of our examination of the records of the company, the company has spent the entire amount as per the

requirements of section 135 of the Companies Act, 2013, and therefore sub-clauses (a) and (b) of clause (xx) of para 3 are not applicable.

- xxi. Since this report is being issued in respect of standalone financial statements of the company, hence clause (xxi) of paragraph 3 of the said Order is not applicable.

**For SANMARKS & ASSOCIATES**

Chartered Accountants  
(Firm's Registration No. 003343N)

**NARESH KUMAR AGGARWAL**

Partner  
(Membership No.087351)

Place: Faridabad

Date: April 21, 2023

UDIN: 23087351BGYNHQ4952



<b>RAJNANDINI METAL LIMITED</b> <b>CIN No: L51109HR2010PLC040255</b> <b>Balance sheet as at March 31, 2023</b>			
(All amounts in INR Lakhs, unless otherwise stated)			
	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipments	1(a)	3,487	2,495
Intangible Assets	1(b)	0	0
Financial assets			
i) Other Financial Assets	2	47	31
<b>Total Non-Current Assets</b>		<b>3,534</b>	<b>2,526</b>
<b>Current Assets</b>			
Inventories	4	6,182	4,440
Financial assets			
i) Trade receivables	5	3,295	2,996
ii) Cash and cash equivalents	6(a)	33	13
iii) Bank balances other than cash and cash equivalents	6(b)	47	216
iv) Other Financial assets	7	-	20
Other current assets	8	897	560
<b>Total Current Assets</b>		<b>10,454</b>	<b>8,245</b>
<b>Total Assets</b>		<b>13,988</b>	<b>10,771</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Share capital	9	2,765	1,843
Other equity	10	1,378	1,116
<b>Total equity</b>		<b>4,143</b>	<b>2,959</b>
<b>LIABILITIES</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities			
i) Borrowings	11(a)	912	1,171
Employee benefit obligations	12	30	25
Deferred tax liabilities (net)	3	175	140
<b>Total Non-Current Liabilities</b>		<b>1,117</b>	<b>1,336</b>
<b>Current Liabilities</b>			
Financial liabilities			
i) Borrowings	11(b)	6,282	3,971
ii) Trade payables	13	-	-
-Total outstanding dues of micro enterprises and small enterprises		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		2,318	2,456
Current tax liabilities	14	95	-
Other current liabilities	15	33	49
<b>Total Current Liabilities</b>		<b>8,728</b>	<b>6,476</b>
<b>Total Liabilities</b>		<b>9,845</b>	<b>7,812</b>
<b>Total Equity and Liabilities</b>		<b>13,988</b>	<b>10,771</b>
<b>Significant Accounting Policies and Notes to Accounts</b>	26		
<b>As per our Report of even date</b> <b>For SANMARKS &amp; ASSOCIATES</b> <b>CHARTERED ACCOUNTANTS</b>		<b>For and on behalf of the Board of Directors</b>	
<b>(Naresh Kumar Aggarwal )</b> Partner FRN : 003343N, M.No. : 087351		<b>(Het Ram)</b> Director (DIN 02925990)	
		<b>(Ashok Kalra)</b> Director (DIN 09024019)	
Place : Faridabad Date : 21.04.2023 UDIN : 23087351BGYNHQ4952		<b>(Manoj Kumar Jangir)</b> Chief Financial Officer	
		<b>(Yogender Sharma)</b> Company Secretary	



**RAJNANDINI METAL LIMITED**  
**CIN No: L51109HR2010PLC040255**

**Statement of profit and loss for the year ended March 31, 2023**

(All amounts in INR Lakhs, unless otherwise stated)

	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income</b>			
Revenue from operations	16	1,02,888	1,02,825
Other income	17	1,017	125
<b>Total Income</b>		<b>1,03,905</b>	<b>1,02,950</b>
<b>Expenses</b>			
Cost of Raw Material Consumed	18	97,305	97,164
Purchase of Stock-in-Trade	19	-	2,034
Changes in inventories of Finished goods, work-in-progress and stock-in-trade	20	585	-622
Employee Benefit expense	21	574	365
Finance Cost	22	728	397
Depreciation and Amortisation expenses	1	119	114
Other Expenses	23	2,482	2,082
<b>Total Expenses</b>		<b>1,01,793</b>	<b>1,01,535</b>
<b>Profit before Tax</b>		<b>2,112</b>	<b>1,415</b>
Income Tax expense			
-Current Tax	24	710	367
-Deferred Tax		34	46
<b>Total Tax Expense</b>		<b>744</b>	<b>413</b>
<b>Profit for the year</b>		<b>1,368</b>	<b>1,002</b>
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>1,368</b>	<b>1,002</b>
Basic earnings per share of par value INR 10/- each (INR per share)	25	0.50	5.43
Diluted earnings per share of par value INR 10/- each (INR per share)	25	0.50	5.43
<b>Significant Accounting Policies and Notes to Accounts</b>	26		
<p><b>As per our Report of even date</b>  <b>For SANMARKS &amp; ASSOCIATES</b>  <b>CHARTERED ACCOUNTANTS</b></p>			
<p><b>For and on behalf of the Board of Directors</b></p>			
<p><b>(Naresh Kumar Aggarwal )</b>  Partner  FRN : 003343N, M.No. : 087351</p>		<p><b>(Het Ram)</b>  Director  (DIN 02925990)</p>	
		<p><b>(Ashok Kalra)</b>  Director  (DIN 09024019)</p>	
<p>Place : Faridabad  Date : 21.04.2023  UDIN : 23087351BGYNHQ4952</p>		<p><b>(Manoj Kumar Jangir)</b>  Chief Financial Officer</p>	
		<p><b>(Yogender Sharma)</b>  Company Secretary</p>	

<b>RAJNANDINI METAL LIMITED</b> <b>CIN No: L51109HR2010PLC040255</b> <b>Cash Flow Statement for the year ended March 31, 2023</b>  <b>(All amounts in INR lakhs, unless otherwise stated)</b>			
Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before Tax		2,112	1,415
<b>Adjustments for:</b>			
Depreciation and amortisation expense		119	114
Finance Costs		728	397
(Gain)/Loss on sale of Fixed Assets		(2)	6
Interest Received		(250)	(125)
<b>Operating Profit before working capital change</b>		<b>2,707</b>	<b>1,807</b>
<b>Adjustments for Working Capital Changes:</b>			
(Increase)/Decrease in Inventories		(1,742)	(2,173)
(Increase)/Decrease in Financial-Non-current assets		(16)	(17)
(Increase)/Decrease in Financial-current assets		(109)	477
(Increase)/Decrease in Other current assets		(337)	(146)
Increase/(Decrease) in Trade payables		(138)	(171)
Increase/(Decrease) in Other-current Liabilities		(16)	40
Increase/(Decrease) in Provisions		5	4
<b>Cash generated from Operations</b>		<b>354</b>	<b>-179</b>
Direct Taxes paid		(615)	(283)
<b>Net Cash flow from Operating activities</b>	<b>(A)</b>	<b>(261)</b>	<b>(462)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets including Intangible assets & CWIP		(1,111)	(159)
Sale proceeds from disposal of Fixed assets		2	10
Interest received		250	125
<b>Net cash used in Investing activities</b>	<b>(B)</b>	<b>(859)</b>	<b>(24)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds / (repayment) of Borrowings		2,052	884
Dividend Paid		(184)	-
Finance Costs		(728)	(397)
<b>Net cash (outflow)/inflow from financing activities</b>	<b>(C)</b>	<b>1,140</b>	<b>487</b>
<b>Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>		<b>20</b>	<b>1</b>
Cash and cash equivalents at the beginning of the financial year		13	12
<b>Cash and cash equivalents at the end of the year</b>		<b>33</b>	<b>13</b>
<b>B. Reconciliation of cash and cash equivalents as per the cash flow statement:</b>			
<b>Particulars</b>		<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Cash and cash equivalents		33	13
<b>Balance as per statement of cash flows</b>		<b>33</b>	<b>13</b>
The above cash flow statement should be read in conjunction with the accompanying notes.			
<b>Significant Accounting Policies and Notes to Accounts</b>	<b>26</b>		
<b>As per our Report of even date</b> <b>For SANMARKS &amp; ASSOCIATES</b> <b>CHARTERED ACCOUNTANTS</b>		<b>For and on behalf of the Board of Directors</b>	
<b>(Naresh Kumar Aggarwal )</b> Partner FRN : 003343N, M.No. : 087351		<b>(Het Ram)</b> Director (DIN 02925990)	
		<b>(Ashok Kalra)</b> Director (DIN 09024019)	
Place : Faridabad Date : 21.04.2023 UDIN : 23087351BGYNHQ4952		<b>(Manoj Kumar Jangir)</b> Chief Financial Officer	
		<b>(Yogender Sharma)</b> Company Secretary	

**RAJNANDINI METAL LIMITED**  
**CIN No: L51109HR2010PLC040255**

**Statement of changes in equity for the year ended March 31, 2023**  
**(All amounts in INR Lakhs, unless otherwise stated)**

**A. Equity share capital**

Particulars	Number of shares (in Lakhs)	Amount
As at March 31, 2021	122.88	1,228.80
Changes in equity share capital	61.44	614.40
As at March 31, 2022	184.32	1,843.20
Changes in equity share capital	2,580.48	921.60
As at March 31, 2023	2,764.80	2,764.80

**B. Other equity**

Particulars	Notes	Reserves and surplus		
		Securities premium	Retained earnings	Total
Balance at March 31, 2021		0	729	729
Profit for the year		-	1,002	1,002
Other comprehensive income for the year		-	-	-
<b>Total comprehensive income for the year</b>		-	1,002	1,002
<b>Transactions with owners in their capacity as owners</b>				
Issue of bonus equity shares		-	(614)	(614)
<b>Balance at March 31, 2022</b>		<b>0</b>	<b>1,116</b>	<b>1,116</b>
Profit for the year		-	1,368	1,368
Other comprehensive income for the year		-	-	-
<b>Total comprehensive income for the year</b>		-	1,368	1,368
<b>Transactions with owners in their capacity as owners</b>				
Dividend Paid		-	(184)	(184)
Issue of bonus equity shares		-	(922)	(922)
<b>Balance at March 31, 2023</b>		<b>0</b>	<b>1,378</b>	<b>1,378</b>

As per our Report of even date  
For SANMARKS & ASSOCIATES  
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

(Naresh Kumar Aggarwal )  
Partner  
FRN : 003343N, M.No. : 087351

(Het Ram)  
Director  
(DIN 02925990)

(Ashok Kalra)  
Director  
(DIN 09024019)

Place : Faridabad  
Date : 21.04.2023  
UDIN : 23087351BGYNHQ4952

(Manoj Kumar Jangir)  
Chief Financial Officer

(Yogender Sharma)  
Company Secretary

**RAJNANDINI METAL LIMITED**
**CIN No: L51109HR2010PLC040255**
**Notes to the financial statements for the year ended March 31, 2023**
**(All amounts in INR Lakhs, unless otherwise stated)**
**1 Property, plant and equipment**
**a) Tangible Assets**

	Freehold Land	Buildings	Plant & Equipment	Vehicles	Office Equipment/Furniture	Computer	Total
<b>Year ended March 31, 2022</b>							
<b>Gross carrying amount</b>							
Opening gross carrying amount	602	333	1,484	123	29	5	2,576
Additions	-	-	91	60	4	4	159
Disposals	-	-	-	(53)	-	-	(53)
<b>Closing gross carrying amount</b>	<b>602</b>	<b>333</b>	<b>1,575</b>	<b>130</b>	<b>33</b>	<b>9</b>	<b>2,682</b>
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	11	69	22	6	1	109
Depreciation charge for the year	-	9	81	21	1	2	114
Disposals	-	-	-	(36)	-	-	(36)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>20</b>	<b>150</b>	<b>7</b>	<b>7</b>	<b>3</b>	<b>187</b>
<b>Closing net carrying amount</b>	<b>602</b>	<b>313</b>	<b>1,425</b>	<b>123</b>	<b>26</b>	<b>6</b>	<b>2,495</b>
<b>Year ended March 31, 2023</b>							
<b>Gross carrying amount</b>							
Opening gross carrying amount	602	333	1,575	130	33	9	2,682
Additions	1,070	-	36	-	3	3	1,112
Disposals	-	-	-	(14)	-	-	(14)
<b>Closing gross carrying amount</b>	<b>1,672</b>	<b>333</b>	<b>1,611</b>	<b>116</b>	<b>36</b>	<b>12</b>	<b>3,780</b>
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	20	150	7	7	3	187
Depreciation charge for the year	-	9	83	18	6	3	119
Disposals	-	-	-	(13)	-	-	(13)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>29</b>	<b>233</b>	<b>12</b>	<b>13</b>	<b>6</b>	<b>293</b>
<b>Closing net carrying amount</b>	<b>1,672</b>	<b>304</b>	<b>1,378</b>	<b>104</b>	<b>23</b>	<b>6</b>	<b>3,487</b>

**b) Intangible Assets**

	Computer Software	Total
<b>Year ended March 31, 2022</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	0	0
Additions	-	-
Disposals	-	-
<b>Closing gross carrying amount</b>	<b>0</b>	<b>0</b>
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	0	0
Depreciation charge for the year	0	0
Disposals	-	-
<b>Closing accumulated depreciation</b>	<b>0</b>	<b>0</b>
<b>Closing net carrying amount</b>	<b>0</b>	<b>0*</b>
<b>Year ended March 31, 2023</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	0	0
Additions	-	-
Disposals	-	-
<b>Closing gross carrying amount</b>	<b>0</b>	<b>0</b>
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	0	0
Depreciation charge for the year	0	0
Disposals	-	-
<b>Closing accumulated depreciation</b>	<b>0</b>	<b>0</b>
<b>Closing net carrying amount</b>	<b>0</b>	<b>0*</b>

*\* Due to rounding off norms*



**RAJNANDINI METAL LIMITED**
**CIN No: L51109HR2010PLC040255**
**Notes to the financial statements for the year ended March 31, 2023**
**(All amounts in INR Lakhs, unless otherwise stated)**

2 Other Financial Assets	As at March 31, 2023	As at March 31, 2022
Security deposits		
Unsecured, Considered good	47	31
<b>Total Other Financial Assets</b>	<b>47</b>	<b>31</b>

**3 Deferred tax assets/(liabilities) (net)**
**The balance comprises temporary differences attributable to:**

	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax assets</b>		
Property, plant and equipment		-
<b>Total deferred tax assets (A)</b>	-	-
<b>Deferred tax liabilities</b>		
Property, plant and equipment	175	140
<b>Total deferred tax liabilities (B)</b>	<b>175</b>	<b>140</b>
<b>Deferred tax assets/(liabilities) (net) (A-B)</b>	<b>(175)</b>	<b>(140)</b>

**Movement in deferred tax assets/liabilities**

Particulars	As at March 31,2022	Recognised in profit or loss	Recognised in other comprehensive income	As at March 31, 2023
<b>Deferred tax assets</b>				
Property, plant and equipment	-	-	-	-
<b>Total deferred tax assets (A)</b>	-	-	-	-
<b>Deferred tax liabilities</b>				
Property, plant and equipment	140	34	-	175
<b>Total deferred tax liabilities (B)</b>	<b>140</b>	<b>34</b>	-	<b>175</b>
<b>Deferred tax assets/(liabilities) (net) (A-B)</b>	<b>(140)</b>	<b>(34)</b>	-	<b>(175)</b>

Particulars	As at March 31,2021	Recognised in profit or loss	Recognised in other comprehensive income	As at March 31, 2022
<b>Deferred tax assets</b>				
Property, plant and equipment	-	-	-	-
<b>Total deferred tax assets (A)</b>	-	-	-	-
<b>Deferred tax liabilities</b>				
Property, plant and equipment	94	46	-	140
<b>Total deferred tax liabilities (B)</b>	<b>94</b>	<b>46</b>	-	<b>140</b>
<b>Deferred tax assets/(liabilities) (net) (A-B)</b>	<b>(94)</b>	<b>(46)</b>	-	<b>(140)</b>

(i) The Company's weighted average tax rates for the year ended March 31, 2023 was 34.94% and March 31, 2022: 29.12% , respectively.

(ii) Deferred tax assets have been recognized to the extent of available and reasonable certainty of future taxable profits which will be available against which temporary differences can be utilised.

<b>4 Inventories</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Raw Materials	4,895	2,569
Work-in-progress	10	5
Finished Goods	1,073	1,852
Scrap	9	9
Stores and Spares	195	5
<b>Total Inventories</b>	<b>6,182</b>	<b>4,440</b>

4.1 Inventories are valued at cost or net realisable value whichever is lower. The cost formulas used are Weighted Average Cost in case of Raw Material (Wire Rods) and First-in First Out ('FIFO') in case of Ancillary Raw Material and Stores & Spares. The cost of inventories comprises all cost of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition.

<b>5 Trade receivables</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Unsecured, considered good	3,295	2,996
Less: Allowance for bad and doubtful debts*	-	-
<b>Total trade receivables</b>	<b>3,295</b>	<b>2,996</b>

\*The allowance for bad & doubtful debts (for impairment of trade receivable) has been made on the basis of Expected Credit Loss (ECL) Method based on management's judgement. To the extent of ECL provision, the trade receivables have been classified as doubtful and the remaining have been considered as good

**5.1 Trade Receivable ageing (As on 31st March 2023)**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More Than 3 years	Total
i) Undisputed Trade receivables – considered good	3,026	27	241			3,295
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

**5.2 Trade Receivable ageing (As on 31st March 2022)**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More Than 3 years	Total
i) Undisputed Trade receivables – considered good	2,195	801				2,996
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

6	(a) Cash and cash equivalents	As at March 31, 2023	As at March 31, 2022
	Cash on hand	7	6
	Balance with banks in current accounts	26	7
	<b>Total cash and cash equivalents</b>	<b>33</b>	<b>13</b>
	<b>(b) Bank balances other than cash and cash equivalents</b>		
	Deposits account with bank maturity more than 3 months but less than 12 months		
	- Remaining maturity for less than twelve months (FDR with Axis bank agt BG in favour of M/s. Indraprastha Gas Ltd.)	47	216
	<b>Total bank balances other than cash and cash equivalents</b>	<b>47</b>	<b>216</b>
7	Other current financial assets	As at March 31, 2023	As at March 31, 2022
	Security deposits		
	<i>Unsecured, considered good</i>	-	14
	Other receivables (unsecured, considered good)	-	6
	<b>Total other current financial assets</b>	<b>-</b>	<b>20</b>
8	Other current assets	As at March 31, 2023	As at March 31, 2022
	Advance to Suppliers	383	96
	Advance Payment of Taxes (net)	-	2
	Deposit for Plot with HSDIIC - Bawal	-	276
	Balances with government authorities	479	179
	Prepaid expenses	35	7
	<b>Total other current assets</b>	<b>897</b>	<b>560</b>

**RAJNANDINI METAL LIMITED**

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Notes to the financial statements for the year ended March 31, 2023

(All amounts in INR Lakhs, unless otherwise stated)

**9 Share capital**

(Amount in INR Lakhs)

	Number	31-March, 2023	Number	31-March, 2022
<b>Authorised equity share capital</b>				
Equity shares of INR 10 each			2,00,00,000	2,000
Equity shares of INR 1 each	50,00,00,000	5,000		
<b>Issued, Subscribed and Paid up share capital</b>				
Equity shares of INR 10 each			1,84,32,000	1,843
Equity shares of INR 1 each	27,64,80,000	2,765		
<b>Reconciliation of the number of shares outstanding</b>				
Equity shares at the beginning of the year (Face Value INR 10)	1,84,32,000	1,843	1,22,88,000	1,229
Add: Bonus share issued during the year	92,16,000	922	61,44,000	614
Add: Share split during the year (Face Value INR 1)	24,88,32,000	-	-	-
<b>Total</b>	<b>27,64,80,000</b>	<b>2,765</b>	<b>1,84,32,000</b>	<b>1,843</b>

**Terms / Rights attached to equity shares**

- a) The Company has a single class of Equity Shares having a par value of INR1 per share (Previous Year INR 10 per share, Split during the year to INR1). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- b) The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.
- c) In the event of liquidation of the company, the holders of equity share will be eligible to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(ii) Details of shareholders holding more than 5% shares in the company**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares (in Lakhs)	% holding	Number of shares (in Lakhs)	% holding
Het Ram	2,025	73.23%	74.92	40.65%
Mithlesh Sharma	-	0.00%	60.06	32.59%

**(iii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares:**

The Company has issued 92,16,000 equity shares as fully paid bonus shares in the ratio of 1:2 (i.e. one bonus share of Rs. 10/- each for two equity share of INR 10/- each) to every shareholder holding equity share on 15 Sep 2022.

**(iv) Shareholding of Promoter at the end of the year**

Promoter Name	No. of Shares	% of Total Share	% Change during the year
1. Het Ram	20,24,77,500	73.23%	32.59%
2. Mithlesh Sharma	-	0.00%	-32.59%
3. Raj Bala	4,500	0.00%	Nil
4. Atma Ram Sharma	4,500	0.00%	Nil
5. Nandini Sharma	4,500	0.00%	Nil



**RAJNANDINI METAL LIMITED**

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Notes to the financial statements for the year ended March 31, 2023

(All amounts in INR Lakhs, unless otherwise stated)

**10 Other equity**

	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Reserves and Surplus</b>		
Securities premium	0	0
Retained earnings	1,378	1,116
<b>Total reserves and surplus</b>	<b>1,378</b>	<b>1,116</b>

**(i) Securities premium**

Opening balance	0	0
Amount received on issue of shares	-	-
Amount utilized towards bonus issue of shares	-	-
<b>Closing balance</b>	<b>0</b>	<b>0</b>

**(ii) Retained earnings**

Opening balance	1,116	729
Profit for the year	1,368	1,002
Dividend Paid	(184)	-
Amount utilized towards bonus issue of shares	(922)	(614)
<b>Closing balance</b>	<b>1,378</b>	<b>1,116</b>

**Nature and purpose of other reserves*****Securities premium***

Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares is transferred to "Securities Premium Account" and the utilisation thereof is in accordance with the provisions of Section 52 of the Companies Act, 2013.

**RAJNANDINI METAL LIMITED**

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Notes to the financial statements for the year ended March 31, 2023

(All amounts in INR Lakhs, unless otherwise stated)

**11 Borrowings****a) Non - Current**

	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
Loans from Banks		
Rupee Term Loan	787	952
Rupee Car Loan	7	39
Working Capital Term Loan	118	180
<b>Total Borrowings - Non Current</b>	<b>912</b>	<b>1,171</b>

**b) Current****Secured**

Loans from Banks		
Rupee Term Loan	166	166
Rupee Car Loan	32	38
Working Capital Term Loan	180	315
Cash credit facilities	5,905	3,452
<b>Total Borrowings - Current</b>	<b>6,282</b>	<b>3,971</b>

a) Overdraft facility is secured by way of equitable mortgage of titled deeds of various properties belonging to Raj Bala, Mithlesh Sharma, Het Ram, Bhuri Devi i.e. H.No. 3E/17, BP, NIT, Faridabad, H.No. 382, Sector - 7A, Faridabad, Plot No. A-1211, Dabua Colony, H.No. 94, Block GP, Moury Enclave, Pitam Pura, Delhi, H.No. 307, Sector - 21C, Faridabad, H.No. 307, Sadhbhawna EWS Co.Op. Society, Sec - 46, Faridabad and pledge of term deposits belonging to Atma Ram Sharma of value 280.79 Lacs and personal guarantee of directors of the company Het Ram Sharma, Mithlesh Sharma and co. obligation of Smt. Raj Bala, Atma Ram Sharma and Mrs. Bhuri Devi.

b) Secured by way of equitable mortgage of personal property of director and their relative hypothecation of stock, sundry debtors and personal guarantee of directors.

**12 Employee benefit obligations**

	As at March 31, 2023	As at March 31, 2022
Gratuity	30	25
<b>Total employee benefit obligations</b>	<b>30</b>	<b>25</b>

13	Trade payables	As at March 31, 2023	As at March 31, 2022			
	Total outstanding dues of micro enterprises and small enterprises	-	-			
	Total outstanding dues of creditors other than micro enterprises and small enterprises	2,318	2,456			
	Total trade payables	2,318	2,456			
	The carrying values of trade payables are considered to be a reasonable approximation of fair value. Amounts due to related parties are unsecured, interest free and repayable on demand.					
13.1	Trade Payable ageing (As on 31st March 2023)					
	Particulars	Less than 1 year	1-2 Years	2-3 Years	More Than 3 years	Total
	i) MSME	-	-	-	-	-
	ii) Others	1,957	361	-	-	2,318
	iii) Disputed Dues - MSME	-	-	-	-	-
	iv) Disputed Dues - Others	-	-	-	-	-
13.2	Trade Payable ageing (As on 31st March 2022)					
	Particulars	Less than 1 year	1-2 Years	2-3 Years	More Than 3 years	Total
	i) MSME	-	-	-	-	-
	ii) Others	1,475	981	-	-	2,456
	iii) Disputed Dues - MSME	-	-	-	-	-
	iv) Disputed Dues - Others	-	-	-	-	-
14	Current tax liabilities	As at March 31, 2023	As at March 31, 2022			
	Opening balance	-	-			
	Add: Current tax payable for the year	710	-			
	Less: Taxes Paid	(615)	-			
		95	-			
15	Other Current Liabilities	As at March 31, 2023	As at March 31, 2022			
	Statutory tax payables	21	19			
	Advance from Customers	12	30			
	Total other current liabilities	33	49			

**RAJNANDINI METAL LIMITED**

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Notes to the financial statements for the year ended March 31, 2023

(All amounts in INR Lakhs, unless otherwise stated)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>16 Revenue from operations</b>		
Sale and Processing Income of Products		
Finished Goods	1,02,888	1,02,825
Traded Goods	-	-
Other Operating Revenue		
Scrap Sales	-	-
<b>Total revenue from operations</b>	<b>1,02,888</b>	<b>1,02,825</b>
<b>17 Other income</b>		
Interest income	299	125
Discount received	715	-
Other Non Operating Income		
Other items	2	-
<b>Total other income</b>	<b>1,017</b>	<b>125</b>
<b>18 Cost of Raw Material Consumed</b>		
Opening Stock of Copper Scrap	2,569	995
Purchase Copper Scrap	99,631	98,738
Less : Closing Stock of Copper Scrap	(4,895)	(2,569)
<b>Total Raw Material Consumed</b>	<b>97,305</b>	<b>97,164</b>
<b>19 Purchase of Stock-in-Trade</b>		
Purchase of Traded goods	-	2,034
<b>Total Purchase of Stock-in-Trade</b>	<b>-</b>	<b>2,034</b>
<b>20 Changes in inventories of Finished goods, work-in-progress and stock-in-trade</b>		
<b>Stock at Commencement</b>		
Stock in Trade	9	0
Stock of Scrap	5	9
Work in progress	6	39
Finished Goods	1,852	1,202
	<b>1,872</b>	<b>1,250</b>
<b>Stock at Close</b>		
Stock in Trade	9	9
Work-in-progress	10	5
Stock of Scrap & Stores	195	6
Finished Goods	1,073	1,852
	<b>1,287</b>	<b>1,872</b>
<b>Total Changes in inventories of Finished goods, work-in-progress and stock-in-trade</b>	<b>585</b>	<b>(622)</b>



	Year ended	
	March 31, 2023	March 31, 2022
<b>21 Employee benefit expense</b>		
Salaries, Wages and Bonus	529	344
Gratuity	5	4
Contribution to provident & other funds	24	13
Staff and Labour welfare	17	4
<b>Total Employee benefit expense</b>	<b>574</b>	<b>365</b>
	Year ended	
	March 31, 2023	March 31, 2022
<b>22 Finance cost</b>		
Interest and finance charges on financial liabilities	728	397
<b>Total finance cost</b>	<b>728</b>	<b>397</b>
	Year ended	
	March 31, 2023	March 31, 2022
<b>23 Other expenses</b>		
Power & Fuel	1,440	1,111
Freight and Transportation	246	222
Job Work Charges	18	23
Repair & Maintenance - Machinery	84	256
Other Manufacturing expenses	355	132
Loss on Commodity derivative	0	111
Repair Others	4	25
Packing Material Consumed	37	34
Legal & Professional Expenses	58	23
Loss on Sale of Fixed Assets	-	6
Rates & Taxes	20	15
Rent	6	31
Insurance	24	27
Communication Expenses	3	2
Corporate Social Responsibility expenses	15	-
Conveyance & Travelling Expense	8	1
Business Promotion	89	11
Printing & Stationary	4	3
Directors' Sitting Fees	4	1
Payment To Auditors	8	6
Other expenses	59	42
<b>Total Other Expenses</b>	<b>2,482</b>	<b>2,082</b>
Note 23(a) : Details of payments to auditors		
		Year ended March 31, 2023
		Year ended March 31, 2022
<b>Payments to auditors</b>		
As auditor :		
Audit fee	4	3
<b>In other capacities</b>		
Other	4	3
<b>Total payments to auditors</b>	<b>8</b>	<b>6</b>

**RAJNANDINI METAL LIMITED**

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Notes to the financial statements for the year ended March 31, 2023

(All amounts in INR Lakhs, unless otherwise stated)

**24 Income tax expense**

	Year ended March 31, 2023	Year ended March 31, 2022
<b>(a)Income tax expense</b>		
Current tax on profits for the year		
Current Tax	710	367
Adjustments for current tax of prior periods	-	-
<b>Total current tax expense</b>	<b>710</b>	<b>367</b>
<b>Deferred tax</b>		
Decrease (increase) in deferred tax assets		-
(Decrease) increase in deferred tax liabilities	34	46
<b>Total deferred tax expense/(credit)</b>	<b>34</b>	<b>46</b>
<b>Income tax expense</b>	<b>744</b>	<b>413</b>
<b>(b)Reconciliation of tax expense and the accounting profit multiplied by India's tax rate :</b>		
		<b>Year ended March 31, 2022</b>
Profit before tax as per statement of profit & loss	2,112	1,415
Indian Income Tax Rate	34.94%	29.12%
<b>Computed Tax expense</b>	<b>738</b>	<b>412</b>
Tax effect of:		
Expenses diallowed -Expenses that are not deductible in determinding taxable profit	(28)	(45)
<b>Current Tax provision (A)</b>	<b>710</b>	<b>367</b>
Incremental Deferred Tax Liability on account of Tangible and Intengible Assets	34	46
<b>Deferred Tax provision (B)</b>	<b>34</b>	<b>46</b>
<b>Tax expense recognised in Statement of Profit and Loss (A+B)</b>	<b>744</b>	<b>413</b>
<b>Effective Tax Rate</b>	<b>35.22%</b>	<b>29.22%</b>

**RAJNANDINI METAL LIMITED**

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Notes to the financial statements for the year ended March 31, 2023

(All amounts in INR Lakhs, unless otherwise stated)

**25 Earnings per share**

	Year ended March 31, 2023	Year ended March 31, 2022
(a) Basic earnings per share	0.50	5.43
Diluted earnings per share	0.50	5.43
<b>(b) Reconciliation of earnings used in calculating earnings per share</b>		
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Profit attributable to equity shareholders of the Company</b>		
Net Profit after Tax as per statement of Profit and Loss attributable to Equity Shareholders	1,368	1,002
<b>(c) Weighted average number of shares used as denominator</b>		
	Year ended March 31, 2023	Year ended March 31, 2022
Weighted average number of shares used as denominator in calculating basic and diluted earnings per share	2,765	184

## **26 Significant Accounting policies & Notes to the financial statements**

### **A Corporate Information**

Rajnandini Metal Limited ("the Company") is a public limited company incorporated and domiciled in India having its registered office at Plot No. 344, Sector-3 Phase-II, IMT Bawal Rewari HR 123501 IN, India and is listed on the National Stock Exchange of India Limited. The company engaged in the business of manufacturing, trading or otherwise deal in high-grade Copper Continuous Casting Rods and copper wires.

### **B Basis of preparation**

#### **a) Compliance with Ind AS**

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (the Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

#### **b) Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires management to make adjustments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expense and related disclosure concerning the items involved as well as contingent assets and liabilities at the balance sheet date. Estimates and underlying assumptions are reviewed on an ongoing basis and revised if management became aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and, if material, their effects are disclosed in the notes to the financial statements. Application of accounting policies that require critical accounting estimates involving complex and critical judgment is disclosed in

### **C Significant accounting policies**

#### **i) Property, Plant & Equipment and Depreciation**

Property, plant and equipment are stated at original cost net of tax/duty credit availed, less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the costs to the item can be measured reliably.

Depreciation on Building, Plant & Machinery and Computer is being provided on Straight Line Method.

<b>Property, plant and equipment</b>	<b>Useful Life of Asset ( In year) as per Schedule-II</b>	<b>Useful Life of Asset ( In year) as adopted</b>
Plant & Equipment	15 to 30	15 to 30
Vehicle	8	6 to 8
Office Equipment	10	5
Computer	3	3

Based on the technical experts assessment of useful life, certain items of property plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Companies Act, 2013. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income' or 'Other Expenses' as the case may be.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as



## **ii) Impairment of Assets**

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis. In such cases, the recoverable amount is determined for the Cash Generating units (CGU) to which the assets belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of asset.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

## **iii) Revenue Recognition**

### **Sale of Products:**

Revenue arising from sale of products is recognized when significant risks and rewards of ownership have passed to the buyer under the terms of contract and the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods provided in the normal course of business, net of discounts, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Any retrospective revision in prices is accounted for in the year of such revision.

### **Interest Income:**

Interest income is recognised on time proportion basis.

### **Other Income:**

Any Other Income is recognised in the Statement of Profit and Loss Account as and when accrued.

## **iv) Inventories**

(i) Inventories are valued on FIFO basis at lower of cost or estimated net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at cost or above cost.

(ii) Cost of Work in progress includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

(iii) Cost of finished goods and work in progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

## **v) Taxation**

### **(a) Current Tax**

Current tax expense is recognized in statement of profit and loss based on current tax rate in accordance with the provisions of Income Tax Act, 1961.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Current income taxes are recognized under "income tax payable" net of payments on account, or under "tax receivables" where there is a credit balance.

**(b) Deferred Tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

**vi) Provisions, Contingent Liabilities and Contingent Assets**

Disclosure of contingencies as required by the Indian accounting standard is furnished in the Notes on accounts.

Provisions are made when (a) the Company has a present obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes. Contingent assets are not recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, and is recognized as an asset. Information on contingent liabilities is disclosed in the notes to the financial statement. A contingent asset is disclosed where an inflow of economic benefits is probable.

**vii) Financial Instruments**

**(a) Financial Assets**

**Initial recognition and measurement**

The company recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Purchase and sale of financial assets are accounted for at trade date.

**Subsequent Measurement : Non-derivative financial instruments**

**Financial assets carried at amortized cost (AC)**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(b) Financial liabilities**

**Initial recognition and measurement**

The Company's financial liabilities include trade and other payables, loans and borrowings etc. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs, if any.

**Offsetting of Financial Liabilities**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**viii) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**ix) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

**x) Cash Flow Statement**

Cash flows are reported using indirect method as per Ind AS 7, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.

**xi) Earning Per Share**

Basic earnings (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**xii) Segment Reporting**

Company is in the business of manufacturing of copper rods and copper wires. The company has single primary business segment and there is no separate reportable segment.

**xiii) Fair Value Measurement**

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy.

**D Notes to Accounts**

**1 Fair value measurements**

**Financial instruments by category:**

**March 31, 2023**

	<b>FVTPL</b>	<b>FVTOCI</b>	<b>Amortised Cost</b>	<b>Total</b>
<b>Financial assets</b>				
Trade receivables	-	-	3,295	3,295
Cash and cash equivalents	-	-	33	33
Bank balances other than cash and cash equivalents	-	-	47	47
Other financial assets	-	-	-	-
<b>Total financial assets</b>	-	-	<b>3,375</b>	<b>3,375</b>
<b>Financial liabilities</b>				
Borrowings	-	-	7,194	7,194
Trade payables	-	-	2,318	2,318
<b>Total financial liabilities</b>	-	-	<b>9,512</b>	<b>9,512</b>

**March 31, 2022**

	<b>FVTPL</b>	<b>FVTOCI</b>	<b>Amortised Cost</b>	<b>Total</b>
<b>Financial assets</b>				
Trade receivables	-	-	2,996	2,996
Cash and cash equivalents	-	-	13	13
Bank balances other than cash and cash equivalents	-	-	216	216
Other financial assets	-	-	20	20
<b>Total financial assets</b>	-	-	<b>3,245</b>	<b>3,245</b>
<b>Financial liabilities</b>				
Borrowings	-	-	5,142	5,142
Trade payables	-	-	2,456	2,456
<b>Total financial liabilities</b>	-	-	<b>7,598</b>	<b>7,598</b>

**(i) Fair Value Hierarchy**

This section explains the judgements and estimates made in determining fair values of the financial instruments that are

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**March 31, 2023**

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets</b>				
Other financial assets	-	-	-	-
<b>Total financial assets</b>	-	-	-	-

**March 31, 2022**

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets</b>				
Other financial assets	-	-	20	20
<b>Total financial assets</b>	-	-	<b>20</b>	<b>20</b>

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example traded bonds) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**(iii) Fair value of financial assets and liabilities measured at amortized cost**

As of March 31, 2023, March 31, 2022 the fair value of cash and bank balances, trade receivables, other current financial assets, trade payables and other current financial liabilities approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets that are measured at amortised cost, the carrying amounts approximate the fair value.



## 2 Financial risk management

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements.

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
Credit risk	Cash and cash equivalents	Credit ratings	Diversification of Bank Accounts
Credit risk	Trade receivables	Ageing analysis	Part of daily business management
Credit risk	Financial assets measured at amortised cost	Ageing analysis	Credit limits
Market risk - Interest Rate risk	Borrowings	Sensitivity Analysis	Regularly assessing the market
Market risk - Commodity price risk	Inventories	Sensitivity Analysis	Part of daily business management
Liquidity risk	Borrowings, Trade payables, other financial liabilities	Maturity analysis	Part of daily business management

### a) Credit Risk

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily Trade Receivables).

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit risk management. The Company assesses the credit quality of the counterparties taking into account their financial position, past experience and other factors. Credit risk is reduced to a significant extent if the projects(s) are funded by the Central and state Government and also by receiving pre-payments (including mobilization advances) and achieving project completion milestone within the contracted delivery schedule. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss allowance for trade receivables. Impairment, if any, is provided as per the respective credit risk of individual customer as on the reporting date.

### b) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three type of risks: Foreign exchange risk, Interest rate risk and other price risk.

#### Interest Rate Risk

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. The Company mitigates this risk by regularly assessing the market scenario and finding appropriate financial instruments like Interest Rate Swap.

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:-

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Loans - Variable Rates</b>		
Long Term Loan	118	180
Short Term Loan	6,085	3,767
<b>Total</b>	<b>6,203</b>	<b>3,947</b>

Impact on Interest Expenses for the year on 1% change in Interest rate

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Impact on P&L	62	39
<b>Total</b>	<b>62</b>	<b>39</b>

#### Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of raw material. The company has a risk management framework aimed at prudently managing the risk arising from the volatility in raw material prices and freight costs. The company's commodity risk is managed centrally through well-established trading operations and control processes. In accordance with the risk management policy, the Company carefully calibrates the timing and the quantity of

### c) Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities. The Company maintains adequate cash and cash equivalents along with the need based credit limits to meet the liquidity needs.

### 3 Capital Management

The Company's objective with respect to capital management is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/internal accruals and borrowings, both short term and long term. Net debt (total borrowings less investments and cash and cash equivalents) to equity ratio is used to monitor capital.

Particulars	As at March 31, 2023	As at March 31, 2022
Debt	6,282	5,142
Less: Cash & Cash equivalents	33	13
<b>Net Debt</b>	<b>6,250</b>	<b>5,129</b>
<b>Total Equity</b>	<b>4,143</b>	<b>2,959</b>
<b>Net Debt to Equity Ratio</b>	<b>1.51</b>	<b>1.73</b>

### 4 Related party relationships, transactions and balances

#### a) Key management personnel

Mr. Het Ram	Chief Executive Officer
Mr. Manoj Kumar Jangir	Chief Financial Officer
Mr. Sanjeev Chaddha	Director
Mr. Arun Sharma	Director
Mr. Ashok Kalra	Director
Mrs. Kavita Arora	Director (resigned w.e.f. 30 Nov 2022)
Ms. Anjali	Independent Director (appointed w.e.f. 25 Mar 2023)
Mr. Yogendra Kumar Sharma	Company Secretary
Ms. Nandini Sharma	Daughter of Director
Mrs. Raj Bala	Mother of Director
Viraj Technology India Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence
HMS Metal Private Limited	Enterprises over which Key Managerial Personnel or their relative are able to exercise significant influence

#### b) Transactions with related parties :

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Remuneration Paid</b>		
Mr. Het Ram	84	66
Mr. Ashok Kalra	22	18
Mrs Kavita Rani	3	2
Mr. Manoj Kumar (Director)	10	-
Mrs Mithlesh Sharma	-	10
<b>Rent Paid</b>		
Mrs Mithlesh Sharma	-	23
Mrs. Raj Bala	-	1
<b>Interest on Loan</b>		
Ms. Nandini Sharma	-	5
<b>Purchase</b>		
Viraj Technology India Limited	195	146
HMS Metal Private Limited	9,916	19,641
<b>Sales</b>		
Viraj Technology India Limited	10,415	569
HMS Metal Private Limited	-	68

#### c) Outstanding balances arising from sale/purchase of goods and services

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Trade Receivable</b>		
Viraj Technology India Limited	491	674
<b>Trade Payable</b>		
HMS Metal Private Limited	-	447

## 5 Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the company not acknowledged as debts	-	-
Bank guarantee issued	-	-
Letter of credit outstanding	-	-
Bill discounted from Bank	-	-
<b>Total contingent liabilities</b>	-	-

## 6 Dues to micro and small enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act 2006 ('MSMED Act'). Disclosures pursuant to the said MSMED Act are as follows :

Particulars	As at March 31, 2023	As at March 31, 2022
Principal Amount Due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to supplier registered under the MSMED Act, beyond the appointment day during the year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
Interest accrued and remaining unpaid at the end of each accounting year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act	-	-

## 7 Corporate Social Responsibility

1. As per Section 135 of the Companies Act , 2013 the following expenses have been incurred by the company on CSR activities:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Amount required to be spent as per section 135 of the Act</b>		
- amount unspent for previous years	-	-
- for current year	15	-
<b>Amount spent during the year on</b>		
i) Construction/acquisition of an asset	-	-
ii) on purpose other than (i) above	15	-

2. Details of CSR expenditure under 135(5) of the Act in respect of other than ongoing projects

Balance unspent as at April 01, 2022	Amount deposited in specified fund of Schedule VII of the act within 6 months	Amount required to be spent during the year	Amount spent during the year	Balance unspent as at March 31, 2023
-	-	15	15	-

3. Details of excess CSR expenditure under 135(5) of the Act

Balance excess spent as at April 01, 2022	Amount required to be spent during the year	Amount spent during the year	Amount spent for previous years	Balance excess spent as at March 31, 2023
-	15	15	-	-

4. The Company does not have any provisions for Corporate social responsibility expenses.

5. The Company does not have any ongoing projects as at 31st March, 2023

## 8 Dividend

The Company declares and pays dividends in Indian rupees. Companies are required to pay/distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange is also subject to withholding tax at applicable rates.

The amount of per share dividend recognised as distribution to equity shareholders in accordance with Companies Act, 2013 is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Interim dividend for fiscal 2023	1.00	-

During the year ended March 31, 2023, on account of the interim dividend for fiscal 2023, the company has incurred a net cash outflow of INR 184.32 Lakhs.

## 9 Additional Regulatory Information

- 9.1 Title deeds of immovable properties not held in the name of Company.  
Details of all the immovable properties (other than properties where the Company is the lessee of and the lease agreements are duly executed in favour of the lessee) whose deeds are not held in the name of the Company:  
**NIL**
- 9.2 There are no investment in properties
- 9.3 The Company has not revalued its Property, Plant and Equipment during the year.
- 9.4 The Company has not revalued its intangible assets during the year.
- 9.5 The Company had not granted any Loans or advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person
- 9.6 No proceedings have been initiated or pending against Company for holding any Benami Property under Prohibitions of Benami Transactions Act, 1988 (Earlier titled as Benami transactions (Prohibitions) Act, 1988)
- 9.7 The quarterly returns/statement of current assets filed by Company with Banks for Borrowings are in agreement with the books of accounts
- 9.8 The Company is not declared a wilful defaulter by any Bank or Financial Institution or any other lender
- 9.9 The Company has no transaction with Companies which are stuck off under section 248 of the Companies Act, 2013 or under section 530 of Companies Act, 1956
- 9.10 No charges of satisfaction are pending for registration with the Registrar of Companies (ROC)

## 9.11 Financial Ratios

Particulars	Numerator	Denominator	Year ended 31 Mar 2023	Year ended 31 Mar 2022	Change	Reason of Change
Current Ratio (In times)	Current Assets	Current liability	1.20	1.27	-5.93%	
Debt – Equity Ratio (In times)	Total Debt	Total equity	1.51	1.73	-12.96%	
Debt Service Coverage Ratio (In times)	EBITDA	Interest & Lease Payments + Principal Repayments	0.47	0.49	-2.91%	
Return on Equity (ROE) (In %)	Net Profit after Tax	Average Shareholder's Equity	33.03%	33.85%	-2.43%	
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	18.43	29.39	-37.29%	Increase in inventory levels
Trade receivables turnover ratio (In times)	Turnover	Average Trade Receivable	8.18	7.59	7.74%	
Trade payables turnover ratio (In times)	Net Credit Purchases	Average Trade Payables	10.51	9.90	6.17%	
Net capital turnover ratio (In times)	Net Sales	Working Capital	59.63	58.11	2.62%	
Net profit ratio (In %)	Net Profit after Tax	Net Sales	1.33%	0.97%	36.52%	
Return on capital employed (ROCE) (In %)	EBIT	Capital employed	25.05%	22.36%	12.02%	
Return on Investment (ROI) (In %)*	{MV(T1) – MV(T0) – Sum [C(t)]}	{MV(T0) + Sum [W(t) * C(t)]}	-	-	-	-

\* Return on investment is NIL as no investments made by the company



**10 Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

**As per our Report of even date  
For SANMARKS & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**For and on behalf of the Board of Directors**

**(Naresh Kumar Aggarwal )**  
Partner  
FRN : 003343N, M.No. : 087351

**(Het Ram)**  
Director  
(DIN 02925990)

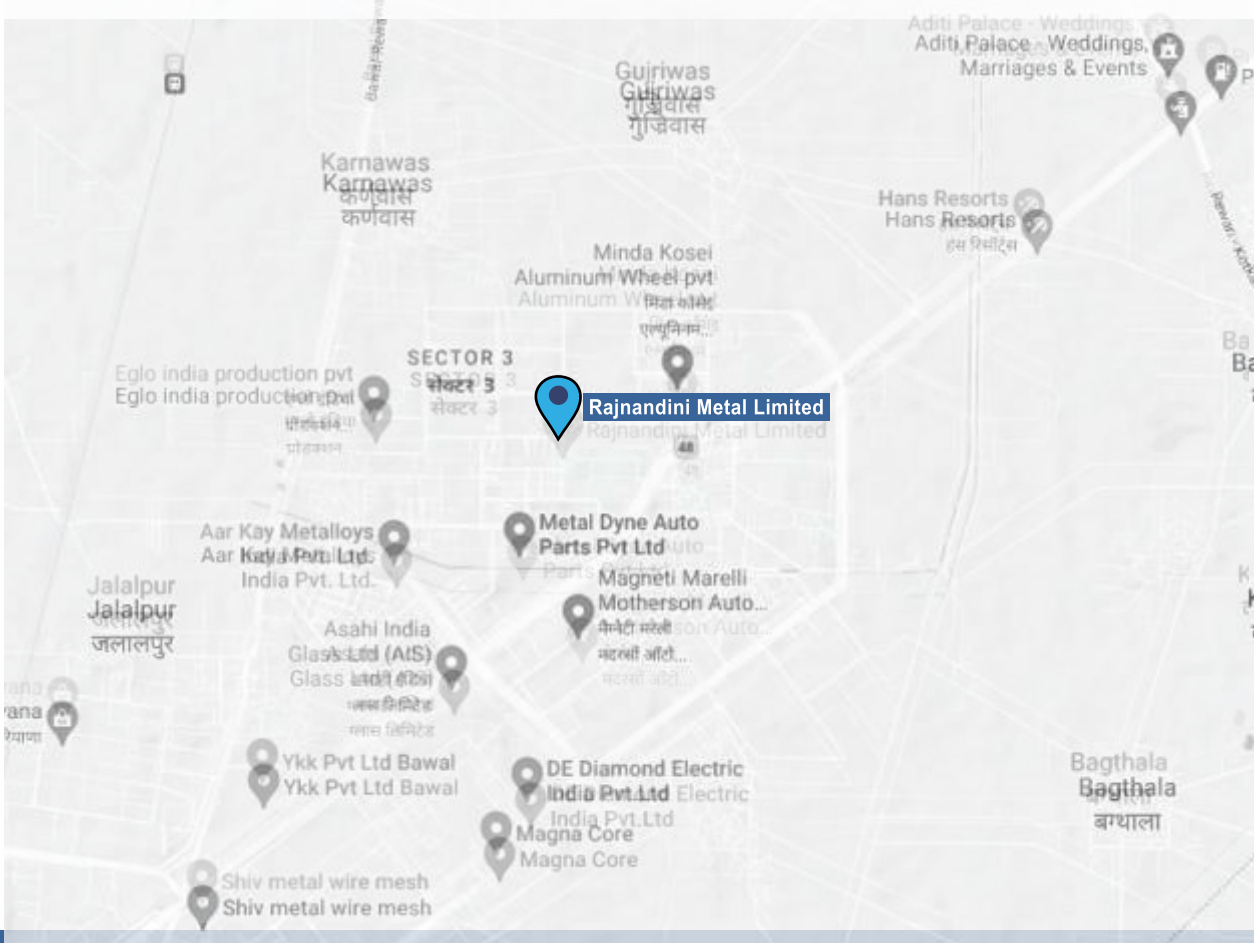
**(Ashok Kalra)**  
Director  
(DIN 09024019)

Place : Faridabad  
Date : 21.04.2023  
UDIN : 23087351BGYNHQ4952

**(Manoj Kumar Jangir)**  
Chief Financial Officer

**(Yogender Sharma)**  
Company Secretary





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**CIN:** L51109HR2010PLC040255



# OUR MANUFACTURING FACILITY

Plot No. 344, Sector 3 Phase II, IMT Bawal - 123501, Rewari, Haryana

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