



ANNUAL REPORT
RAJNANDINI METAL LIMITED

11TH ANNUAL GENERAL MEETING

2021

RMI

WIRES & CABLES

CORPORATE INFORMATION

| BOARD OF DIRECTORS | |
|---------------------------------|---|
| HET RAM SHARMA | CHAIRMAN AND MANAGING DIRECTOR |
| MITHLESH SHARMA | EXECUTIVE DIRECTOR |
| ASHOK KALRA | EXECUTIVE DIRECTOR |
| SHIV KUMAR | NON EXECUTIVE AND INDEPENDENT DIRECTOR |
| ARUN SHARMA | NON EXECUTIVE AND INDEPENDENT DIRECTOR |
| SANJEEV CHHAUDHA | NON EXECUTIVE AND INDEPENDENT DIRECTOR |
| KEY MANAGERIAL PERSONNEL | |
| MANOJ KUMAR JANGIR | CHIEF FINANCIAL OFFICER |
| JITENDRA KUMAR SHARMA | COMPANY SECRETARY |

| | |
|---------------------------------|--|
| STATUTORY AUDITOR | SANMARKS & ASSOCIATES CHARTERED ACCOUNTANTS |
| SECRETARIAL AUDITOR | ABHISHEK J & CO. COMPANY SECRETARIES |
| REGISTRAR TO THE COMPANY | BIGSHARE SERVICES PRIVATE LIMITED |
| BANKERS TO THE COMPANY | ICICI BANK LIMITED AXIS BANK LIMITED KARNATAKA BANK LIMITED |

Regd. Office: 3E-17 B.P. N.I.T. Faridabad – 121001 Haryana
Corporate Office: Plot No. 344, Sector 3 Phase II, IMT Bawal – 123501 Haryana
Phone: 01284-264194; **Email:** info@rajnandinimetal.com
Website: www.rajnandinimetal.com
CIN: L51109HR2010PLC040255

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WIRES & CABLES

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CHAIRMAN'S SPEECH



HET RAM SHARMA
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 11th Annual General Meeting of your Company.

The second surge of the coronavirus is proving to be an even more daunting challenge than the first. It continues to overturn many of the assumptions we had been living with and has highlighted a greater need for pragmatism and resilience while dealing with a pandemic of this scale. At this juncture, we need to consciously work towards bolstering our resolve, remind ourselves of our collective strength, and reaffirm our faith in a better future. At RML, our top priority has always been to ensure the safety and health of our team while safeguarding the interests of the communities in which we operate and the clients we serve.

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.

Across economies, commodities and specifically copper, FY 2020-21 was a year of two contrasting halves – the first witnessed a massive downturn and the second witnessed an equally resilient upturn and recovery.

Governments and central banks worked in tandem to cushion and stabilise this volatility, while policies were designed to facilitate growth. The story was no different in India. Our Government responded with alacrity in announcing relief measures for the most vulnerable, while supporting SMEs with a series of intelligent measures that focused on capacity building and being future-ready. This was done even as severe restrictions were enforced on human mobility and economic activity during the extended national and state lockdowns. Consequently, India's annual GDP performance was better than expected, and the coming years appear promising, even after accounting for the disruptions caused by the second wave of the pandemic. The global copper industry proved its resilience and witnessed a strong surge of demand in the second half of the year. We believe that the industry is built on robust fundamentals, and, as a result, prices have strengthened significantly from the average of the previous year. Copper continues to hold its position as the most affordable, universally consumed and versatile material that is deployed in solving many of the world's present-day challenges. Indian Copper wire producers also witnessed gradually improving utilization levels and increased exports during the year, underscoring our competitiveness as an industry. Domestic demand also rebounded, with the second half of the year seeing a return of monthly dispatches to pre-COVID levels. We expect that increased infrastructure spending, rising demand from construction, together with a revival of private capex and consumer demand will continue to drive copper wires consumption.

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.

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.

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.

During this year the Board of Directors of Rajnandini Metal at a meeting held on 20th November, 2020, considered and approved the proposal of **migration of the company from NSE EMERGE platform to NSE Main Board**, I would like to offer my immense gratitude to our Board, shareholders, bankers and the broader RML family that has stood by us through an unusually trying time and helped us navigate the recent uncertainty. I would also like to thank external authorities that have put their trust in us and with whom we work closely. 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 Sharma
Chairman and Managing Director
DIN: 02925990

Dated: July 26, 2021



NOTICE

Notice is hereby given that 11th Annual General Meeting of the Members of Rajnandini Metal Limited (“the Company”) will be held on Friday, 27th August, 2021 at 1:30p.m Through Video Conference (VC)/ Other Audio Visual Means (OAVM) To Transact Following Business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2021 and Report of the Board of Directors and the Auditors thereon.
2. To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2021-2022 and fix their remuneration:

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

“**RESOLVED THAT** pursuant to Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) , in pursuance to recommendation of Board and in pursuance to the resolution passed by the members of the Company at the Annual General Meeting held on July 26, 2019 for appointment of **M/s SANMARKS & ASSOCIATES**, Chartered Accountant, Faridabad, FRN 003343N, as Statutory Auditors of the Company for a block of subsequent five financial year ending 31st March, 2024, the appointment of **M/s SANMARKS & ASSOCIATES**, Chartered Accountant, Faridabad, FRN 003343N as Statutory Auditor of the company for conducting the Statutory Audit for the Financial year 2021-22 be and is hereby ratified and approved.”

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

RESOLVED FURTHER THAT any Director, Chief Financial Officer and / or Company Secretary and Compliance Officer be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required in this regard including to sign and execute necessary letters,

undertaking, certificates, deeds and documents including E-forms with the concerned Registrar of Companies, other regulatory authorities including Stock Exchange and/ or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution in the interest of the Company.”

3. To appoint a Director in place of Mrs. Mithlesh Sharma (DIN: 06810394), who retires by rotation and being eligible offers herself for re-appointment.

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Mithlesh Sharma (DIN: 06810394), who retires by rotation, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

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

SPECIAL BUSINESS:

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) read with Article 3 of the Articles of Association of the Company and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present INR 12,50,00,000 (Indian Rupees Twelve Crores, Fifty lakhs only) divided into 1,25,00,000 (One Crore, Twenty Five Lakhs) of INR 10 (Indian Rupees Ten) each to INR 20,00,00,000 (Indian Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) of INR 10 (Indian Rupees Ten) each by creating additional 75,00,000 (Seventy five Lakh) equity shares of Rs. 10 each ranking pari passu in all respects with the existing equity shares of the Company.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“The Authorised Share Capital of the Company is INR 20,00,00,000 (Indian Rupees Twenty Crores, only) divided into 2,00,00,000 (Two Crore) equity shares of INR 10 (Indian Rupees Ten) each”

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

5. To Consider and approve the Issue of Bonus Shares

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

“RESOLVED THAT pursuant to the provisions of Section 63, and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) and other applicable regulations issued by the Securities and Exchange Board of India (including any statutory modification(s) or re-enactment thereof from time to time), Article 225 of the Articles of Association of the Company and on the recommendation of the Board of Directors (“the Board”), (which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted) of the Company, and subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders be and is hereby accorded to issue fully paid up Bonus Share in the ratio 1:2 [i.e. 1 (One) fully paid up equity shares for every 2 (Two) equity Shares held.] aggregating to further issue of 61,44,000 (Sixty One Lakh, Forty Four Thousand) shares of Rs. 10 each amounting to Rs. 6,14,40,000 /- (Rupees Six Crore, Fourteen Lakh, Forty Thousand

only) be capitalized out of the Reserves/Share Premium Account of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company, whose name will be appearing in the Register of Members / Beneficial Owners Position of the Company on the Record date determined by the Board of the Company, provided the equity shares held by the concerned shareholders of the Company is in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

“RESOLVED FURTHER THAT the bonus shares of face value Rs. 10(Rupees Ten) each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 as amended and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared (if any) after the bonus shares are allotted.

“RESOLVED FURTHER THAT the allotment of the bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended, as may be deemed necessary.

“RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and/or otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any , Director, Company Secretary and Chief Financial Officer of the company be and are hereby jointly/severally authorized to file the necessary E -Forms with the Registrar of Companies or any other Authority and do all such acts, deeds, matters and things whatsoever as deem necessary or expedient to give effect to the above resolution, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which they think fit and proper.”

6. To Consider and approve the change of registered office of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 12(5) and other applicable provisions, if any of Companies Act, 2013 and rules made thereunder, including any amendments or re-enactment thereof from time to time, the consent of the members of the company be and is hereby accorded to shift the registered office of the company from 3E/17 B.P, NIT, Faridabad, Haryana - 121001 to Plot No. 344, Sector-3, Phase II, IMT, Bawal Haryana- 123501 within the state of Haryana.

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

7. To Regularise Appointment of Mr. Ashok Kalra (DIN 09024019) as Executive Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Ashok Kalra(DIN 09024019) who was appointed as an Additional Director on its Board meeting held on January 12, 2021 be and is hereby appointed as Director of the Company.”

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

8. To Approve Appointment of Mr. Arun Sharma(DIN: 09107533) as Independent Director of the Company

To consider and if thought, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies Act, 2013 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article of Association of the company, Mr. Arun Sharma (DIN: 09107533) who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on March 16, 2021 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from March 16, 2021, whose period of office will not be liable to determination by retirement of directors by rotation.

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

9. To Approve Increase in borrowing power limits from existing Rs. 100 crore to Rs. 200 crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to Board of Directors to borrow, from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart

from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the amount to be borrowed together with the amount already borrowed by the Company shall not at any time exceed Rupees 200 Crore (Rupees Two Hundred Crore only) or the aggregate of paid up share capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director, Chief Financial Officer and Company Secretary be and are hereby authorized to arrange or finalise the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, agreements and writings and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and / or Company Secretary and Compliance Officer be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required in this regard including to sign and execute necessary letters, undertaking, certificates, hypothecation deeds and loan documents included but not limited to creation / modification of charge(s) on the assets with the concerned Registrar of Companies, other regulatory authorities including Stock Exchange and/ or otherwise to do such further acts, deeds, agreements and things as may be required by the Bank(s) / Public Financial Institutions / NBFC to give effect to this Resolution in the interest of the Company.”

10. 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

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) relevant provisions of the Articles of Association of the Company, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall be deemed to include any Committee of the Board, constituted/ to be constituted / reconstituted to exercise its powers including the powers conferred by this resolution) to create charge by way of mortgage (s) and/or hypothecate and/or lien or otherwise on any of movable and / or immovable properties / assets of the Company including receivables in the form of book debts, wherever situated both present and future or on whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s), on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, to or in favor of any bank(s) or Financial or other Institution(s), or body(ies) corporate or person(s), whether Securities holders of the Company or not, to secure the borrowing facility together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 200.00 (Rupees Two Hundred crore only) at any point of time (including the money already borrowed by the Company and in excess of the aggregate of the paid up share capital of the

Company and its free reserves, that is to say, reserves not set apart for any specific purpose, and securities premium).

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

By Order of Board of Directors

For **Rajnandini Metal Limited**

Sd/-

Het Ram Sharma
Managing Director
DIN: 02925990

Dated: July 26, 2021

WIRES & CABLES

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 11th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 11th AGM of the Company will also be available on the website of the Company at www.rajnandinimetal.com. The same can also be accessed from the website of the Stock Exchange i.e. NSE at www.nseindia.com and on the website of NSDL.
3. **Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.** However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://rajnandinimetal.com> The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE at <https://www.nseindia.com/> and the AGM Notice is also available on the

website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their names, demat account no./folio number, email ID, mobile number at cfo@rajnandinimetal.com during the period 22nd August 2021 9.00 AM till 24th August 2021 5.00 PM. Same will be replied by the Company suitably.
10. An Explanatory Statement pursuant to under section 102 of the Companies Act, 2013 setting out the material facts and reason for the proposed Special Resolutions at item no. 4 to item no 10 as appended herein below.
11. The Register of Members and the Share Transfer books of the Company will remain closed from, Saturday, 21st August, 2021 to Friday, 27th August, 2021 (both days inclusive).
12. 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.
13. 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 20th August, 2021 (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 20th August, 2021 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.
14. The Annual Report of the Company will be made available on the Company's website at www.rajnandinimetal.com and also on the website of NSE Limited at www.nseindia.com

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

The remote e-voting period begins on Tuesday, 24th August 2021 at 9:00 A.M. and ends on Thursday, 26th August 2021 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. 20th August, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th August, 2021.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned

below:

Step 1: Access to NSDL e-Voting system

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li data-bbox="496 604 1326 1025">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="496 1035 1326 1174">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="496 1184 1326 1638">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="496 1647 1326 1752">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|--|
| | <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

| | |
|--|---|
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |

| | |
|---|--|
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |
|---|--|

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting
3. Now you are ready for e-Voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted
5. Upon confirmation, the message “Vote cast successfully” will be displayed

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabhishek2@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of

www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@rajnandinimetal.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@rajnandinimetal.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding security in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not

- barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@rajnandinimetal.com. The same will be replied by the company suitably.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Soni Singh, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

ANNEXURE -A

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

| Name of Director | Mrs. Mithlesh Sharma | Mr. Ashok Kalra | Mr. Arun Sharma |
|--|---|--|---|
| DIN | 06810394 | 09024019 | 09107533 |
| Nationality | Indian | Indian | Indian |
| Date of Appointment | 01.04.2016 | 12.01.2021 | 16.03.2021 |
| Qualification | Bachelors of Arts | BBA, MSC | B-Tech |
| Experience | Mrs. Mithlesh Sharma is an expert in human relations and has hired, trained and managed internal staff. She has planned and directed the strategies, development of advertising campaign, creative development for the company. | He assist 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 | Mr. Arun Sharma has worked for 4 years in Victora Auto Private Limited as Design Engineer. After that he has worked in Indo Autotech Limited, Faridabad from 2018 till date as Senior Engineer. He has a rich experience in Automobile Industries. He has wide experience and knowledge of Designing in Mechanical field. |
| Directorship other companies | Loveni Marketing and Advertising Private Ltd. | NIL | NIL |
| Chairman/Member of the Committees(s) of the Board of Directors of the Listed Companies | NIL | NIL | NIL |
| Number of Shares held in the Company | 4004120 | 0 | 0 |
| Relationship with other Directors | Mrs. Mithlesh Sharma is wife of Mr. Het Ram Sharma | Mr. Ashok Kalra has no relationship with Directors of the Company | Mr. Arun Sharma has no relationship with Directors of the Company |

By Order of Board of Directors

For **Rajnandini Metal Limited**

Sd/-

Het Ram Sharma

Managing Director

DIN: 02925990

Dated: July, 26, 2021

RJM.
WIRES & CABLES

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

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Items of the accompanying Notice dated 26th July, 2021.

Item No. 4:

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

The Current Authorized Capital of the Company is INR 12,50,00,000 (Indian Rupees Twelve Crores, Fifty lakhs only) divided into 1,25,00,000 (One Crore, Twenty Five Lakhs) of INR 10 (Indian Rupees Ten) each and the paid up share capital of the Company is Rs. 12,28,80,000/- (Rupees Twelve Crores, Twenty Eight Lakhs, Eighty Thousands only) consisting of 1,22,88,000 (One Crore Twenty Two lakhs, Eighty Eight Thousand only) INR 10 (Indian Rupees Ten) each. It is therefore proposed to increase the Authorised Share Capital of the Company to INR 20,00,00,000 (Indian Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) of INR 10 (Indian Rupees Ten) each to facilitate the further issue of equity shares of the company.

The proposed increase of the Authorized Share Capital of the Company requires the approval of the Members by passing a Ordinary Resolution at a General Meeting. Consequently upon the increase in authorized share capital of the Company, its Memorandum of Association will require alteration so as to reflect the increase in authorized share capital of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect. Accordingly, authority of Members of the Company is hereby sought by way of Ordinary Resolution set out as Item No. 4 of the notice conveying the meeting.

The above Ordinary Resolution is in the interest of the Company and the Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No: 5**To Consider and approve the Issue of Bonus Shares**

The members are aware that the operations and performance of the Company has grown significantly over the past few years which has generated considerable interest in the Company's equity shares in the market. The Company also has registered a decent profit in past few years with the continuing support of the shareholders of the Company. To issue fully paid up Bonus shares in the ratio 1:2 aggregating to further issue of 61,44,000 (Sixty One Lakhs, Forty Four Thousand) shares of Rs. 10 each amounting to Rs. 6,14,40,000 /- (Rupees Six Crores, Fourteen Lakhs, Forty Thousand only), will be capitalized out of the Reserves/Share Premium Account of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company.

In order to improve the liquidity of the Company's shares in the stock market and reward its investors, the Board of Directors of the Company at their meeting held on 26th July, 2021, considered it desirable to recommend issue of Bonus shares in the ratio 1:2 subject to approval of shareholders and such other authorities as may be necessary. The proposed issue of Bonus shares is capitalized out of the reserves of the Company for distribution among the existing equity shareholders of fully paid equity shares of the Company, whose name will be appearing in the Register of Members/Beneficial Owners Position of the Company on the Record date determined by the Board of the Company. Also the proposed Bonus Issue is authorized by the Article No. 225 of the existing Articles of Association of the Company and in conformity with the Companies Act, 2013.

The Record date for the purpose of issue of Bonus Shares shall be fixed by the Board of Directors and updated to the Stock Exchange in due course of time.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out at Item No. 5 as an Ordinary Resolution

Item No: 6**To Approve the Change of Registered office of the Company**

The registered office of the company is presently situated at 3E/17 B.P. NIT Faridabad, Haryana - 121001. With a view to improve operational efficiency of the company, the Board of Directors is proposing for shifting of the registered office of the company to Plot No. 344, Sector-3, Phase II, IMT, Bawal- 123501 Haryana. In accordance with the provisions of Section 12(5) of the Companies Act, 2013, except on the authority of a special resolution passed by a company, the registered office of the company shall not be changed outside the local limits of any city, town, or village where such office is situated Accordingly, consent of the members of the company is sought for passing a Special Resolution

as set out at Item No. 6 of the Notice. None of the Directors and the Key Managerial Personnel of the company and their respective relatives is concerned or interested, financially or otherwise, in the resolution of item no. 6 The Board commends the special resolution set out at Item No. 6 for the approval of the members of the company.

Item No: 7

To Regularise Appointment of Mr. Ashok Kalra (DIN 09024019) as Executive Director of the Company

The Board at its meeting held on January 12th, 2021, appointed Mr. Ashok Kalra as Additional Directors with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. Hence, they will hold office up to the date of this Annual General Meeting. The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the resolution Nos. 7 as Ordinary Resolution, in relation to appointment of Mr. Ashok Kalra as a Directors, respectively, for the approval by the shareholders of the Company.

Item No: 8

To Approve Appointment of Mr. Arun Sharma (DIN: 09107533) as Independent Director of the Company

Mr. Arun Sharma (DIN: 08074623) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from 16.03.2021 by the Board of Directors in accordance with sections 149(6), 161 and Schedule IV of the Companies Act 2013 ("the Act") and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per section 161 of the Act, Mr. Arun Sharma holds office upto the date of the ensuing AGM on 27th August 2021. Mr. Arun Sharma possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and rules & regulations made thereunder. company, it is proposed to appoint Mr. Arun Sharma as an Independent Non-Executive Director of the company in terms of section 149 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Mr. Arun Sharma is not liable to retire by rotation. Mr. Arun Sharma if

appointed, will hold office for a consecutive term of 5 years commencing from 16.03.2021.

The terms and conditions of appointment of Mr. Arun Sharma as an Independent Non-Executive Director is available for inspection by members at the Registered office of the company on any working day during working hours between 9.30am to 6.30pm.

None of the Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financially or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution as Ordinary Resolution set out in Item No. 8 of this Notice.

Item No: 9 & 10

To Approve Increase in borrowing power limits from Rs. 100 crores to Rs. 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

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

Section 180 of the Companies Act, 2013 provides that board of directors of a company may borrow any amount exceeding its paid-up capital and free reserves if authorised by passing special resolution in general meeting of the company.

Accordingly it is proposed to authorise board of directors of your Company or any Committee thereof to borrow from time to time any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed the sum of Rs. 200 crore (Rupees Two Hundred Crore only) outstanding at any point of time.

The said borrowings by way of loan / CC Limits or issue of securities may be required to be secured by way of charge through lien / hypothecation / mortgage over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180 (1) (a) of the Act, the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company and hence the approval of the Members of the Company is required by way of an Special Resolution as set out at Item No. 10 of the Notice.

As per Section 180(1)(a) and 180(1)(c) and other applicable provisions of the Act, approval of the Members is being sought by way of passing Special Resolution. Hence, the Board recommends passing of the enabling Special Resolutions set out at item No. 9 and 10 of the Notice.

Copy of documents referred in proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

Sd/-
Het Ram Sharma
Managing Director
DIN: 02925990

Dated: July, 26, 2021

WIRES & CABLES

RAJNANDINI METAL LIMITED

(CIN: L51109HR2010PLC040255)

Registered Office: 3E/17, B.P., N.I.T, Faridabad-121001

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

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting before you the Eleventh (11th) Annual Report of the Company for the financial year ended 31st March, 2021 along with audited statements of accounts and Auditors' Report thereon.

1. THE STATE OF THE COMPANY AFFAIR

Our Company was incorporated as a private limited company namely "Rajnandini Metal Private Limited" under the Companies Act, 1956 vide Certificate of Incorporation dated March 18, 2010 issued by Registrar of Companies, NCT of Delhi and Haryana. Further, Our Company was converted into a Public Limited Company in pursuance of a Special Resolution passed by the members of our Company at Extra Ordinary General Meeting held on March 01, 2018. A fresh Certificate of Incorporation consequent to conversion was issued on March 14, 2018 by the Registrar of Companies, NCT of Delhi and Haryana and consequently the name of our Company was changed from "Rajnandini Metal Private Limited" to "Rajnandini Metal Limited". The Company's Corporate Identification Number is L51109HR2010PLC040255. The equity shares of our Company are listed on National Stock Exchange of India Limited ("NSE") since October 2018.

Our Company has a manufacturing unit spread in 2 acre 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 2020-21 was Rs. 631.77 crores against the

total income of Rs.148.85 crores achieved during last fiscal. Operating income for the current year increased to Rs. 630.91 crores against Rs. 148.41 crores during last fiscal.

➤ **EXPENSES**

The total expenditure for the FY 2020-21 amounted to Rs. 624.73 crores as against expenditure of Rs. 147.23 crores during last fiscal.

➤ **PROFIT**

During the FY 2020-21, your Company earned net profit of Rs.5.06 crores against the net profit of Rs.1.15 crore during last fiscal.

➤ **SHARE CAPITAL**

During FY 2020-21 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 |
| Equity as on March 31, 2020 | 65,00,000 | 10 | 6,50,00,000 | 61,44,000 | 10 | 6,14,40,000 |
| Equity as on March 31, 2021 | 1,25,00,000 | 10 | 12,50,00,000 | 1,22,88,000 | 10 | 12,28,80,000 |

BONUS ISSUE

The Company during the year duly approved Bonus Issue of Equity Shares in its Board Meeting dated August 07, 2020 and Shareholders Meeting dated August 31, 2020 in the ratio 1:1 i.e. holder of each equity share aggregating to further issue of 61,44,000 (Sixty One Lakhs, Forty Four Thousand) shares of Rs. 10 each amounting to Rs. 6,14,40,000 /- (Rupees Six Crores, Fourteen Lakhs, Forty Thousand only)

3. FINANCIAL HIGHLIGHTS

| Particulars | Year Ended 31.03.2021 (Rs. in '000) | Year Ended 31.03.2020 (Rs. in '000) |
|--|---|---|
| Revenue from operations | 63,091,74 | 14,841,74 |
| Other income | 8,553 | 4,344 |
| Profit Before Finance Cost , Depreciation & Amortization , Other Expenses and Taxation | 1,81,424 | 66,300 |
| Less: Finance Cost | 36,602 | 24,551 |
| Less: Depreciation and amortization | 8,399 | 3,125 |
| Less: Other Expenses | 66,041 | 22,442 |
| Profit Before tax | 70,382 | 16,182 |
| Less: Provision for tax | | |
| Current Tax | 11,758 | 3086 |
| Deferred Tax | 7,952 | 1,505 |
| Net Profit for the Year | 50,672 | 11,591 |
| Less: Income Tax Paid for earlier year | - | - |
| Add: Other Comprehensive Income | - | - |
| Total Comprehensive Income | 50,672 | 11,591 |
| Balance available for appropriations | 50,672 | 11,591 |
| Less: Dividend paid | - | - |
| Tax on dividend | - | - |
| Balance carried forward | 50,672 | 11,591 |

4. THE PANDEMIC – COVID 19

The year 2020-21 was challenging the COVID-19 pandemic had a significant impact on lives, livelihoods and the businesses. In compliance with the lockdown order announced by the Government and local authorities from time to time, certain branches temporarily remained closed and business operations were managed remotely to the extent possible as per Business Continuity Plan of the Company. We summarise here below the impact of COVID-19 on the business of your Company and the Company's approach. Operations and business continuity The

challenges increased due to restricted movement and the disrupted economic cycle. The situation gradually improved from the end of the first quarter as the restrictions were lifted in a phased manner.

As the second wave of the pandemic unfolded in April 2021, your Company focused on protecting the health and safety of employees and customers, while ensuring minimum business disruption. The Company continues to be fully aligned with government guidelines and best practices on safety, health and hygiene. The Company is actively monitoring the impact of the Covid-19 pandemic on its financial condition, liquidity, operations, suppliers, industry, and workforce. The extent to which Covid-19 impacts the operations will depend on future developments which remain uncertain

5. DIVIDEND

To conserve resources and plough back profits, your Directors have not recommended any dividend for the period under review.

6. TRANSFER TO RESERVES

Board of directors of your Company are of the opinion that there is a need to conserve the resources of the company, hence no dividend be declare for the period ended on 31st March, 2021. It is hoped that your company with increase in its income during the year and we ensure high returns to investors.

7. 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, 2021.

8. MIGRATION TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)

The Company got listed on NSE Emerge since October, 2018 and the approval for the same has been granted vide letter dated 03rd October, 2018. The trading of equity shares of the Company commenced on 08th October, 2018. The Board of Directors in their meeting held on 20th

November, 2020, considered and approved the proposal of migration of the company from NSE EMERGE platform to NSE Main Board. The Migration to Main Board of NSE has been duly approved by shareholders vide postal ballot dated December 25, 2020.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| S. NO | Name | Designation |
|-------|------------------------|--|
| 1. | Mr. Het Ram | Managing Director |
| 2. | Mrs. Mithlesh Sharma | Executive Director |
| 3. | Mr. Shiv Kumar | Independent Director |
| 4. | Mr. Sanjeev Chhaudha | Independent Director |
| 5. | Mr. Ashok Kalra | Executive Director |
| 6. | Mr. Arun Sharma | Independent Director |
| 7. | Mr. Manoj Kumar Jangir | Chief Financial Officer |
| 8. | Mr. Jitender Kumar | Company Secretary and Compliance officer |

➤ **Change In Directors And Key Managerial Personnel**

a. **Resignation**

During the year Mr Surender Sharma resigned from the designation of Independent Director w.e.f March 16, 2021

Ms Priya Bareja resigned from the post of Company secretary and compliance officer w.e.f June 30, 2021

b. **Appointment of Director**

During the year Mr. Sanjeev Chhaudha as Independent Director, Ashok Kalra as a Executive Director and Arun Sharma as a Independent Director was appointed w.e.f 06.11.2020, 12.01.2021 and 16.03.2021 respectively

Mr. Jitender Kumar Sharma was appointed as a Company secretary and compliance officer w.e.f July 19, 2021

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

Conservation of energy: Not applicable

Technology absorption: Not applicable

Foreign exchange earnings: There is no export of goods by the Company

11. Material changes and commitment, if any, affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate

and the date of the report

The particulars as required under the provisions of Section 134(3) (1), following changes have occurred which have affected the financial position of the company occurred between 31st March 2021 and the date of Board's Report.

- Company in its Board meeting held on July 26 2021 passed resolution, subject to approval of shareholders in ensuing Annual General Meeting to shift its registered office from office of the company from 3E/17 B.P, NIT, Faridabad, Haryana - 121001 to Plot No. 344, Sector-3, Phase II, IMT, Bawal - 123501 within the state of Haryana.

- Company in its Board meeting held on July 26 2021 passed resolution subject to approval of shareholders to issue fully paid up Bonus shares in the ratio 1:2 aggregating to further issue of 61,44,000 (Sixty One Lakhs, Forty Four Thousand) shares of Rs. 10 each amounting to Rs. 6,14,40,000 /- (Rupees Six Crores, Fourteen Lakhs, Forty Thousand only), for distribution among the existing equity shareholders of fully paid equity shares of the Company.

12. Particulars of loans, guarantees or investments made under section 186 of the companies act, 2013

The Company has adhere 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. 7 and 12 to the "Notes to IND AS Financial Statements").

13. Subsidiaries, Joint Ventures and Associate companies along with their performance and financial position

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

14. Particulars of contracts or arrangements made with related parties

All related party transactions that were entered into during the year under report were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the

interest of the Company.

Your Directors draw attention of the members to (refer Note No. 26 to the “Notes to IND AS Financial Statements”)

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 is attached as **Annexure- 1** in the Form AOC-2.

15. 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 31st March, 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 F.Y 2020-21.

16. Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit)Amendment Rules, 2014, disclosure about the appointment of cost auditor is not applicable.

17. 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 & to the Managing Director.

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.

18. Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports

There were no qualifications, reservations or adverse remarks made by the Auditors & the Practising Company Secretary in their report.

19. 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.

20. Particulars of Employees

There were no employee in receipt of remuneration of Rs. 1.02 crores Rupees per annum if employed for whole of the year, or Rs. 8.50 Lakhs Rupees per month, if employed for part of the year, whose particulars are required to be given under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

21. Details of the remuneration to Directors

Pursuant to section 197(12) of the Act read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the information relating to remuneration of Directors and details of the ratio of the remuneration of each Director to the median employees remuneration and other details as required is attached as **Annexure-2** to the report

22. 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 2020-21. The Secretarial Audit Report is attached as **Annexure-3**.

23. Prevention of Sexual Harassment at Workplace

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made there under, An internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the financial period under review.

24. Matters related to Directors and Key Managerial Personnel

In terms of the provisions Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Mithlesh Sharma (DIN: 06810394), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered herself for reappointment. Further during the Financial year Mr. Ashok Kalra was appointed as Additional Executive Director of the Company w.e.f 12th January 2021, Mr. Sanjeev Chhauha was appointed as Additional Independent Director w.e.f 06.11.2020, Mr, Arun Sharma was appointed as Additional Independent Director w.e.f 16.03.,2021 and Mr. Surender Sharma resigned from the position of Independent Director w.e.f 16.03.2021.

25. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- (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) 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.

26. Number of Board Meetings conducted during the year under review

During the financial period ended 2021, the Board of Directors duly met 11 times on 15.05.2020, 15.07.2020, 07.08.2020, 12.09.2020, 06.11.2020, 20.11.2020, 10.12.2020, 12.01.2021, 11.02.2021, 16.03.2021 and 31.03.2021 for which proper notices for meeting were given and the proceedings were properly recorded. Draft minutes of Board Meeting were circulated to members of the Board for their comments thereafter signed copy of minutes were also circulated to Board Members for confirmation of the same. Details of attendances are as under.

| S. no | Name of Director | N.o. of Board Meetings | | Attendance at the previous AGM |
|-------|----------------------|------------------------|------------------------|--------------------------------|
| | | Held during tenure | Attended during Tenure | |
| 1. | Mr. Het Ram | 11 | 11 | Yes |
| 2. | Mrs. Mithlesh Sharma | 11 | 11 | Yes |
| 3. | Mr. Surender Sharma | 10 | 10 | Yes |
| 4. | Mr. Shiv Kumar | 11 | 11 | Yes |
| 5. | Mr. Sanjeev Chhaudha | 06 | 06 | No |
| 6. | Mr. Ashok Kalra | 03 | 03 | No |
| 7. | Mr. Arun Shanna | 01 | 01 | No |

27. Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in form MGT -9 attached as **Annexure-4**.

28. Performance Evaluation of BOD & Individual Directors

To comply with the provisions of Section 134(3)(p) of the Act and Rules made thereunder and Regulation 17(10) of SEBI (LODR) Regulations, the Board has carried out the annual performance evaluation of the Directors individually including the Independent Directors (wherein the concerned Director being evaluated did not participate), Board as a whole and following Committees of the Board of Directors: i) Audit, ii) Nomination and Remuneration Committee; and iii) Stakeholders' Relationship Committee;.

The Board had evaluated and ensured the effectiveness of its functioning and that of the committees and of individual Directors by seeking their inputs on various aspects of Board/Committee Governance from time to time.

29. 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.

30. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

As the company have not recommended and provided any dividend till now.

31. 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.

32. 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 and is attached as **Annexure-5**.

33. Corporate Governance

The Company its Board meeting held on 20th November, 2020 approved migration to Main Board of NSE consequently Provisions related to Corporate Governance Report as provided in Regulation 15(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 became applicable to the Company

The report on Corporate Governance is annexed and forms part of this Director's Report as **Annexure-6**

As per clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations. A Report on Corporate Governance is included as a part of this Annual Report. Certificate from the Company

Secretary M/s Abhishek J & Co. confirming the compliance with the conditions of Corporate Governance is included as Annexure – A of this Report.

A certificate has been received from Mr. Abhishek Jain Company Secretary, Proprietor of M/s Abhishek J & Co. (CP NO. 16592), that none of the Directors on the Board of the Company has 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 statutory authority as Annexure – D of this Report.

34. Disclosure of Audit Committee

As per the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 the Company has constituted the Audit Committee comprising of the following:

| Name of Director | Category | Designation in Committee |
|----------------------|-------------------------------------|--------------------------|
| Mr. Arun Sharma | Non- Executive Independent Director | Chairperson |
| Mr. Sanjeev Chhaudha | Non- Executive Independent Director | Member |
| Mr. Shiv Kumar | Non- Executive Independent Director | Member |

The meeting has been held on 15.05.2020, 15.07.2020, 07.08.2020, 12.09.2020, 06.11.2020, 20.11.2020, 10.12.2020, 11.02.2021, 16.03.2021 and 31.03.2021 in the financial year ended 31st March, 2021.

35. Disclosure of Nomination and Remuneration Committee

In compliance of the provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2013 the Company has constituted the Nomination and Remuneration Committee comprising of the following:

| Name of Director | Category | Designation in Committee |
|------------------|-------------------------------------|--------------------------|
| Arun Sharma | Non- Executive Independent Director | Chairperson |
| Shiv Kumar | Non- Executive Independent Director | Member |
| Sanjeev Chhaudha | Non- Executive Independent Director | Member |

The meeting has been held on 15.05.2020, 15.07.2020, 07.08.2020, 06.11.2020, 20.11.2020, 12.01.2021 and 16.03.2021 in the financial year ended 31st March, 2021.

36. Disclosure of Stakeholder Committee

In compliance of the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the LODR. The Company has constituted the Stakeholder Committee comprising of the following:

| Name of Director | Category | Designation in Committee |
|-------------------|-----------------------------------|--------------------------|
| Sanjeev Chhaudha* | Chairman and Independent Director | Chairperson |
| Het Ram | Executive Director | Member |
| Arun Sharma | Independent Director | Member |

The meeting has been held on 15.05.2020, 15.07.2020, 10.10.2020, 20.11.2020, 12.01.2021 and 16.03.2021 in the financial year ended 31st March, 2021.

* Sanjeev Chhaudha has been appointed as chairman of the Stakeholders and relationship committee w.e.f. June 21, 2021

Shareholders Complaint during the Year

Number of compliant received during the period: NIL

Number of compliant resolved during the period: NIL

Number of compliant remaining unresolved at the end of the year: NIL

The Scores website of SEBI redressing grievances of the investors is being visited at regular intervals by the company and there are no pending compliant registered with SCORES as on March 31st 2021.

37. 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.

38. 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.

39. Corporate Social Responsibility Committee

As per the provisions of Section 135 of the Companies Act, 2013, constitution of Corporate Social Responsibility (CSR) Committee and matters relating to it is not applicable to Company. Hence there is no information regarding it.

40. 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, 2021.

41. 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 (SS1 and SS2) respectively relating to Meetings of the Board and its Committees which have mandatory application.

42. Credit Rating of Securities

There is no credit rating obtained by the Company during the Financial Year 2020-21.

43. 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.

Date: July 26, 2021

For and on behalf of Board of Director

Place: Bawal

sd/-

Het Ram Sharma

DIN: 02925990

Chairman and Managing Director



FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies
(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm length transactions under third proviso thereto

- Details of contracts or arrangements or transactions not at arm's length basis **Not Applicable.**
- **Details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2021 are as follows:-**

| Name of related Parties | Nature of relationship | Nature of Contract/ Arrangement t/ Transaction | Duration of Contract | Salient terms of contracts or arrangement s or transactions including the Values, if any | Date of approval by the Board | Amount paid in advance (if any) |
|-------------------------|------------------------|--|----------------------|--|-------------------------------|----------------------------------|
| Het Ram | Director | Director Remuneration | 1 Year | 4400000.00 | 15.05.2020 | Nil |
| Mithlesh Sharma | Director | Director Remuneration | 1 Year | 2200000.00 | 15.05.2020 | Nil |
| Nandini Sharma | Daughter of Director | Interest on Loan | 1 Year | 1160004.00 | 15.05.2020 | Nil |
| Raj Bala | Mother of Mr. Het Ram | Rent | 1 Year | 750000.00 | 15.05.2020 | Nil |

Date: July 26, 2021

Place: Bawal

For and on behalf of Board of Director

-sd-

Het Ram Sharma

Chairman and Managing Director

DIN: 02925990

Disclosure: Details of Remuneration related to Directors

[Section 197(12), read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

(I) Details of Ratio of Remuneration of Director

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| S. No | Name of Director/KMP and designation | Remuneration to the Director/KMP for the FY2020-21(Rs.) | Percentage Increase /Decrease in remuneration in FY 2020-21 |
|-------|--------------------------------------|---|---|
| 1 | HET RAM | 4400000.00 | - |
| 2 | MITHLESH SHARMA | 2200000.00 | 100.00% |
| 3 | MANOJ KUMAR JANGIR | 770000.00 | - |
| 4 | PRIYA BAREJA | 321558.00 | - |

- (I) The median remuneration of employees of the Company during the financial year was Rs. 50426
- (II) In the financial year, there was an increase of Rs. 195574 in the median remuneration of employees;
- (III) There were 54 permanent employees on the rolls of Company as on 31st March, 2021;
- (IV) There were approx. 70 person as our Contractual Labour as per the requirement during the year hired through TECLA Enterprises. The services of TECLA Enterprises is taken on a yearly contract basis.
- (V) Average percentage increase in the salaries of employees other than Executive Directors in the last financial year i.e. FY 2020-21 was 79.50% as compared to FY 2019-20.
- (VI) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees **Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate statement and forms part of the Annual Report.**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021
 {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 31st March, 2021 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 31st March, 2021 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 madethereunder;
- (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 Sharesand 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. The changes in the composition of the Board of Directors has taken place 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 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 issued bonus equity shares in the ratio of 1:1 i.e. 1 bonus equity share for every 1 existing equity share.
2. During the period of audit the Company has migrated its equity shares from SME Emerge Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited.

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

Place: Noida
Date: July 12, 2021

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

UDIN: F011233C000612988

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

WIRES & CABLES

Place: Noida
Date: July 12, 2021

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

UDIN: F011233C000612988

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31ST March, 2021

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|---|---|--|
| 1 | CIN | L51109HR2010PLC040255 |
| 2 | Registration Date | 18.03.2010 |
| 3 | Name of the Company | Rajnandini Metal Limited |
| 4 | Category / Sub-Category of the Company | Company limited by shares/Indian Non. Govt.Co. |
| 5 | Address of the Registered office and contact details | 3E/17, B.P., NIT, Faridabad -121001 Contact Details: 0129-4074043 |
| 6 | Whether listed company | YES |
| 7 | Name, Address and Contact details of Registrar and Transfer Agent, if any | BIGSHARE SERVICES PRIVATE LIMITED, Registered Office : E/2 Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East) Mumbai – 400072 Delhi Office : 302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019. Contact Details Tel : 011-42425004, 47565852 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Wholesale of metals and metal ores | 4662 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: –

| S.No. | Name & Address of the Company | CIN/GLN | Holding/Subsidiary /Associates | % of shares held | Applicable Section |
|-------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| 1. | N.A | N.A | N.A | N.A | N.A |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i.) CATEGORY-WISE SHARE HOLDING

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|-------|----------------|---|----------|-------|----------------|--------------------------|
| | Demat | Physical | Total | % Total Shares | Demat | Physical | Total | % Total Shares | |
| | | | | | | | | | |



| | | | | | | | | | |
|--|------------------|----------|------------------|---------------|----------------|----------|----------------|---------------|----------|
| Promoter's (1) | | | | | | | | | |
| Indian a)Individual/ | | | | | | | | | |
| HUF | 44,99,800 | 0 | 44,99,800 | 73.23% | 8999600 | 0 | 8999600 | 73.23% | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt (s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any Other.... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (1):- | 44,99,800 | 0 | 44,99,800 | 73.23% | 8999600 | 0 | 8999600 | 73.23% | 0 |
| (2) Foreign | | | | | | | | | |
| a) NRIs-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any Other.... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub -total (A)(2): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 44,99,800 | 0 | 44,99,800 | 73.23% | 8999600 | 0 | 8999600 | 73.23% | 0 |

| | | | | | | | | | |
|--|----------|----------|----------|----------|----------|----------|----------|-----------|----------|
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt.(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1):- | 0 | 0. | 0 |
| 2. Non- Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 24000 | 0 | 24000 | 0.39 | 0 | 0 | 0 | 0 | (0.39) |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 199755 | 0 | 199755 | 3.25 | 197358 | 0 | 197358 | 1.60 | (1.65) |
| ii) Individual | | | | | | | | | |

| | | | | | | | | | |
|--|-----------|---|-----------|-------|----------|---|----------|-------|------|
| shareholders holding nominal share capital in excess of Rs. 2 Lakh | 1132100 | 0 | 1132100 | 18.42 | 2472200 | 0 | 2472200 | 20.11 | 1.69 |
| c) Others (Clearing member,HUF, Body Corporate) | 2,88,345 | 0 | 2,88,345 | 4.70 | 618842 | 0 | 618842 | 5.03 | 0.33 |
| Sub-total (B)(2):- | 16,44,200 | 0 | 16,44,200 | 26.76 | 3288400 | 0 | 3288400 | 26.76 | 0 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 16,44,200 | 0 | 16,44,200 | 26.76 | 3288400 | 0 | 3288400 | 26.76 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 61,44,000 | 0 | 61,44,000 | 100% | 12288000 | 0 | 12288000 | 100% | |

(ii)Shareholding of Promoters:

| S.No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % Change in shareholding during theyear |
|-------|----------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | |
| 1 | Mr. Het Ram | 24,97,440 | 40.65% | 0 | 4994880 | 40.65% | 0 | 0 |
| 2 | Mrs. Mithlesh Sharma | 20,02,060 | 32.58% | 0 | 4004120 | 32.58% | 0 | 0 |
| 3 | Mrs. Raj Bala | 100 | 0.0016% | 0 | 200 | 0.0016% | 0 | 0 |
| 4 | Ms. Nandini Sharma | 100 | 0.0016% | 0 | 200 | 0.0016% | 0 | 0 |
| 5 | Mr. Atma Ram Sharma | 100 | 0.0016% | 0 | 200 | 0.0016% | 0 | 0 |

iii.) Change in Promoters' Shareholding (please specify, if there is no change)

| S. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|--|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total Shares of the company | No. of Shares | % of total Shares of the company |
| 1 | At the beginning of the year | 44,99,800 | 73.23% | 44,99,800 | 73.23% |
| 2 | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | During the year there was allotment of 61,44,000 Bonus Shares on 31.08.2020 in ratio of 1:1 | | | |
| 3 | At the End of the year | 8999600 | 73.23% | 8999600 | 73.23% |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| S.No. | Name of the Shareholders | Shareholding at the beginning of the year | Shareholding during end the year |
|-------|--------------------------|---|----------------------------------|
| 1 | Neeru Kalra | 2,96,000 | 480000 |
| 2. | Praveen Kalra HUF | 2,84,000 | 568000 |
| 3. | Mohan Lal Choudhary | 1,52,000 | 304000 |
| 4. | Shubham Bhardwaj | 1,48,000 | 296000 |
| 5. | Vinod Kumar | 1,32,000 | 264000 |
| 6. | Kuldeep Chawla | 1,12,000 | 224000 |
| 7. | Anita Nanda | 96,000 | 192000 |
| 8. | Manoj Kumar Jangir | 80,100 | 160200 |
| 9. | Sangeeta Choudhary | 52,000 | 104000 |
| 10. | Akshit Nanda | 36,000 | 72000 |

v.) Shareholding of Directors and Key Managerial Personnel:

| Name of Directors & KMP | Shareholding at Beginning of the year | | Shareholding at the end of the year | |
|-------------------------|---------------------------------------|-------------------|-------------------------------------|-------------------|
| | No of shares | % of shareholding | No of shares | % of shareholding |
| Het Ram Sharma | 24,97,440 | 40.65 | 4994880 | 40.65 |
| Mithlesh Sharma | 20,02,060 | 32.58 | 4004120 | 32.58 |
| Shiv Kumar | 0 | 0 | 0 | 0 |
| Surender Sharma | 0 | 0 | 0 | 0 |
| Manoj Kumar Jangir | 80,100 | 1.30 | 160200 | 1.30 |
| Priya Bareja | 0 | 74.53 | 0 | 74.53 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in '000)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 2,70,538 | 7,237 | 0 | 2,77,775 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 2,70,538 | 7,237 | 0 | 2,77,775 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | 0 | 2,500 | 0 | 2,500 |
| • Reduction | 20,554 | 0 | 0 | 20,445 |
| Net Change | 20,445 | 2,500 | 0 | (17,945) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 2,50,093 | 9,737 | 0 | 2,59,830 |

| | | | | |
|-----------------------------------|-----------------|--------------|----------|-----------------|
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 84.81 | 84.81 |
| Total (i+ii+iii) | 2,50,093 | 9,737 | 0 | 2,59,830 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S.No | Particulars of Remuneration | Name of Director | | Total |
|------|--|------------------------|------------------------|------------------------|
| | | Mr. Het Ram | Mrs. Mithlesh Sharma | |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | 4400000 - - - | 2200000 - - - | 6600000 - - - |
| 2. | Stock Option | - | - | - |
| 3. | Sweat Equity | - | - | - |
| 4. | Commission - as % of profit - Others, specify... | - | - | - |
| 5. | Others, please specify 1. Sitting fee 2. Contribution to PF & other funds | - | - | - |

| | | | | |
|--|-----------|---------|---------|---------|
| | Total (A) | 4400000 | 2200000 | 6600000 |
|--|-----------|---------|---------|---------|

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | Total |
|---------|---|-----------------------|----------------------------|----------------------------|------------------------|---------------|
| | | <i>Mr. Shiv Kumar</i> | <i>Mr. Sanjeev Chhauha</i> | <i>Mr. Surender Sharma</i> | <i>Mr. Arun Sharma</i> | |
| 1. | Independent Directors | | | | | |
| | a) Fee for attending board / committee meetings | 0 | 0 | 0 | 0 | 0 |
| | b) Commission | 0 | 0 | 0 | 0 | 0 |
| | c) Others, please specify | 56000 | 26000 | 64000 | 4000 | 150000 |
| | Total (1) | 56000 | 26000 | 64000 | 4000 | 150000 |
| 2. | Other Non-Executive Directors | | | | | |
| | a) Fee for attending board / committee meetings | 0 | 0 | 0 | 0 | 0 |
| | b) Commission | 0 | 0 | 0 | 0 | 0 |
| | c) Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 | 0 | 0 |
| | Total (B)=(1+2) | 56000 | 26000 | 64000 | 4000 | 150000 |
| | Total Managerial Remuneration | | | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sl. No. | Particulars of Remuneration | KMP | | Total |
|---------|---|---|------------------------------|---------|
| | | <i>Company Secretary MS. Priya Bareja</i> | <i>CFO Mr. Manoj Jhangir</i> | |
| 1. | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 321558 | 770000 | 1091558 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0 | 0 | 0 |

| | | | | |
|----|--|---------------|---------------|----------------|
| 2. | Stock Option | 0 | 0 | 0 |
| 3. | Sweat Equity | 0 | 0 | 0 |
| 4. | Commission – as % of profit – others, specify... | 0 | 0 | 0 |
| 5. | Other ,Please Specify Intt. on loan or Dividend on Shares | 0 | 0 | 0 |
| | Total | 321558 | 770000 | 1091558 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|-------------------------------|------------------------------------|
| A. COMPANY | N.A. | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | N.A. | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | N.A. | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

Date: 26 July 2021
Place: Bawal

For and on behalf of Board of Director
Rajnandini Metal Limited

Het Ram
Managing Director
DIN: 02925990

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

Over the past one year, the global economy has witnessed major disruptions on account of the COVID-19 pandemic. Governments across the world have tried to counter this impact with unprecedented policy measures that have tried to shore up economic growth while promoting safety. As per various estimates, up to \$15 trillion worth of stimulus has been provided by central banks and governments across the world to revive their respective economies. Businesses across industries have also had to evolve from their conventional operating model in order to adapt and survive. Despite that, the global economy contracted by 3.3% in 2020 as per the April 2021 estimates of the International Monetary Fund (IMF). While the global GDP saw sequential improvement in the latter half of 2020, new mutations of the virus, seen first in emerging markets and then in developed nations, have the potential to impede the ongoing economic recovery, and this apprehension has added to near-term uncertainty. Speedy development and roll out of vaccines, as well as their ability to act against new mutations, will ascertain the path to normalisation. But disruptions also lead to new opportunities. Trends such as automation, digitisation, increasing demand for renewable energy and supply chain diversification are beginning to solidify. As per the IMF, the global economy is projected to grow at 6% in 2021, moderating to 4.4% during 2022.

REVIEW OF INDIAN ECONOMY

According to the first advance estimate of World Bank, the Indian economy degrew at a multi-year low of 8.5% in FY 2020-21, compared to a growth of 4.2% in FY 2019-20. The Indian economy degrew 23.9% in the first quarter and 7.5% in the second quarter, while growing at 0.4% in the third quarter and estimated to grow at 2.5% in the fourth quarter.

This de-growth was the result of the complete lockdown that was announced in the last week of FY 2019-20 that extended into the first two months of FY 2020-21, the partial effects of which spilled over into the subsequent quarters. Even as there was a reasonable revival in consumer offtake across a number of fronts – realty and automobiles – the country's consumption engine continued to remain affected on account of a decline in incomes, consumer sentiment propensity to save over spending and a willingness to downtrade.

India's nominal per capita net income was estimated at Rs. 1.27 lakhs compared with Rs. 1.35 lakhs in FY 2019-20. The slowdown and lockdown notwithstanding, India attracted USD 57 billion in Foreign Direct Investment in 2020 compared with \$50.44 billion in 2019. Moreover, retail inflation declined from 5.91% in March 2020 to 5.52% in March 2021. The gap between government expenditure and revenue was estimated at ~Rs. 12 trillion due to increased borrowings by the government in May 2020 to address the COVID-19 outbreak. India jumped 14 places to 63 in the 2020 World Bank's Ease of Doing Business ranking and was the only country in the emerging market basket that received positive FPIs of USD 23.6 billion in 2020; the country ranked eighth among the world's top stock markets with a market capitalisation of USD 2.5 trillion in 2020. The Indian government initiated structural reforms in agriculture, labour laws and medium-small enterprise segments. The labour reforms were intended to empower MSMEs increase employment, enhance labour productivity and wages. The Government relaxed foreign direct investment (FDI) norms for sectors like defence, coal mining, contract manufacturing and single-brand retail trading. The Union Cabinet approved the production-linked incentive (PLI) scheme for 10 sectors: pharmaceuticals, automobiles and auto components, telecom and networking products, advanced chemistry cell batteries, textile, food products, solar modules, white goods and specialty steel. These incentives could attract outsized investments, catalysing

India's growth journey. India's foreign exchange reserves continued to be in record setting mode – FY 2020-21 saw USD 101.5 billion dollars accretion in reserves, the steepest rise in foreign exchange reserves in any financial year; India's forex reserves were ranked third after Japan and China and can cover more than a year's import payments. (Source: World Bank, NSO, Financial Express, Business Standard)

OUTLOOK

The World Bank has projected the Indian economy to grow by 8.3% in FY2021-22, making it one of the fastest growing major economies once again.

OPPORTUNITIES

Indian Electrical equipment Industry is set for revival and higher growth based on good support from union budget 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.

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 principle 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. Competition, whether domestic or international, is always a challenge and transforming challenges into opportunities has

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 maintains a robust framework of internal controls that are in accordance with the nature and size of the business. This framework addresses the evolving risk complexities and underpins our strong corporate culture and good governance. While these controls are aligned with the requirements of the Companies Act, 2013, and the globally accepted framework issued by the Committee of Sponsoring

Organisations (COSO) of the Treadway Commission, they are also regularly tested by statutory and internal auditors for their effectiveness. The framework is a combination of entity-level controls, which include enterprise risk management, legal compliance framework, internal audit and anti-fraud mechanisms such as the Ethics Framework, Code of Conduct, Vigil Mechanism & Whistle Blower Policy and so on, process level controls, information technology-based controls, period-end financial reporting and closing controls.

All business processes are guided by comprehensive policies, guidelines, and procedures. An extensive risk based process of internal audits and management reviews provides assurance to the Board with respect to adequacy and efficacy of internal controls. The internal audit plan, while being aligned to the business objectives of the Company, is dynamic in nature and is reviewed by the Audit Committee every year. Internal audit reports are reviewed every quarter. Furthermore, the Audit Committee also monitors management actions stemming from internal audit reviews. We are mindful of the fact that all internal control frameworks have inherent limitations. Therefore, we conduct regular audits and review processes to ensure that such systems are strengthened on an ongoing basis with improved effectiveness. The Company's management has evaluated the operative effectiveness of these controls and noted no significant deficiencies or material weaknesses that might impact the financial statements as of March 31, 2021.

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.

WIRES & CABLES

CORPORATE GOVERNANCE REPORT

Corporate Governance Compliance Report

In terms of Regulation 34(3) and 53(f) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Corporate Governance Compliance Report is provided hereunder:

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 leads 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.

The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 regulations as amended from time to time require companies to get shareholders' approval for material related party transactions, establishment of whistle-blower mechanism, establish policy for materiality disclosure, policy for preservation of documents, archival policy, conducted familiarize programs for Independent directors and have at least one women director on their board. The amended norms are aligned with the provisions of the Companies Act, 2013, and aimed to encourage companies to 'adopt best practices on Corporate Governance'.

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.

1. BOARD OF DIRECTORS

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. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Your Company as on 31st March, 2021, has Six Directors on its Board with one as Managing Director, two executive Directors including one woman Director, and three Independent directors,. 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.

Attendance at Board Meetings:

During the last financial year i.e. 2020-21, the Board of Directors duly met 11 times on 15.05.2020, 15.07.2020, 07.08.2020, 12.09.2020, 06.11.2020, 20.11.2020, 10.12.2020, 12.01.2021, 11.02.2021, 16.03.2021 and 31.03.2021.

All the Board Meetings were held at the Company's Corporate Office situated at Plot No. 344, Sector-3, Phase II, IMT Bawal- 123501 Haryana. Notices and agenda for Board Meetings are sent well in advance to all the directors of the Company along with relevant information.

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. Other Directorships do not include directorships in Section 25 Companies and Companies incorporated outside India. Chairmanships/Membership of Board Committees include only Audit Committee, Stakeholders Relationship Committee as per Regulation 26(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations. The details of Cessation/Appointment of Directors, if any, also disclosed below:

| Sr. No | Name and Designation of the Director | Director Identification Number (DIN) | Category | Number of Board meeting during the F.Y. 2020-21 | | Directorships in other Public Companies including this Public Company | Membership/Chairmanship of Committees in other Public Companies including Rajnandini Metal Limited | | Attendance at the A.G.M Held on 31st August 2020 | Cessation/ Appointment (if any) |
|--------|--------------------------------------|--------------------------------------|----------|---|----------|---|--|------------|--|---------------------------------|
| | | | | Held | Attended | | Chairman | Membership | | |
| 1 | Het Ram | 02925990 | PD | 11 | 11 | 1 | 1 | 1 | YES | NA |
| 2 | Mithlesh Sharma | 06810394 | PD | 11 | 11 | 1 | 0 | 0 | YES | NA |
| 3 | Shiv Kumar | 08139268 | NEI | 11 | 11 | 1 | 0 | 1 | YES | NA |
| 4 | Sanjeev Chhauha | 08932721 | NEI | 6 | 6 | 1 | 0 | 0 | No | NA |
| 5 | Ashok Kalra | 09024019 | ED | 3 | 3 | 1 | 0 | 0 | No | NA |
| 6 | Arun Shanna | 09107533 | NEI | 1 | 1 | 1 | 2 | 3 | No | NA |
| 7 | Mr. Surender Sharma | 08074623 | NEI | 10 | 10 | 0 | 0 | 0 | YES | 16.03.2021 |

PD: Promoter Director, **WD:** Woman Director, **ED:** Executive Director, **NEI:** Non Executive Independent Director, **WTD:** Whole Time Director, **NA:** Not Applicable **NE:** Non Executive Non-Independent.

Independent Directors:

The company abided by definition of Independent as per Regulation 17 of the SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015 and according to the provision of Section 149 (6) of the Companies Act, 2013. The Board of Rajnandini Metal Limited has an optimum number of Independent Directors, as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the Provision of Section 149 (6) of the Companies Act, 2013. All the independent directors are persons of integrity and possess relevant expertise and experience in the Industry and are not related to promoters, or directors in the Company, its holding, subsidiary or associate Company. Independent Directors fulfill all the conditions for being Independent to the Company, as stipulated under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The maximum tenure of Independent Directors is determined in accordance with the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, from time to time. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

Further, in compliance with under Regulation 25(7) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has familiarization programme to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operations in depth and contribute significantly to the growth of the Company. A policy related to it shall be uploaded on the company's website i.e. <http://www.rajnandinimetal.com>.

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. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the 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.

Notes on Directors appointment/ re-appointment

In terms of the provisions Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Mithlesh Sharma (DIN: 06810394), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered herself for reappointment. Further during the Financial year Mr. Ashok Kalra was appointed as Additional Executive Director of the Company w.e.f 12th January 2021, Mr. Sanjeev Chhaudha was appointed as Additional Independent Director w.e.f 06.11.2020, Mr. Arun Sharma was appointed as Additional Independent Director w.e.f 16.03.,2021 and Mr. Surender Sharma resigned from the position of Independent Director w.e.f 16.03.2021.

2. COMMITTEES

(A) AUDIT COMMITTEE

As per the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 the Company has constituted the Audit Committee comprising of Mr. Arun Sharma (Chairman), Mr. Sanjeev Chhaudha (Member) and Mr. Shiv Kumar

(Member) and has met on 15.05.2020, 15.07.2020, 07.08.2020, 12.09.2020, 06.11.2020, 20.11.2020, 10.12.2020, 11.02.2021, 16.03.2021 and 31.03.2021 in the financial year ended 31st March, 2021.

The Committee also invites such of the other Directors, Executives or Auditors as it considers appropriate to be present at the meeting. The Company Secretary/ Compliance Officer acts as the secretary to the Committee. Minutes of each Audit Committee meeting are placed before, and when considered appropriate, are discussed in the meeting of the Board. 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.

Powers and Terms of Reference of the Committee:

The Audit Committee assists the Board in its responsibility for 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 reporting process of the Company, the audit of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors, review the related party transactions on a quarterly basis and the Company's risk management policies. The Committee, inter -alia, performs the following functions:

| | |
|---|--|
| 1 | Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible. |
| 2 | Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and other auditors, if required and the fixation of audit fees. |
| 3 | Approval of payment to statutory auditors for any other services rendered by them. |
| 4 | Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to: |
| | a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 (5) of the Companies Act, 2013. |
| | b. Changes, if any, in accounting policies and practices and reasons for the same. |
| | c. Major accounting entries involving estimates based on the exercise of judgment by management. |
| | d. Significant adjustments made in the financial statements arising out of audit findings. |
| | e. Compliance with listing and other legal requirements relating to financial statements. |
| | f. Disclosure of any related party transactions and review the same on quarterly basis. |
| | g. Qualifications in the draft audit report. |
| 5 | Reviewing, with the management, the quarterly financial statements before submission to the board for approval. |
| 6 | Reviewing, with the management, the statement of uses / application of funds as and when raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. |
| 7 | Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems. |

| | |
|----|---|
| 8 | Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit. |
| 9 | Discussion with internal auditors on any significant findings and follow up thereon. |
| 10 | Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board. |
| 11 | Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern. |
| 12 | To look into the reasons for substantial defaults if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors. |
| 13 | To review the functioning of the Whistle Blower mechanism, in case the same is existing. |
| 14 | Carrying out any other function as is assigned to the Audit Committee. |

(B) NOMINATION AND REMUNERATION COMMITTEE

In compliance of the provisions of Section 178 of the Companies Act, 2013 read with Corresponding Rule of the Companies (Meeting of Board and its Powers) Rules, 2013 the Company has constituted the Nomination and Remuneration Committee comprising of Mr. Arun Sharma (Chairman), Mr. Shiv Kumar (Member) and Mr. Sanjeev Chhaudha (Member) and the Committee met on 15.05.2020, 15.07.2020, 07.08.2020, 06.11.2020, 20.11.2020, 12.01.2021 and 16.03.2021 in the financial year ended 31st March, 2021.

The Company Secretary of the Company acts as the Secretary to the Committee.

Terms of Reference

The terms of reference of Nomination and Remuneration Committee are briefly described below:

- a. It shall identify persons who are qualified to become directors and persons, who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every directors performance.
- b. It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- c. It shall, while formulating the remuneration policy ensure that-
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate

to the working of the company and its goals.

Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors. A Policy related to it also uploaded on company's website i.e. <http://www.rajnandinimetal.com>.

Remuneration paid to Directors

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 2020-21, only sitting fees for attending board or committee meetings and commission was paid to the non-executive directors and the details are as follows:

a) Non- executive Directors:

| Sr. No. | Name of Director | Sitting Fees paid (In Rs.) | Commission |
|----------------|-------------------------|-----------------------------------|-------------------|
| 1. | Mr. Shiv Kumar | 56000 | - |
| 2. | Mr. Sanjeev Chhaudha | 26000 | - |
| 3. | Mr. Arun Sharma | 4000 | - |
| 4. | Mr. Surender Sharma | 64000 | - |

b) Executive Directors:

| Sr. No. | Name of Director | Salary, Perquisites, Allowances and Commission paid (Rs.) |
|----------------|-------------------------|--|
| 1. | Mr. Het Ram | 4400000 |
| 2. | Mrs. Mithlesh Sharma | 2200000 |
| 3. | Mr. Ashok Kalra | 150000 |

2.) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance of the provisions of Section 178 of the Companies Act, 2013 read with Corresponding Rule of the Companies (Meeting of Board and its Powers) Rules, 2013 the Company has constituted the Stakeholder's Relationship Committee comprising of Mr. Het Ram (Chairman), Mr. Sanjeev Chhaudha (Member) and Mr. Arun Sharma (Member) and the Committee met on 15.05.2020, 15.07.2020, 10.10.2020, 20.11.2020, 12.01.2021 and 16.03.2021 in the financial year ended 31st March, 2021.

ROLE OF THE 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.

Details of Complaints from Shareholders:

| | |
|---|---|
| No. of complaints remaining unresolved at the beginning of the year | 0 |
| No. of complaints received during the year | 0 |
| No. of complaints resolved during the year | 0 |
| No. of complaints unresolved at the end of the year | 0 |

Name and Designation of Compliance Officer:

Mr..Jitender Kumar Sharma, Company Secretary and Compliance Officer

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. Jitendra Kumar Sharma

Company Secretary and Compliance

OfficerRajnandini 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

3. GENERAL BODY MEETINGS

- a) **Location, time and date where last three Annual General Meetings / Extra Ordinary GeneralMeetings/Postal Ballot were held are given below:**

| Financial Year | Date and Time | Venue of Meeting |
|----------------|--|----------------------------------|
| 2019-20 | AGM – 31 st August, 2020 at 02:00 P.M. | 3E/17 B.P. NIT FARIDABAD- 121001 |

| | | |
|---------|--|----------------------------------|
| 2018-19 | AGM – 26 th July, 2019 at 02.00 P.M. | 3E/17 B.P. NIT FARIDABAD- 121001 |
| 2017-18 | AGM – 23 rd August, 2018 at 11.00 A.M. | 3E/17 B.P. NIT FARIDABAD- 121001 |

b) In the last three AGMs/EGMs, following Special Resolutions were passed:

| Meetings held on | Special Resolution passed |
|-------------------------------------|--|
| 31st August, 2020 | <ul style="list-style-type: none"> • To Approve contract/arrangement for material Related Party Transactions with various related parties • To consider and approve increase in Authorised Share Capital of the Company • To Consider and approve the Issue Of Bonus Shares • To approve the upward revision in the remuneration of Mrs.Mithlesh Sharma, Director of the Company |
| AGM – 26 th July, 2019 | <ul style="list-style-type: none"> • No Special Resolution was passed in the meeting. |
| AGM – 23 rd August, 2018 | <ul style="list-style-type: none"> • No Special Resolution was passed in the meeting. |

c) Details of Extra-ordinary General Meetings held during the year 2020-21

| S. N. | Date | Location of Meeting | Time | No. of Special Resolutions passed |
|-------|----------------------------|--|-----------------------------|---|
| 1. | EGM- 24th December 2020 | 3E/17 B.P. NIT FARIDABAD- 121001 | N. A. (Postal Ballot) | 1. Approve Migration to Main Boards of NSE 2. Approve Appointment of Mr. Sanjeev Chaudha as Independent Director. |

d) Postal Ballot

During the financial year 2020-21, Company has passed following resolution through postal ballot:-

1. Approve Migration to Main Boards of National Stock Exchange of India Limited
2. Approve Appointment of Mr. Sanjeev Chaudha as Independent Director.

At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd 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.

DISCLOSURES

a) Compliance with Governance Framework

The Company is following all mandatory requirements as per Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The shareholders are already aware that the shares of the company are listed at NSE. The Company is regularly complying with the requirements since its migration to the main Boards of NSE.

b) Disclosure on materiality significant Related Party Transactions

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>

c) Details on non-compliance by the Company, penalties and strictures imposed on the company by stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

No penalties were imposed on the Company on account of Non- Compliances by stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

d) Whistle Blower Policy

Rajnandini Metal Limited pursuant to Section 177(9) & (10) of Companies Act, 2013 and Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has formulated Whistle Blower Policy for Directors and employees of the Company, to report concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy. Further, the Company affirms that no personnel have been denied access to Audit Committee on any issue related thereto. The Whistle Blower policy may be accessed on the Company’s website i.e. <http://www.rajnandinimetal.com>.

e) Disclosure of Accounting Treatment

The Company follows Indian Accounting Standards (Ind AS) 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 which are issued by the Ministry of Corporate Affairs

in the preparation of its financial statements.

f) Risk Management

The Company is well aware of risks associated with its business operations and various projects under execution. Comprehensively risk management system is being put in place involving classification of risk, adoption of risk mitigation measures and a strong mechanism to deal with potential risks and situation leading to rise of risks in an effective manner.

Senior persons of the Management conversant with risk management systems have been entrusted with the said task with a brief to implement the risk management.

g) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.

The Company has not made any capital issue and issue of Equity Shares under the Company's Employee Stock Option Scheme (ESOS) during the year and hence not received any proceeds there from.

h) Implementation of Compliance Management System

The Company has in place a well-structured Legal Compliance Management System to monitor periodical compliances on regular basis and Review Reports are discussed at the Audit Committee meetings and Board Meetings.

4. Means of Communication

- a. Quarterly, Half Yearly & Annually Results:** Quarterly Half Yearly & Annually Results are published in two newspapers, one in the English language and the other in the vernacular language, circulating in the place where the registered office of the Company is situated. These financial results and quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also uploaded on the Company's website <http://www.rajnandinimetal.com>
- b. News Release Presentations:** Official news releases are displayed on the Company's website.
- c. Website:** The Company's website <http://www.rajnandinimetal.com> makes online announcements of Board Meeting dates, results of the meetings, quarterly financial results, announcement of the date of Annual General Meeting, changes in Directors and other announcements. The website also provides quarterly shareholding pattern. Copies of Notices and Annual Reports sent to Shareholders are also available on the website. The website <http://www.rajnandinimetal.com> gives information about the company and the products offered by it.
- d. Annual Report:** Annual Report containing inter alia Audited Annual Accounts, Directors Report, Auditors Report, Corporate Governance Report along with Management Discussion & Analysis Report are circulated to all the members and others entitled thereto.
- e. E-mail:** cs@rajnandinimetal.com mail id has been formed for investor servicing.

5. General Shareholder

Information A.

| | | |
|----|---|--|
| a) | 11th Annual General Meeting | Date: 27 th August, 2021 Time: 02:00 P.M. |
| b) | Venue | Through Video Conferencing / Other Audio Visual Means (OAVM) |
| c) | Cut off Date | 20 th August, 2021 |

| | | |
|----|--|--------------|
| d) | Dividend payment date | NA |
| e) | Listing on Stock Exchanges | NSE |
| f) | Demat ISIN Number For CDSL and NSDL | INE00KV01014 |

B. 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, India

Bigshare Services Pvt. Ltd. (Delhi)

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

C. 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.

D. Financial Calendar (FY 21-22) (Tentative)

| Period | Approval of Quarterly results |
|--|--------------------------------------|
| For the 1st quarter ending on 30.06.2021 | On or before 15th of August, 2021 |
| For the 2nd quarter & half year ending on 30.09.2021 | On or before 15th of November, 2021 |
| For the 3rd quarter ending on 31.12.2021 | On or before 15th of February, 2022 |

For the 4th quarter & year ending on 31.03.2022

On or before 30th of May, 2022

For Annual General Meeting

On or before 30th September, 2022

E. Listing Stock Exchange

(a) At Present the Equity Shares of the Company are listed on NSE Exchange Plaza, 5th Floor, Plot No C-1, Block – G, Bandra Kurla Complex, Bandra (East) Mumbai - 400051

The Listing Fee for the year 2021-22, has already been paid to the above Stock Exchanges

(b) Depositories

1. National Securities Depository Limited (NSDL)

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel

(West), Mumbai – 400 013, MH

2. Central Depository Services (India) Limited (CDSL)

Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai – 400 013, MH

The Annual Custodial Fees for the year 2021-22 have also been paid to the above-mentioned depositories

F. Stock Code- RAJMET

G. Market Price Data

| Month | Month Price high | Month Price Low |
|----------------|-------------------------|------------------------|
| April 2020 | 13.20 | 13.05 |
| May 2020 | 13.23 | 13.15 |
| June 2020 | 13.23 | 13.15 |
| July 2020 | 14.68 | 13.90 |
| August 2020 | 19.40 | 13.03 |
| September 2020 | 23.95 | 19.95 |
| October 2020 | 29.00 | 24.95 |
| November 2020 | 33.15 | 28.80 |
| December 2020 | 30.30 | 29.80 |
| January 2021 | 33.00 | 29.70 |
| February 2021 | 82.40 | 30.45 |
| March 2021 | 101.50 | 85.10 |

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 at 31st March 2021 only NIL equity shares out of total 12288000

equity shares were held in physical form and all the equity shares were held in dematerialized form.

The Company's shares are traded on National Stock Exchange of India.

Outstanding ADRs, GDRs, warrants or any convertible instruments, conversion date and impact on equity: No ADRs or GDRs, or any other convertible instruments were outstanding for conversion as on 31st March, 2021.

Address for Correspondence:

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

Certificate on Corporate Governance

Rajnandini Metal Limited has taken adequate steps to adhere to all the stipulations laid down as per clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations.

A Report on Corporate Governance is included as a part of this Annual Report. Certificate from the Company Secretary M/s Abhishek J & Co. confirming the compliance with the conditions of Corporate Governance is included as **Annexure – A** of this Report.

Code of Conduct

Rajnandini Metal Limited has laid down a Code of Corporate Governance & Conduct for all its Board Members and Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct. The said code has been posted on the company's website i.e. <http://www.rajnandinimetal.com>. Declaration for Code of Conduct is given in Board's Report as per **Annexure – B**.

Code of conduct for Prevention of Insider Trading:

The Company has established a code of conduct for Prevention of Insider Trading. The necessary preventive actions, including closure of trading window around the time of any price sensitive events information are taken care. In pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019 the Company has adopted revised Insider Trading Code. The Code provides framework for dealing with the securities of Company in mandated manner.

The detailed policy and above mentioned Insider Trading -Code of Conduct can be accessed on the Company's website at <http://www.rajnandinimetal.com>.

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary (PCS) carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the Report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The Audit, inter alia, confirms that the listed and paid up capital of the company with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

The Company also sends a 'Reconciliation of Share Capital Audit Report obtained from a Company

Secretary-in-Practice for reconciliation of share capital & dematerialization of the shares of the Company pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 as amended from time to time to the Stock Exchange i.e. NSE where equity shares of the company are listed within 30 days from the end of each quarter.

CEO/CFO Certification

The Chairman and the Chief Financial Officer (CFO) of the Company have already furnished the requisite Certificate to the Board of Directors pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The said certificate is also attached herewith and forms part of this director's report as **Annexure - C**.

Certificate from Company Secretary in Practice

A certificate has been received from Mr. Abhishek Jain Company Secretary, Proprietor of M/s Abhishek J & Co. (CP NO. 16592), that none of the Directors on the Board of the Company has 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 statutory authority as **Annexure – D**.

Green initiative in the Corporate Governance:

The Ministry of Corporate Affairs (MCA) vide its General Circular No. 18/2011 dated 29th 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.

INTER-SE RELATIONSHIP IN DIRECTORS(As on 31.03.2021)

The following table contains the details of inter-se-relationships between the directors of the Company, as required to be disclosed in accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

| S. No. | Name of Director | Designation | Inter-se Relationship |
|---------------|-------------------------|-------------------------------------|--------------------------------|
| 1. | Mr. Het Ram | Chairman & Executive Director | Spouse of Mrs. Mithlesh Sharma |
| 2. | Mrs. Mithlesh Sharma | Executive Director | Spouse of Mr. Het Ram |
| 3. | Mr. Shiv Kumar | Non- Executive Independent Director | No Relationship |
| 4. | Mr. Sanjeev Chhaudha | Non- Executive Independent Director | No Relationship |
| 5. | Mr. Ashok Kalra | Executive Director | No Relationship |
| 6. | Mr. Arun Shanna | Non- Executive Independent Director | No Relationship |

NON-MANDATORY REQUIREMENTS

1) SHAREHOLDER RIGHTS

The financial performance of the Company is well published and also displayed on the Company's website in the form of quarterly/half-yearly/annual financial results. In view of this, individual communication of quarterly/half-yearly/annual financial results is not sent to the shareholders separately.

2) AUDIT QUALIFICATIONS

The Auditor's Report on annual accounts of the Company for the financial year ended on 31st March 2021 does not contain any qualifications or adverse remarks.



Annexure - A

CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Members of
Rajnandini Metal Limited3E-
17 B.P. NIT
Faridabad - 121001**

We have examined the compliance of conditions of Corporate Governance by Rajnandini Metal Limited, for the year ended on 31st March 2021, 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 pursuant to the Listing Agreement of the said Company with stock exchanges.

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**

WIRES & CABLES

Place: Noida
Date: July 12, 2021

UDIN: F011233C000613087

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

Annexure - B

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, 2021.

Sd/-

Het Ram

**Managing Director
(DIN: 02925990)**

Place: Bawal
Date: **July 26, 2021**

RMM
WIRES & CABLES

Annexure - C

To

The Board of Directors

Rajnandini Metal Limited,

Regd. Office: 86, 3E-17 B.P. NIT

Faridabad - 121001

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) &
CHIEF FINANCIAL OFFICER (CFO)**

(Pursuant to Reg. 17(8) of SEBI (LODR) Regulations, 2015)

We have reviewed the financial statements and the cash flow statements for the financial year ended on 31st March, 2021 and to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are to the best of our knowledge and belief, no transactions entered in to by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct;
4. We accept the responsibility for establishing and maintaining Internal Controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of Internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;
5. We further certify that:
 - (a) There have been no significant changes in internal control during this year;
 - (b) There have been no significant changes in accounting policies during this year and that the same has been disclosed in the notes to the financial statements; and
 - (c) There have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control systems.

**Sd/-
Het Ram
(Managing Director)
(DIN: 02925990)**

**Sd/-
MANOJ KUMAR JANGIR
(Chief Financial Officer)**

Place : Bawal

Date : July 26, 2021

Annexure - D

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
3E-17 B.P. NIT
Faridabad – 121001**

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 3E-17 B.P. NIT Faridabad - 121001 and (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) 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 31st March, 2021 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 | Status of DIN as per MCA portal |
|-----------------------------|----------------------------------|----------------------------|--|
| Het Ram | PAN- AFVPR5490R DIN- 02925990 | 18/03/2010 | ACTIVE |
| Mithlesh Sharma | PAN- AWJPS1312A DIN- 06810394 | 01/04/2016 | ACTIVE |
| Shiv Kumar | PAN- BRYPK7625R DIN- 08139268 | 22/05/2018 | 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: July 12, 2021

UDIN: F011233C000613021

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

RMM
WIRES & CABLES

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 Ind AS financial statements of **Rajnandini Metal Limited** ('the Company') which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and Notes to financial statements including a summary of the 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, 2021, its profit and 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 (SAs) 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 we have obtained 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 are responsible for the preparation of the other information. The other information comprises the information included in the Chairman's Statement, Management Report, , Board's Report including Annexures to Board's 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.

Responsibilities of Management and Those Charged with Governance 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 including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are 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 skepticism 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 the one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 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.

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 the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to information and explanations given to us, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 of the aforesaid Financial Statements.
 - 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, the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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 B".

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 read with Schedule-V to 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 information and explanations given to us:

i. As informed to us the Company does not have any pending litigations which would impact its financial position.

ii. We are explained that the Company did not have any long term contracts including derivative contracts as at March 31, 2021 for which there were any material foreseeable losses.

iii. We are explained that there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SANMARKS& ASSOCIATES
Chartered Accountants
Firm's Regn. No. 003343N

Sd/-
NARESH KUMAR AGGARWAL
Partner
Membership No.: 087351

Place :Faridabad
Date :21.06.2021
UDIN - 21087351AAAAET3700

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

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

We report that:

- i) In respect of the Company’s fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed 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.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) As informed and explained to us the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- iii) As explained to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- iv) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- v) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi) We are informed that the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities and there were no arrears as at 31st March 2021 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 the 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) The company has not defaulted in repayment of dues to financial institutions and banks.
- ix) The Company has neither raised money by way of initial public offer or further public offer (including debt instruments). In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all 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) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and accordingly para 3 (xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For SANMARKS & ASSOCIATES
Chartered Accountants
Firm's Regn. No. 003343N

Sd/-
NARESH KUMAR AGGARWAL
Partner
Membership No.: 087351

Place : Faridabad
Date : 21.06.2021
UDIN - 21087351AAAAET3700

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(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 Subsection 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 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors 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 (‘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 respective 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting 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 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 judgment, 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:

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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 authorizations of management and directors of the company and;
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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 with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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, 2021, 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.

For SANMARKS& ASSOCIATES
Chartered Accountants
Firm's Regn. No. 003343N

Sd/-
NARESH KUMAR AGGARWAL
Partner
Membership No.: 087351

Place : Faridabad
Date : 21.06.2021
UDIN - 21087351AAAAET3700

RAJNANDINI METAL LIMITED
CIN No: L51109HR2010PLC040255
Balance sheet as at March 31, 2021

(All amounts in INR Thousands, unless otherwise stated)

| | Notes | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|---|-------|----------------------|----------------------|----------------------|
| ASSETS | | | | |
| Non-Current Assets | | | | |
| Property, plant and equipments | 1(a) | 246,733 | 169,221 | 65,886 |
| Capital Work-in-Progress | | - | 45,847 | 9,452 |
| Intangible Assets | 1(b) | 3 | 9 | 14 |
| Financial assets | | | | |
| i) Loans | 2 | 1,348 | 1,750 | 652 |
| Deferred tax assets (net) | 3 | - | - | 29 |
| Total Non-Current Assets | | 248,084 | 216,827 | 76,033 |
| Current Assets | | | | |
| Inventories | 4 | 226,746 | 171,372 | 75,476 |
| Financial assets | | | | |
| i) Trade receivables | 5 | 377,726 | 184,601 | 201,917 |
| ii) Cash and cash equivalents | 6(a) | 1,194 | 1,322 | 1,906 |
| iii) Bank balances other than cash and cash equivalents | 6(b) | - | 4,995 | 12,500 |
| iv) Loans | 7 | 1,298 | 1,310 | 781 |
| v) Other Financial assets | 8 | 375 | 22 | 2,937 |
| Other current assets | 9 | 41,434 | 47,639 | 29,657 |
| Total Current Assets | | 648,773 | 411,261 | 325,174 |
| Total Assets | | 896,857 | 628,088 | 401,207 |
| EQUITY AND LIABILITIES | | | | |
| EQUITY | | | | |
| Share capital | 10 | 122,880 | 61,440 | 61,440 |
| Other equity | 11 | 72,865 | 83,634 | 72,043 |
| Total equity | | 195,745 | 145,074 | 133,483 |
| LIABILITIES | | | | |
| Non Current Liabilities | | | | |
| Financial Liabilities | | | | |
| i) Borrowings | 12(a) | 165,989 | 122,759 | 752 |
| Employee benefit obligations | 13 | 2,072 | 1,642 | 1,356 |
| Deferred tax liabilities (net) | 3 | 9,428 | 1,476 | - |
| Total Non-Current Liabilities | | 177,489 | 125,877 | 2,108 |
| Current Liabilities | | | | |
| Financial liabilities | | | | |
| i) Borrowings | 12(b) | 259,830 | 277,775 | 253,033 |
| ii) Trade payables | 14 | - | - | - |
| -Total outstanding dues of micro enterprises and small enterprises | | - | - | - |
| -Total outstanding dues of creditors other than micro enterprises and small enterprises | | 262,839 | 79,048 | 12,319 |
| Other current liabilities | 15 | 954 | 314 | 264 |
| Total Current Liabilities | | 523,623 | 357,137 | 265,616 |
| Total Liabilities | | 701,112 | 483,014 | 267,724 |
| Total Equity and Liabilities | | 896,857 | 628,088 | 401,207 |
| Significant Accounting Policies and Notes to Accounts | 26 | | | |

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

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

Place : Faridabad
Date : 21.06.2021
UDIN - 21087351AAAAET3700

For and on behalf of the Board of Directors

sd/-
(Het Ram)
Director
(DIN 02925990)

sd/-
(Manoj Kumar Jangir)
Chief Financial Officer

sd/-
(Mithlesh Sharma)
Director
(DIN 06810394)

sd/-
(Priya Breja)
Company Secretary

RAJNANDINI METAL LIMITED
CIN No: L51109HR2010PLC040255
Statement of profit and loss for the year ended March 31, 2021

(All amounts in INR Thousands, unless otherwise stated)

| | Notes | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|-------|------------------------------|------------------------------|
| Income | | | |
| Revenue from operations | 16 | 6,309,174 | 1,484,174 |
| Other income | 17 | 8,553 | 4,344 |
| Total Income | | 6,317,727 | 1,488,518 |
| Expenses | | | |
| Cost of Raw Material Consumed | 18 | 5,936,744 | 546,592 |
| Purchase of Stock-in-Trade | 19 | 137,309 | 954,799 |
| Changes in inventories of Finished goods, work-in-progress and stock-in-trade | 20 | 43,522 | -93,164 |
| Employee Benefit expense | 21 | 18,728 | 13,990 |
| Finance Cost | 22 | 36,602 | 24,551 |
| Depreciation and Amortisation expenses | 1 | 8,399 | 3,125 |
| Other Expenses | 23 | 66,041 | 22,443 |
| Total Expenses | | 6,247,345 | 1,472,336 |
| Profit before Tax | | 70,382 | 16,182 |
| Income Tax expense | | | |
| -Current Tax | 24 | 11,758 | 3,086 |
| -Deferred Tax | | 7,952 | 1,505 |
| Total Tax Expense | | 19,710 | 4,591 |
| Profit for the year | | 50,672 | 11,591 |
| Other comprehensive income/(loss) for the year, net of tax | | - | - |
| Total comprehensive income for the year | | 50,672 | 11,591 |
| Basic earnings per share of par value INR 10/- each (INR per share) | 25 | 4.12 | 0.94 |
| Diluted earnings per share of par value INR 10/- each (INR per share) | 25 | 4.12 | 0.94 |
| Significant Accounting Policies and Notes to Accounts | 26 | | |

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

For and on behalf of the Board of Directors

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

sd/- (Het Ram) (Mithlesh Sharma)
Director Director
(DIN 02925990) (DIN 06810394)

Place : Faridabad
Date : 21.06.2021
UDIN - 21087351AAAAET3700

sd/- (Manoj Kumar Jangir) (Priya Breja)
Chief Financial Officer Company Secretary

RAJNANDINI METAL LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2021

(Rs. in '000)

| | Year Ended 31.03.2021 Amount (Rs) | Year Ended 31-03-2020 Amount (Rs) |
|---|---|---|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before Tax | 70,382 | 16,182 |
| <u>Adjustments for :</u> | | |
| Depreciation and amortization expenses | 8,399 | 3,125 |
| Finance Costs | 36,602 | 24,551 |
| Interest received | (8,231) | (236) |
| Changes in Liabilities to Erstwhile personnel | - | - |
| Operating Profit before working capital changes | 107,152 | 43,622 |
| <u>Adjustments for working capital changes :</u> | | |
| (Increase)/Decrease in Other non-current assets | (4,995) | 29 |
| (Increase)/Decrease in Inventories | (55,374) | (95,897) |
| (Increase)/Decrease in Financial-Non-current assets | | - |
| (Increase)/Decrease in Financial-current assets | (177,647) | 17,316 |
| (Increase)/Decrease in Other current assets | 9,213 | (7,716) |
| Increase/(Decrease) in Trade payables | 181,506 | 66,598 |
| Increase/(Decrease) in Other-current Liabilities | 11,005 | 1,943 |
| Increase/(Decrease) in Provisions | 431 | (1,473) |
| Cash generated from Operations | 71,291 | 24,422 |
| Direct Taxes Paid | (21,880) | (4,591) |
| Net Cash flow from Operating activities | 49,411 | 19,831 |
| | (A) | |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets including Intangible assets & CWIP | (46,452) | (142,851) |
| Interest received | 8,231 | 236 |
| Net cash used in Investing activities | (38,221) | (142,615) |
| | (B) | |
| C CASH FLOW FROM FINANCING ACTIVITIES | | |
| Increase in Share Capital | - | - |
| Security Premium | - | - |
| Proceeds / (repayment) of Borrowings | 25,284 | 146,750 |
| Finance Costs | (36,602) | (24,551) |
| Net cash from / (used in) financing activities | (11,318) | 122,199 |
| | (C) | |
| Net increase / (Decrease) in Cash and Cash Equivalents (A + B + C) | (128) | (585) |
| Cash and Cash Equivalents at the beginning of the year (Refer Note 10 & 11) | 1,321 | 1,906 |
| Cash and Cash Equivalents at the end of the year (Refer Note 10 & 11) | 1,193 | 1,321 |

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

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

Place : Faridabad
Date : 21.06.2021
UDIN - 21087351AAAET3700

For and on behalf of the Board of Directors

Sd/-
(Het Ram)
Director
(DIN 02925990)

Sd/-
(Mithlesh Sharma)
Director
(DIN 06810394)

Sd/-
(Manoj Kumar Jangir)
Chief Financial Officer

Sd/-
(Priya Breja)
Company Secretary

RAJNANDINI METAL LIMITED

CIN No: L51109HR2010PLC040255

Statement of changes in equity for the year ended March 31, 2021

(All amounts in INR Thousands, unless otherwise stated)

A. Equity share capital

| Particulars | Number of shares (in Thousand) | Amount |
|---------------------------------|-----------------------------------|----------------|
| As at April 01, 2019 | 6,144 | 61,440 |
| Changes in equity share capital | - | - |
| As at March 31, 2020 | 6,144 | 61,440 |
| Changes in equity share capital | 6,144 | 61,440 |
| As at March 31, 2021 | 12,288 | 122,880 |

B. Other equity

| Particulars | Notes | Reserves and surplus | | |
|---|-------|----------------------|-------------------|---------------|
| | | Securities premium | Retained earnings | Total |
| Balance at April 01, 2019 | | 26,304 | 45,739 | 72,043 |
| Profit for the year | | - | 11,591 | 11,591 |
| Other comprehensive income for the year | | - | - | - |
| Total comprehensive income for the year | | - | 11,591 | 11,591 |
| Balance at March 31, 2020 | | 26,304 | 57,329 | 83,633 |
| Profit for the year | | - | 50,672 | 50,672 |
| Other comprehensive income for the year | | - | - | - |
| Total comprehensive income for the year | | - | 50,672 | 50,672 |
| Transactions with owners in their capacity as owners | | | | |
| Issue of bonus equity shares | | (26,300) | (35,140) | (61,440) |
| Balance at March 31, 2021 | | 4 | 72,861 | 72,865 |

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)

(Mithlesh Sharma)
Director
(DIN 06810394)

Place : Faridabad
Date : 21.06.2021
UDIN - 21087351AAAET3700

(Manoj Kumar Jangir)
Chief Financial Officer

(Priya Breja)
Company Secretary

1 Property, plant and equipment

a) Tangible Assets

| | Freehold Land | Buildings | Plant & Equipment | Vehicles | Office Equipment/Furniture | Computer | Total |
|---|---------------|---------------|-------------------|---------------|----------------------------|------------|----------------|
| Year ended March 31, 2020 | | | | | | | |
| Gross carrying amount | | | | | | | |
| Deemed cost as at April 01 2019 | 57,185 | - | 2,768 | 5,587 | 276 | 69 | 65,886 |
| Additions | 3,030 | 30,415 | 67,999 | 3,613 | 1,343 | 55 | 106,455 |
| Disposals | - | - | - | - | (9) | - | (9) |
| Closing gross carrying amount | 60,215 | 30,415 | 70,767 | 9,200 | 1,610 | 124 | 172,331 |
| Accumulated depreciation | | | | | | | |
| Depreciation charge for the year | - | 237 | 1,287 | 1,401 | 166 | 28 | 3,119 |
| Disposals | - | - | - | - | (9) | - | (9) |
| Closing accumulated depreciation | - | 237 | 1,287 | 1,401 | 157 | 28 | 3,110 |
| Closing net carrying amount | 60,215 | 30,178 | 69,480 | 7,799 | 1,453 | 96 | 169,221 |
| Year ended March 31, 2021 | | | | | | | |
| Gross carrying amount | | | | | | | |
| Opening gross carrying amount | 60,215 | 30,415 | 70,767 | 9,200 | 1,610 | 124 | 172,331 |
| Additions | - | 2,909 | 77,607 | 3,716 | 1,342 | 363 | 85,937 |
| Disposals | - | - | - | (620) | - | - | (620) |
| Closing gross carrying amount | 60,215 | 33,324 | 148,374 | 12,296 | 2,952 | 487 | 257,648 |
| Accumulated depreciation | | | | | | | |
| Opening accumulated depreciation | - | 237 | 1,287 | 1,401 | 157 | 28 | 3,110 |
| Depreciation charge for the year | - | 882 | 5,598 | 1,414 | 422 | 78 | 8,394 |
| Disposals | - | - | - | (589) | - | - | (589) |
| Closing accumulated depreciation | - | 1,119 | 6,885 | 2,226 | 579 | 106 | 10,915 |
| Closing net carrying amount | 60,215 | 32,205 | 141,489 | 10,070 | 2,373 | 381 | 246,733 |

b) Intangible Assets

| | Computer Software | Total |
|---|-------------------|-----------|
| Year ended March 31, 2020 | | |
| Gross carrying amount | | |
| Deemed cost as at April 01 2019 | 14 | 14 |
| Additions | - | - |
| Disposals | (3) | (3) |
| Closing gross carrying amount | 11 | 11 |
| Accumulated depreciation | | |
| Depreciation charge for the year | 5 | 5 |
| Disposals | (3) | (3) |
| Closing accumulated depreciation | 2 | 2 |
| Closing net carrying amount | 9 | 9 |
| Year ended March 31, 2021 | | |
| Gross carrying amount | | |
| Opening gross carrying amount | 11 | 11 |
| Additions | - | - |
| Disposals | - | - |
| Closing gross carrying amount | 11 | 11 |
| Accumulated depreciation | | |
| Opening accumulated depreciation | 2 | 2 |
| Depreciation charge for the year | 6 | 6 |
| Disposals | - | - |
| Closing accumulated depreciation | 8 | 8 |
| Closing net carrying amount | 3 | 3 |

RAJNANDINI METAL LIMITED
CIN No: L51109HR2010PLC040255
Notes to the financial statements for the year ended March 31, 2021
(All amounts in INR Thousands, unless otherwise stated)

| 2 Loans (Unsecured and considered good unless otherwise stated) | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|--|----------------------|----------------------|----------------------|
| Security deposits | 1,348 | 1,750 | 652 |
| Total non- current loans | 1,348 | 1,750 | 652 |

3 Deferred tax assets/(liabilities) (net)

The balance comprises temporary differences attributable to:

| | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|--|----------------------|----------------------|----------------------|
| Deferred tax assets | | | |
| Property, plant and equipment | - | - | 29 |
| Total deferred tax assets (A) | - | - | 29 |
| Deferred tax liabilities | | | |
| Property, plant and equipment | 9,428 | 1,476 | - |
| Total deferred tax liabilities (B) | 9,428 | 1,476 | - |
| Deferred tax assets/(liabilities) (net) (A-B) | (9,428) | (1,476) | 29 |

Movement in deferred tax assets/liabilities

| Particulars | As at March 31, 2020 | Recognised in profit or loss | Recognised in other comprehensive income | As at March 31, 2021 |
|--|----------------------|------------------------------|--|----------------------|
| Deferred tax assets | | | | |
| Property, plant and equipment | - | - | - | - |
| Total deferred tax assets (A) | - | - | - | - |
| Deferred tax liabilities | | | | |
| Property, plant and equipment | 1,476 | 7,952 | - | 9,428 |
| Total deferred tax liabilities (B) | 1,476 | 7,952 | - | 9,428 |
| Deferred tax assets/(liabilities) (net) (A-B) | (1,476) | (7,952) | - | (9,428) |

| Particulars | As at April 1, 2019 | Recognised in profit or loss | Recognised in other comprehensive income | As at March 31, 2020 |
|--|---------------------|------------------------------|--|----------------------|
| Deferred tax assets | | | | |
| Property, plant and equipment | 29 | (29) | - | - |
| Total deferred tax assets (A) | 29 | (29) | - | - |
| Deferred tax liabilities | | | | |
| Right-of-use assets | - | 1,476 | - | 1,476 |
| Total deferred tax liabilities (B) | - | 1,476 | - | 1,476 |
| Deferred tax assets/(liabilities) (net) (A-B) | 29 | (1,505) | - | (1,476) |

(i) The Company's weighted average tax rates for the year ended March 31, 2021 was 27.82% (March 31, 2020: 27.82% and April 01, 2019: 27.82%), 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.

RAJNANDINI METAL LIMITED
CIN No: L51109HR2010PLC040255

Notes to the financial statements for the year ended March 31, 2021
(All amounts in INR Thousands, unless otherwise stated)

| 4 Inventories | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|--|-----------------------------|-----------------------------|-----------------------------|
| Raw Materials | 99,527 | - | - |
| Work-in-progress | 3,946 | - | - |
| Finished Goods | 120,241 | 152,957 | - |
| Traded Goods | - | 15,241 | 75,476 |
| Scrap | 931 | 441 | - |
| Stores and Spares | 2,102 | 2,733 | - |
| Total Inventories | 226,746 | 171,372 | 75,476 |
| 5 Trade receivables | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
| Unsecured, considered good | 377,726 | 184,601 | 201,917 |
| Less: Allowance for bad and doubtful debts | - | - | - |
| Total trade receivables | 377,726 | 184,601 | 201,917 |
| 6 (a) Cash and cash equivalents | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
| Cash on hand | 858 | 878 | 1,252 |
| Balance with banks in current accounts | 336 | 444 | 654 |
| Total cash and cash equivalents | 1,194 | 1,322 | 1,906 |
| (b) Bank balances other than cash and cash equivalents | | | |
| Deposits account with bank maturity more than 3 months but less than 12 months | | | |
| - Remaining maturity for less than twelve months | - | 4,995 | 12,500 |
| Total bank balances other than cash and cash equivalents | - | 4,995 | 12,500 |
| 7 Loans (Unsecured and considered good unless otherwise stated) | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
| Security deposits | 1,298 | 1,310 | 781 |
| Total current loans | 1,298 | 1,310 | 781 |
| 8 Other current financial assets | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
| Other receivables (unsecured, considered good) | 375 | 22 | 2,937 |
| Total other financial assets | 375 | 22 | 2,937 |
| 9 Other current assets | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
| Advance to Suppliers | 175 | 2,369 | 25,647 |
| Advance Payment of Taxes (net) | 7,736 | 1,903 | 286 |
| Balances with government authorities | 33,413 | 43,245 | 3,724 |
| Prepaid expense | 110 | 122 | - |
| Total other current assets | 41,434 | 47,639 | 29,657 |

RAJNANDINI METAL LIMITED

CIN No: L51109HR2010PLC040255

Notes to the financial statements for the year ended March 31, 2021

(All amounts in INR Thousands, unless otherwise stated)

10 Share capital

| Authorised equity share capital | Number of shares (in Thousand) | Amount |
|---------------------------------|--------------------------------|----------------|
| As at April 01, 2019 | 6,500 | 65,000 |
| Increase during the year | - | - |
| As at March 31, 2020 | 6,500 | 65,000 |
| Increase during the year | 6,000 | 60,000 |
| As at March 31, 2021 | 12,500 | 125,000 |

(i) Movements in equity share capital

| Issued, Subscribed and Paid up share capital | Number of shares (in Thousand) | Equity share capital (par value) |
|--|--------------------------------|----------------------------------|
| As at April 01, 2019 | 6,144 | 61,440 |
| Issue of equity share capital | - | - |
| As at March 31, 2020 | 6,144 | 61,440 |
| Bonus share issued during the year | 6,144 | 61,440 |
| As at March 31, 2021 | 12,288 | 122,880 |

Terms / Rights attached to equity shares

- a) The Company has one class of equity shares having a par value of INR 10 per share. Each shareholder is eligible for one vote per share.
- 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, 2021 | | As at March 31, 2020 | | As at April 01, 2019 | |
|-----------------|--------------------------------|-----------|--------------------------------|-----------|--------------------------------|-----------|
| | Number of shares (in Thousand) | % holding | Number of shares (in Thousand) | % holding | Number of shares (in Thousand) | % holding |
| Het Ram | 4,995 | 40.65% | 2,497 | 40.65% | 2,497 | 40.65% |
| Mithlesh Sharma | 4,004 | 32.59% | 2,002 | 32.59% | 2,002 | 32.59% |

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

The Company has issued 61,44,000 equity shares as fully paid bonus shares in the ratio of 1:1 (i.e. one bonus share of Rs. 10/- each for one equity share of Rs. 10/- each) to every shareholder holding equity share on 12.09.2020.

RAJNANDINI METAL LIMITED
 CIN No: L51109HR2010PLC040255
 Notes to the financial statements for the year ended March 31, 2021
 (All amounts in INR Thousands, unless otherwise stated)

11 Other equity

| Reserves and Surplus | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|-----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| Securities premium | 4 | 26,304 | 26,304 |
| Retained earnings | 72,861 | 57,329 | 45,739 |
| Total reserves and surplus | 72,865 | 83,634 | 72,043 |

(i) Securities premium

| | | | |
|---|----------|---------------|---------------|
| Opening balance | 26,304 | 26,304 | 26,304 |
| Amount received on issue of shares | - | - | - |
| Amount utilized towards bonus issue of shares | (26,300) | - | - |
| Closing balance | 4 | 26,304 | 26,304 |

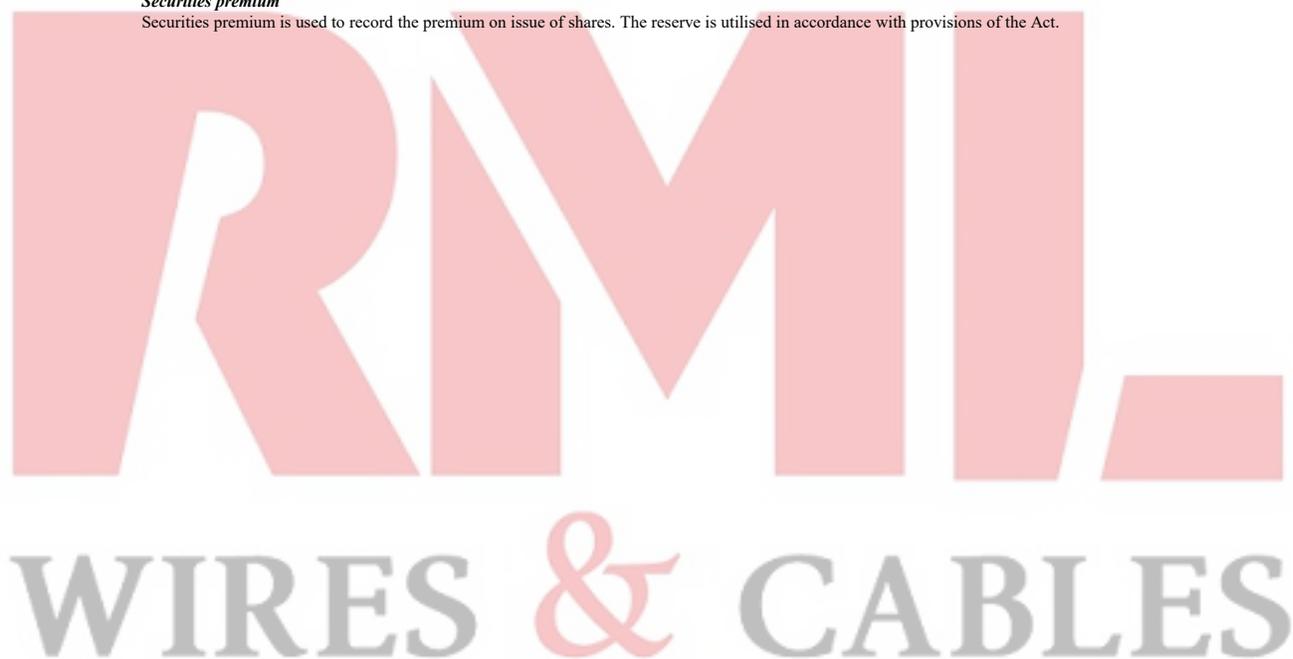
(ii) Retained earnings

| | | | |
|---|---------------|---------------|---------------|
| Opening balance | 57,329 | 45,739 | 35,288 |
| Profit for the year | 50,672 | 11,591 | 10,450 |
| Amount utilized towards bonus issue of shares | (35,140) | - | - |
| Closing balance | 72,861 | 57,329 | 45,739 |

Nature and purpose of other reserves

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with provisions of the Act.



RAJNANDINI METAL LIMITED
CIN No: L51109HR2010PLC040255

Notes to the financial statements for the year ended March 31, 2021
(All amounts in INR Thousands, unless otherwise stated)

12 Borrowings

a) Non - Current

| | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|---------------------------------------|-------------------------|-------------------------|-------------------------|
| Secured | | | |
| Loans from Banks | | | |
| Rupee Term Loan | 111,800 | 121,078 | 101 |
| Rupee Car Loan | 3,189 | 1,681 | 652 |
| Working Capital Term Loan | 51,000 | - | - |
| Total Borrowings - Non Current | 165,989 | 122,759 | 752 |

b) Current

| | | | |
|-----------------------------------|----------------|----------------|----------------|
| Secured | | | |
| Loans from Banks | | | |
| Rupee Term Loan | 16,560 | 6,965 | - |
| Rupee Car Loan | 2,467 | 1,433 | 440 |
| Working Capital Term Loan | 3,000 | - | - |
| Cash credit facilities | 228,065 | 237,053 | 190,133 |
| Buyer's Credit | - | 25,087 | 45,123 |
| Unsecured | | | |
| Other Loans | | | |
| From related parties | 9,737 | 7,237 | 17,337 |
| Total Borrowings - Current | 259,830 | 277,775 | 253,033 |

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 gurantee 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 hypothication of stock, sundry debtors and personal gurantee of directors.

c) Other Unsecured Loans from Related Parties are repayable on demand and these Loans carry varying rate of interest from on the reporting date.

13 Employee benefit obligations

| | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|---|-------------------------|-------------------------|-------------------------|
| Gratuity | 2,072 | 1,642 | 1,356 |
| Total employee benefit obligations | 2,072 | 1,642 | 1,356 |

| 14 Trade payables | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|--|-------------------------|-------------------------|-------------------------|
| Total outstanding dues of micro enterprises and small enterprises | - | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 262,839 | 79,048 | 12,319 |
| Total trade payables | 262,839 | 79,048 | 12,319 |

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.

| 15 Other Current Liabilities | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|--|-------------------------|-------------------------|-------------------------|
| Statutory tax payables | 954 | 314 | 264 |
| Total other current liabilities | 954 | 314 | 264 |



RAJNANDINI METAL LIMITED

CIN No: L51109HR2010PLC040255

Notes to the financial statements for the year ended March 31, 2021

(All amounts in INR Thousands, unless otherwise stated)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| 16 Revenue from operations | | |
| Sale and Processing Income of Products | | |
| Finished Goods | 6,309,174 | - |
| Traded Goods | - | - |
| Other Operating Revenue | | |
| Scrap Sales | - | 1,484,174 |
| Total revenue from operations | 6,309,174 | 1,484,174 |
| 17 Other income | | |
| Interest income | 8,230 | 236 |
| Other Non Operating Income | | |
| Net Foreign Exchange differences | - | 4,108 |
| Profit on sale of assets (net) | - | 0 |
| Other items | 323 | - |
| Total other income | 8,553 | 4,344 |
| 18 Cost of Raw Material Consumed | | |
| Opening Stock of Copper Scrap | - | - |
| Purchase Copper Scrap | 6,036,271 | 546,592 |
| Less : Closing Stock of Copper Scrap | (99,527) | - |
| Total Raw Material Consumed | 5,936,744 | 546,592 |
| 19 Purchase of Stock-in-Trade | | |
| Purchase of Traded goods | 137,309 | 954,799 |
| Total Purchase of Stock-in-Trade | 137,309 | 954,799 |
| 20 Changes in inventories of Finished goods, work-in-progress and stock-in-trade | | |
| Stock at Commencement | | |
| Stock in Trade | 15,241 | 75,476 |
| Stock of Scrap | 441 | - |
| Work in progress | - | - |
| Finished Goods | 152,957 | - |
| | 168,640 | 75,476 |
| Stock at Close | | |
| Stock in Trade | 43 | 15,241 |
| Work-in-progress | 3,946 | - |
| Stock of Scrap & Stores | 888 | 441 |
| Finished Goods | 120,241 | 152,957 |
| | 125,118 | 168,640 |
| Total Changes in inventories of Finished goods, work-in-progress and stock-in-trade | 43,522 | (93,164) |

RAJNANDINI METAL LIMITED

CIN No: L51109HR2010PLC040255

Notes to the financial statements for the year ended March 31, 2021

(All amounts in INR Thousands, unless otherwise stated)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| 21 Employee benefit expense | | |
| Salaries, Wages and Bonus | 17,690 | 13,474 |
| Gratuity | 431 | 286 |
| Contribution to provident & other funds | 252 | 141 |
| Staff and Labour welfare | 356 | 89 |
| Total Employee benefit expense | 18,728 | 13,990 |
| 22 Finance cost | | |
| Interest and finance charges on financial liabilities | 36,602 | 24,551 |
| Total finance cost | 36,602 | 24,551 |
| 23 Other expenses | | |
| Power & Fuel | 14,723 | 4,040 |
| Freight and Transportation | 21,153 | 5,151 |
| Job Work Charges | 3,578 | - |
| Repair & Maintenance - Machinery | 17,271 | 1,018 |
| Repair Others | 78 | 176 |
| Packing Material Consumed | 1,260 | 791 |
| Legal & Professional Expenses | 990 | 533 |
| Rates & Taxes | 984 | 1,300 |
| Rent | 1,228 | 4,394 |
| Insurance | 583 | 2,334 |
| Communication Expenses | 78 | 83 |
| Conveyance & Travelling Expense | - | 286 |
| Business Promotion | 509 | 60 |
| Printing & Stationary | 269 | 48 |
| Directors' Sitting Fees | 150 | - |
| Payment To Auditors | 275 | 338 |
| Other expenses | 2,912 | 1,889 |
| Total Other Expenses | 66,041 | 22,443 |
| Note 23(a) : Details of payments to auditors | | |
| Payments to auditors | | |
| As auditor : | | |
| Audit fee | 255 | 151 |
| In other capacities | | |
| Other | 20 | 186 |
| Total payments to auditors | 275 | 338 |

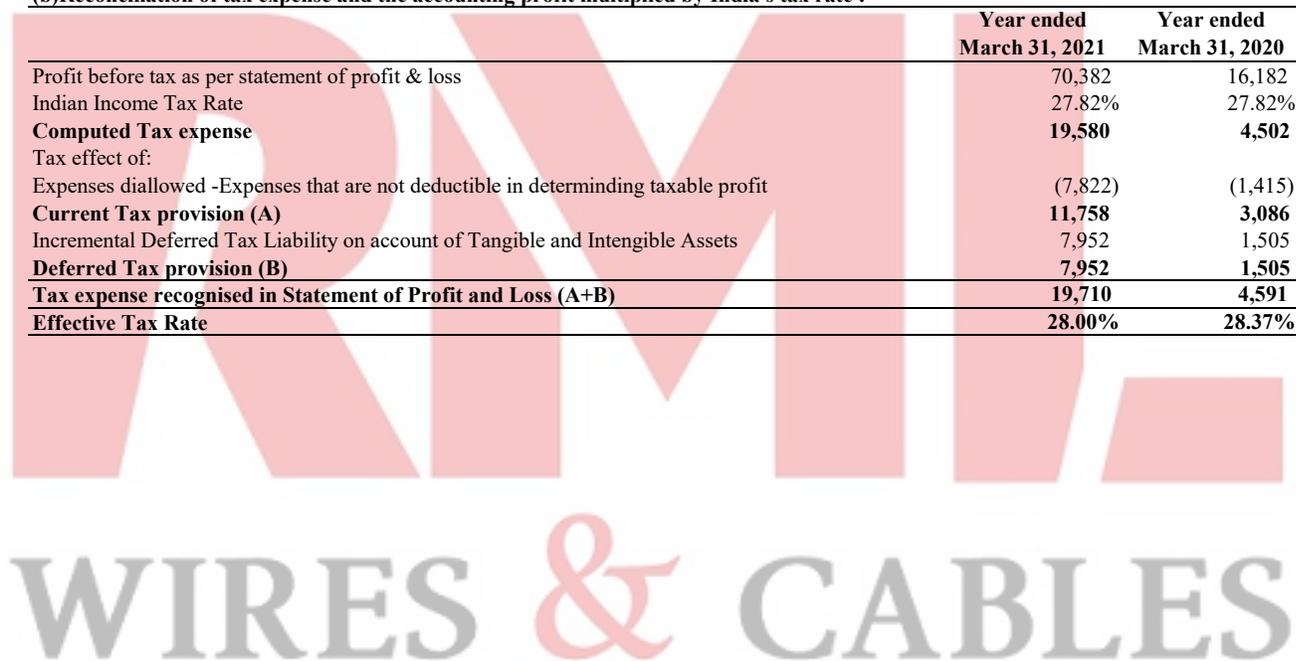
RAJNANDINI METAL LIMITED
CIN No: L51109HR2010PLC040255
Notes to the financial statements for the year ended March 31, 2021
(All amounts in INR Thousands, unless otherwise stated)

24 Income tax expense

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| (a)Income tax expense | | |
| Current tax on profits for the year | | |
| Current Tax | 11,758 | 3,086 |
| Adjustments for current tax of prior periods | - | - |
| Total current tax expense | 11,758 | 3,086 |
| <i>Deferred tax</i> | | |
| Decrease (increase) in deferred tax assets | - | 29 |
| (Decrease) increase in deferred tax liabilities | 7,952 | 1,476 |
| Total deferred tax expense/(credit) | 7,952 | 1,505 |
| Income tax expense | 19,710 | 4,591 |

(b)Reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Profit before tax as per statement of profit & loss | 70,382 | 16,182 |
| Indian Income Tax Rate | 27.82% | 27.82% |
| Computed Tax expense | 19,580 | 4,502 |
| Tax effect of: | | |
| Expenses disallowed -Expenses that are not deductible in determining taxable profit | (7,822) | (1,415) |
| Current Tax provision (A) | 11,758 | 3,086 |
| Incremental Deferred Tax Liability on account of Tangible and Intangible Assets | 7,952 | 1,505 |
| Deferred Tax provision (B) | 7,952 | 1,505 |
| Tax expense recognised in Statement of Profit and Loss (A+B) | 19,710 | 4,591 |
| Effective Tax Rate | 28.00% | 28.37% |



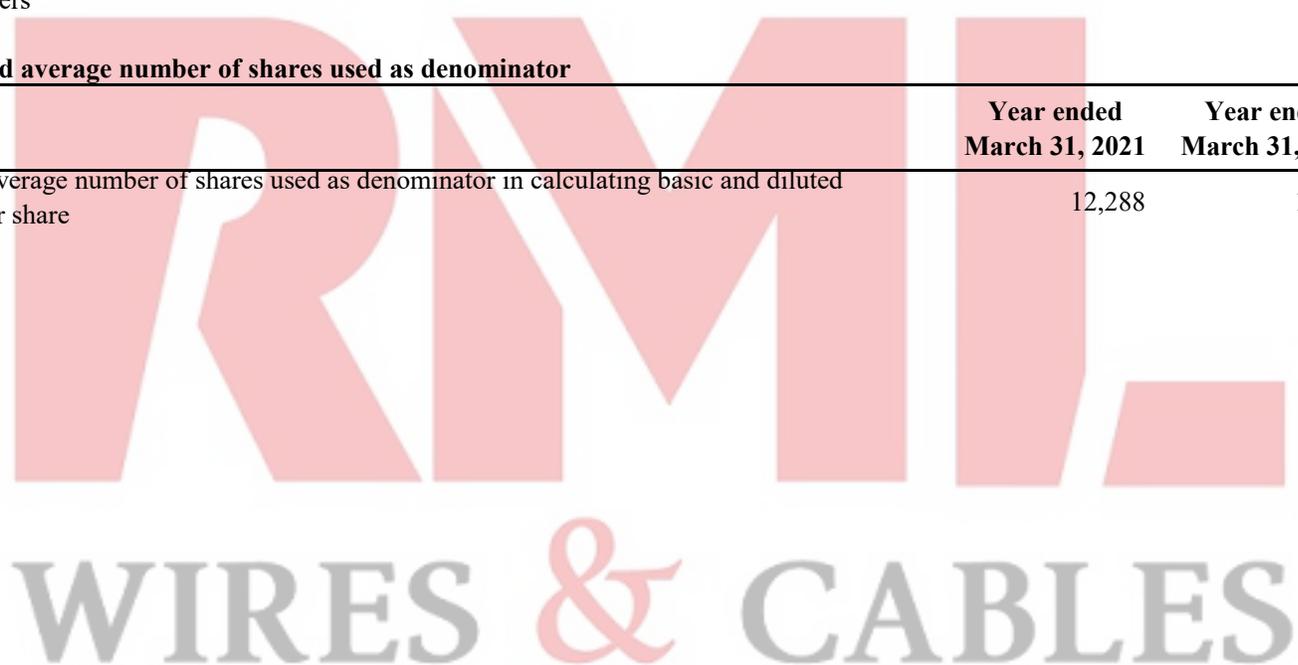
RAJNANDINI METAL LIMITED

CIN No: L51109HR2010PLC040255

Notes to the financial statements for the year ended March 31, 2021

(All amounts in INR Thousands, unless otherwise stated)

| 25 Earnings per share | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| (a) Basic earnings per share | 4.12 | 0.94 |
| Diluted earnings per share | 4.12 | 0.94 |
| (b) Reconciliation of earnings used in calculating earnings per share | | |
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Profit attributable to equity shareholders of the Company | | |
| Net Profit after Tax as per statement of Profit and Loss attributable to Equity Shareholders | 50,672 | 11,591 |
| (c) Weighted average number of shares used as denominator | | |
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Weighted average number of shares used as denominator in calculating basic and diluted earnings per share | 12,288 | 12,288 |



RMM
WIRES & CABLES

26 Significant Accounting policies & Notes to the financial statements

A Corporate Information

Rajnandini Metal Limited is a listed company engaged in carrying the business of manufacturing, trading or otherwise deal in the Steel, Iron, Iron Alloy, Castings, various metals, various kind of chemicals, furnace oils, petroleum products or other related products & fabricators, contractors, importers, exporters, stockist, agents, dealers, distributors, smelters, refiners, finishers, buyers or sellers or all kind of classess of ferros & non ferrous metals such as iron & steel, aluminium, tin, nickle, zinc led, copper, cooper continuous road, brass, solicon scrap and their products and to do all such activities related to such business having its registered office at 3E/17, BP, NIT, Faridabad (Hr.).

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 notes to accounts.

C Significant accounting policies

i) Property, Plant & Equipment and Depreciation

The company has elected the option to continue the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the date of transition as per Ind AS 101. 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.

| Property, plant and equipment | Useful Life of Asset (In year) as per Schedule-II | Useful Life of Asset (In year) as adopted |
|-------------------------------|--|--|
| 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 appropriate.

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.

(iv) Scrap is valued at Net Realisable Value.

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 trading in ferrous and non ferrous metal scrap. 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, 2021

| | FVTPL | FVTOCI | Amortised Cost | Total |
|--|-------|--------|----------------|----------------|
| Financial assets | | | | |
| Loans | - | - | 2,646 | 2,646 |
| Trade receivables | - | - | 377,726 | 377,726 |
| Cash and cash equivalents | - | - | 1,194 | 1,194 |
| Bank balances other than cash and cash equivalents | - | - | - | - |
| Other financial assets | - | - | 375 | 375 |
| Total financial assets | - | - | 381,941 | 381,941 |
| Financial liabilities | | | | |
| Borrowings | - | - | 425,818 | 425,818 |
| Trade payables | - | - | 262,839 | 262,839 |
| Total financial liabilities | - | - | 688,657 | 688,657 |

March 31, 2020

| | FVTPL | FVTOCI | Amortised Cost | Total |
|--|-------|--------|----------------|----------------|
| Financial assets | | | | |
| Loans | - | - | 3,060 | 3,060 |
| Trade receivables | - | - | 184,601 | 184,601 |
| Cash and cash equivalents | - | - | 1,322 | 1,322 |
| Bank balances other than cash and cash equivalents | - | - | 4,995 | 4,995 |
| Other financial assets | - | - | 22 | 22 |
| Total financial assets | - | - | 193,999 | 193,999 |
| Financial liabilities | | | | |
| Borrowings | - | - | 400,534 | 400,534 |
| Trade payables | - | - | 79,048 | 79,048 |
| Total financial liabilities | - | - | 479,582 | 479,582 |

April 01, 2019

| | FVTPL | FVTOCI | Amortised Cost | Total |
|--|-------|--------|----------------|----------------|
| Financial assets | | | | |
| Loans | - | - | 1,434 | 1,434 |
| Trade receivables | - | - | 201,917 | 201,917 |
| Cash and cash equivalents | - | - | 1,906 | 1,906 |
| Bank balances other than cash and cash equivalents | - | - | 12,500 | 12,500 |
| Other financial assets | - | - | 2,937 | 2,937 |
| Total financial assets | - | - | 220,694 | 220,694 |
| Financial liabilities | | | | |
| Borrowings | - | - | 253,785 | 253,785 |
| Trade payables | - | - | 12,319 | 12,319 |
| Total financial liabilities | - | - | 266,104 | 266,104 |

(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, 2021

| | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------|---------|---------|--------------|--------------|
| Financial assets | | | | |
| Loans | - | - | 2,646 | 2,646 |
| Other financial assets | - | - | 375 | 375 |
| Total financial assets | - | - | 3,021 | 3,021 |

March 31, 2020

| | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------|---------|---------|--------------|--------------|
| Financial assets | | | | |
| Loans | - | - | 3,060 | 3,060 |
| Other financial assets | - | - | 22 | 22 |
| Total financial assets | - | - | 3,082 | 3,082 |

April 01, 2019

| | Level 1 | Level 2 | Level 3 | Total |
|--|---------|---------|--------------|--------------|
| Financial assets not measured at fair value | | | | |
| Loans | - | - | 1,434 | 1,434 |
| Other financial assets | - | - | 2,937 | 2,937 |
| Total financial assets | - | - | 4,371 | 4,371 |

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, 2021, March 31, 2020 and April 01, 2019, 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

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

| <u>Risk</u> | <u>Exposure arising from</u> | <u>Measurement</u> | <u>Management</u> |
|------------------------------------|---|----------------------|-----------------------------------|
| 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:-

| Particulars | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|-------------------------------|-------------------------|-------------------------|-------------------------|
| Loans - Variable Rates | | | |
| Long Term Loan | 51,000 | - | - |
| Short Term Loan | 231,065 | 237,053 | 235,256 |
| Total | 282,065 | 237,053 | 235,256 |

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

| Particulars | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|---------------|-------------------------|-------------------------|-------------------------|
| Impact on P&L | 2,821 | 2,371 | 2,353 |
| Total | 2,821 | 2,371 | 2,353 |

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 purchase.

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

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, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|---------------------------------|-------------------------|-------------------------|-------------------------|
| Debt | 425,818 | 400,534 | 253,785 |
| Less: Cash & Cash equivalents | 1,194 | 6,317 | 14,406 |
| Net Debt | 424,624 | 394,217 | 239,379 |
| Total Equity | 195,745 | 145,074 | 133,483 |
| Net Debt to Equity Ratio | 2.17 | 2.72 | 1.79 |

4 Related party relationships, transactions and balances**a) Key management personnel**

| | |
|------------------------|-------------------------|
| Mr. Het Ram | Chief Executive Officer |
| Mr. Manoj Kumar Jangir | Chief Financial Officer |
| Mrs. Mithlesh Sharma | Director |
| Mr. Shiv Kumar | Additional Director |
| Mr. Surender Sharma | Additional Director |
| Mr. Sanjeev Chaddha | Director |
| Mr. Arun Sharma | Director |
| Mr. Ashok Kalra | Director |
| Ms. Nandini Sharma | Daughter of Director |
| Mrs. Raj Bala | Mother of Director |

b) Transactions with related parties :

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--------------------------------|------------------------------|------------------------------|
| Remuneration Paid | | |
| Mr. Het Ram | 4,400 | 4,800 |
| Mrs. Mithlesh Sharma | 2,200 | 1,200 |
| Director's Sitting Fees | | |
| Mr. Shiv Kumar | 56 | - |
| Mr. Surender Sharma | 64 | - |
| Mr. Sanjeev Chaddha | 26 | - |
| Mr. Arun Sharma | 4 | - |
| Rent Paid | | |
| Mrs. Mithlesh Sharma | - | 1,800 |
| Mrs. Raj Bala | 750 | 1,800 |
| Interest on Loan | | |
| Ms. Nandini Sharma | 1,160 | 1,160 |

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

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|-----------------------------|------------------------------|------------------------------|
| Borrowings - Current | | |
| Mr. Het Ram | 3,850 | 1,350 |
| Ms. Nandini Sharma | 5,887 | 5,887 |

5 Contingent liabilities

| Particulars | As at March 31, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|--|-------------------------|-------------------------|-------------------------|
| Claims against the company not acknowledged as debts | - | - | - |
| Bank gurantee issued | - | - | - |
| Letter of credit outstanding | - | 25,087 | 45,123 |
| Bill discounted from Bank | - | - | - |
| Total contingent liabilities | - | 25,087 | 45,123 |

6 First time adoption of Ind AS

Transition to Ind AS

The accounting policies set out in Note 26C have been applied in preparing financial statements for the year ended March 31, 2021, the comparative information presented in these financial statements for the year ended March 31, 2020 and in preparation of an opening Ind AS balance sheet at April 1, 2019 (the Company's date of transition). In preparing its opening Ind AS Balance Sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

i) Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

Ind AS optional exemptions

a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value of all its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Asset. Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

Ind AS mandatory exceptions

b) Estimates

As per Ind AS 101, an entity's estimates at the date of transition to Ind AS and for comparative period presented in the entity's first Ind AS financial statements, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies. As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

On assessment of estimates made under the previous GAAP financial statements, the Company has concluded that there is no necessity to revise such estimates under Ind AS, as there is no objective evidence of an error in those estimates.

c) Derecognition of financial assets and financial liabilities

Ind AS 101 required a first time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements from a date of entity's choosing, provided the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for these transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

d) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortized cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on the facts and circumstances that existed on the date of transition to Ind AS.

ii) Reconciliation between previous GAAP and Ind AS

The following reconciliations provide the explanation and qualification of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards.

(a) Reconciliation of Total Equity As at April 01, 2019 and March 31, 2020

(b) Reconciliation of Total Comprehensive Income for the year ended March 31, 2020

6A Reconciliation of total equity As at April 1, 2019

| Particulars | As at date of Transition | |
|---|--------------------------|--|
| | Previous GAAP* | Ind AS |
| | | Adjustment on transition to Ind AS |
| ASSETS | | |
| Non-Current Assets | | |
| Property, plant and equipment | 65,886 | - |
| Capital work-in-progress | 9,452 | - |
| Intangible Assets | 14 | - |
| Financial assets | | |
| Loans | 652 | - |
| Deferred tax assets (net) | 29 | - |
| Total Non-Current Assets | 76,033 | - |
| Current Assets | | |
| Inventories | 75,476 | - |
| Financial assets | | |
| i) Trade receivables | 201,917 | - |
| ii) Cash and cash equivalents | 1,906 | - |
| iii) Bank balances other than cash and cash equivalents | 12,500 | - |
| iv) Loans | 781 | - |
| v) Other Financial assets | 2,937 | - |
| Other current assets | 29,657 | - |
| Total Current Assets | 325,174 | - |
| Total Assets | 401,207 | - |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| Share capital | 61,440 | - |
| Other equity | 72,043 | - |
| Total equity | 133,483 | - |
| Non Current Liabilities | | |
| Financial Liabilities | | |
| i) Borrowings | 752 | - |
| Employee benefit obligations | 1,356 | - |
| Total Non-Current Liabilities | 2,108 | - |
| Current Liabilities | | |
| Financial liabilities | | |
| i) Borrowings | 253,033 | - |
| ii) Trade payables | | |
| -Total outstanding dues of micro enterprises and small enterprises | - | - |
| -Total outstanding dues of creditors other than micro enterprises and small enterprises | 12,319 | - |
| Other current liabilities | 264 | - |
| Total Current Liabilities | 265,616 | - |
| Total Liabilities | 267,724 | - |
| Total Equity and Liabilities | 401,207 | - |

* The previous GAAP figures ave been restated to conform with Ind AS presentation.

6B Reconciliation of total equity As at March 31, 2020

| Particulars | Previous GAAP* | Adjustment on transition to Ind AS | Ind AS |
|---|----------------|------------------------------------|----------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, plant and equipment | 169,221 | - | 169,221 |
| Capital work-in-progress | 45,847 | - | 45,847 |
| Intangible Assets | 9 | - | 9 |
| Financial assets | | | |
| Loans | 1,750 | - | 1,750 |
| Deferred tax assets (net) | - | - | - |
| Total Non-Current Assets | 216,827 | - | 216,827 |
| Current Assets | | | |
| Inventories | 171,372 | - | 171,372 |
| Financial assets | | | |
| i) Trade receivables | 184,601 | - | 184,601 |
| ii) Cash and cash equivalents | 1,322 | - | 1,322 |
| iii) Bank balances other than cash and cash equivalents | 4,995 | - | 4,995 |
| iv) Loans | 1,310 | - | 1,310 |
| v) Other Financial assets | 22 | - | 22 |
| Other current assets | 47,639 | - | 47,639 |
| Total Current Assets | 411,261 | - | 411,261 |
| Total Assets | 628,088 | - | 628,088 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share capital | 61,440 | - | 61,440 |
| Other equity | 83,634 | - | 83,634 |
| Total equity | 145,074 | - | 145,074 |
| Non Current Liabilities | | | |
| Financial Liabilities | | | |
| i) Borrowings | 122,759 | - | 122,759 |
| Employee benefit obligations | 1,642 | - | 1,642 |
| Deferred tax liabilities (net) | 1,476 | - | 1,476 |
| Total Non-Current Liabilities | 125,877 | - | 125,877 |
| Current Liabilities | | | |
| Financial liabilities | | | |
| i) Borrowings | 277,775 | - | 277,775 |
| ii) Trade payables | | | |
| -Total outstanding dues of micro enterprises and small enterprises | - | - | - |
| -Total outstanding dues of creditors other than micro enterprises and small enterprises | 79,048 | - | 79,048 |
| Other current liabilities | 314 | - | 314 |
| Total Current Liabilities | 357,137 | - | 357,137 |
| Total Liabilities | 483,014 | - | 483,014 |
| Total Equity and Liabilities | 628,088 | - | 628,088 |

* The previous GAAP figures ave been restated to conform with Ind AS presentation.

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6C Reconciliation of total comprehensive income for the year ended March 31, 2020

| Particulars | For the year ended March 31, 2020 | | |
|---|-----------------------------------|--------------------|------------------|
| | Previous GAAP* | Ind AS Adjustments | Ind AS |
| Income | | | |
| Revenue from operations | 1,484,174 | - | 1,484,174 |
| Other income | 4,344 | - | 4,344 |
| Total Income | 1,488,518 | - | 1,488,518 |
| Expenses | | | |
| Cost of Raw Material Consumed | 546,592 | - | 546,592 |
| Purchase of Stock-in-Trade | 954,799 | - | 954,799 |
| Changes in inventories of Finished goods, work-in-progress and stock-in-trade | -93,164 | - | -93,164 |
| Employee Benefit expense | 13,990 | - | 13,990 |
| Finance Cost | 24,551 | - | 24,551 |
| Depreciation and Amortisation expenses | 3,125 | - | 3,125 |
| Other Expenses | 22,443 | - | 22,443 |
| Total Expenses | 1,472,336 | - | 1,472,336 |
| Profit before Tax | 16,182 | - | 16,182 |
| Income Tax expense | | | |
| -Current Tax | 3,086 | - | 3,086 |
| -Deferred Tax | 1,505 | - | 1,505 |
| Total Tax Expense | 4,591 | - | 4,591 |
| Profit for the year | 11,591 | - | 11,591 |
| Other comprehensive income/(loss) for the year, net of tax | - | - | - |
| Total comprehensive income for the year | 11,591 | - | 11,591 |

* The previous GAAP figures have been restated to conform with Ind AS presentation.

6D Retained earnings

The above changes increased / (decreased) total equity as follows:

| Particulars | March 31, 2020 | April 1, 2019 |
|---|----------------|----------------|
| Total net equity as per previous GAAP | 145,074 | 133,483 |
| Adjustment on account of transition to Ind AS | - | - |
| Total net equity as per Ind AS | 145,074 | 133,483 |

7 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, 2021 | As at March 31, 2020 | As at April 01, 2019 |
|--|----------------------|----------------------|----------------------|
| 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 | - | - | - |

- 8 On March 11, 2020, the World Health Organization declared the novel strain of coronavirus disease (“COVID-19”) as a pandemic. The extent of COVID-19’s effect on the Company’s operational and financial performance will depend on future developments, including the duration, spread and intensity of the pandemic. As a result of the uncertainty and difficulty to predict, adverse impact to the Company’s business may occur. Such potential impact is unknown at this time.

COVID-19 pandemic has been rapidly spreading throughout the world, including in India. The Government of India together with State Governments have taken significant measures to curb the spread of the virus including imposing mandatory lockdowns and restrictions in the activities. In view of the lockdown, the Company’s operations at all of its locations were temporarily closed down. The company’s Operations have since resumed in a staggered manner beginning May 2020 with adequate precautions being taken in accordance with Government guidelines, and the Company’s offices are operational as at the date of approval of the financial statements. Based on management evaluation, no material impact on the carrying amounts of current and non-current assets is expected. Further, based on the assessment, presently there are no significant concerns regarding liquidity and continuity of the business. The Company has assessed its existing internal controls and internal financial reporting processes and made appropriate modifications, as required, in view of the situation arising due to COVID-19 pandemic. The Company has also reviewed its contractual arrangement and does not expect any material impact on account of non-fulfilment of the obligations by any party. The management has considered various internal and external information available up to the date of approval of financial results in assessing the impact of COVID-19 pandemic in the financial statements and will continue to monitor changes of future economic conditions. Given the effect of COVID-19 pandemic on the overall economic activity, the eventual outcome of the impact may be different from that estimated as on the date of approval of these financial statements for the year ended March 31, 2021. Although the consequences of the COVID-19 are uncertain in the long term, the Company does not expect any material adverse effect on its financial condition or liquidity.

**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

Place : Faridabad
Date : 21.06.2021
UDIN - 21087351AAAAET3700

(Het Ram)
Director
(DIN 02925990)

(Manoj Kumar Jangir)
Chief Financial Officer

(Mithlesh Sharma)
Director
(DIN 06810394)

(Priya Breja)
Company Secretary

RMM
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OUR MANUFACTURING FACILITY

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

Website: www.rajnandinimetal.com



RJMI.

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CIN: L51109HR2010PLC040255