

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH (16TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNANDINI METAL LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 28, 2026 AT 01:30 P.M. THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM), FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO-340, SECTOR-3, PHASE-II, IMT BAWAL, REWARI, HARYANA-123501, SHALL BE THE DEEMED VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE HELD THEREAT TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company and the Reports of the Board of Directors and Auditors thereon, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

Audited standalone financial statements of the company for the financial year ended March 31, 2026 and the reports of Board of Directors and the Auditors thereon.

“RESOLVED THAT the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT any one Director and Company Secretary be and is hereby severally authorised to do all such acts and take all steps as may be necessary, proper or expedient to give effect to the aforesaid resolutions.”

2. To appoint a director in place of Mr. Manoj Kumar Jangir (DIN:08069170), who retires by rotation and being eligible offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Manoj Kumar Jangir (DIN:08069170), who retires by rotation at this meeting and being eligible for himself for re-appointment, be and is hereby re-appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one Director and Company Secretary be and is hereby severally authorised to do all such acts and take all steps as may be necessary, proper or expedient to give effect to the aforesaid resolutions.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Pradeep Kumar Verma (DIN: 10749814) as an Independent Director of the Company**

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 provision of Section 149, 150, 152, 161 and any other applicable Provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force, and pursuant to the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Pradeep Kumar Verma (DIN: 10749814), as an Independent Director of the Company for a consecutive term of 5 (Five) years with effect from June 08, 2026 till June 07, 2031 (not subject to retirement by rotation), and in this respect, the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Mr. Pradeep Kumar Verma as a candidate for the office of Independent Director and who has submitted a declaration that he meets the criteria of independence prescribed under the Section 149 of the Companies Act and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any one Director and Company Secretary be and is hereby severally authorised to do all such acts and take all steps as may be necessary, proper or expedient to give effect to the aforesaid resolutions.”

4. Fixation of the remuneration of the Cost Auditors of the company for the FY 2026-27.

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

“RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 1,25,000/- plus applicable taxes and out-of-pocket expenses and on terms and conditions as may be mutually agreed to between the Board of Directors and M/s Vandana Bansal & Associates, (Registration No. 100203) Cost Accountants, Cost Auditors of the Company for the financial year commencing from April 1, 2026 till March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary from time to time to give effect to the aforesaid resolution.”

**For and on behalf of Board of Directors
For Rajnandini Metal Limited**

**Sd/-
Ashok Kalra
Managing Director
DIN-09024019**

**Dated: August 13, 2026
Place: Bawal**

NOTES

Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 16th Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 16th AGM shall be the Registered Office of the Company. Members can attend and participate in the ensuing AGM through VC/OAVM.

This notice is sent to all the members whose name appears as on August 28, 2026 in the Register of Members.

1. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 16th 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 (LODR) Regulations, 2015 read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 16th AGM of the Company will also be available on the website of the Company at www.rajnandinimetal.com. The Notice can also be accessed from the websites of the National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 and Notice of the 16th AGM of the Company, he/ she may send request at cs@rajnandinimetal.com mentioning DP ID and Client ID.

Additionally, a letter providing the web link to access the Notice of the 16th AGM and Annual Report is being sent to those shareholders whose e-mail IDs are not registered with the Company/RTA or the Depositories.

2. Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their names, demat account no., email ID, mobile number at cs@rajnandinimetal.com during the period September 25, 2026 9:00 AM till September 27, 2026 5:00 PM. Same will be replied by the Company suitably.
3. An Explanatory Statement pursuant to under section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The Board of Directors of the Company at its meeting held on August 13, 2026, considered that the special businesses under item nos. 3 to 4, being considered unavoidable, be transacted at the 16th AGM of the Company.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive).
5. As per the provisions of Section 72 of the Act and SEBI's Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by their DP. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the request to their DP.
6. The Board of Directors has appointed Mr. Abhishek Jain, Company Secretary in Practice (Membership No.- F11233/ CP No-16592), as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
7. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other documents referred to in this notice at website of the Company at <https://rajnandinimetal.com>.

8. In compliance with the aforesaid MCA's Circulars and SEBI's Circulars, the Notice of 16th Annual General Meeting and Annual Report for the year 2025-26 of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, Members are requested to furnish or update their e-mail IDs with the Depositories for sending the soft copies of the Notice of 16th Annual General Meeting and Annual Report for the year 2025-26 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the General Meeting of the Company.
9. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts.
10. Members holding shares in dematerialised form are requested to promptly intimate any changes in their name, postal address, e-mail address, telephone/mobile number, Permanent Account Number (PAN), bank account details (including bank name, branch, account number, MICR Code and IFSC Code), nomination, power of attorney, residential status or any other relevant particulars to their respective Depository Participants (DPs).
11. Since the AGM will be held through VC/OAVM Facility, the Proxy Form, Attendance Slip and Route Map are not annexed in this Notice.
12. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed w.r.t. the Meeting.
13. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail.
14. In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on Monday, September 21, 2026 (the "Cut-off date") only shall be 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 the cut-off date.

Person who is not a member as on the cut-off date should treat this Notice for information purposes only. The instructions to E-voting form part of Notice.

15. Members attending the meeting, through VC/ OAVM facility, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, through VC/ OAVM facility, but shall not be entitled to cast their vote again.
16. Voting through electronic means:
 1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC/OAVM.
 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rajnandinimetal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on Friday, September 25, 2026 at 09:00 A.M. and ends on Sunday, September 27, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 21, 2026, 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.

Persons who have acquired shares and become members of the Company after electronic dispatch of Notice of AGM but before cut-off date of September 21, 2026 may obtain their USER ID and password for e-voting from Bigshare Services Pvt. Ltd. via email at mukesh@bigshareonline.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing USER ID and password for casting your vote.

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

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

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"**(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 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 with a copy csabhishek2@gmail.com marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@rajnandinimetal.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@rajnandinimetal.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting 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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at

cs@rajnandinimetal.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure smooth conduct of the 16th AGM of the Company.

6. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility.
7. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than two working days of conclusion of the meeting, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of this meeting i.e., Monday, September 28, 2026.

8. The results declared alongwith the report of Scrutinizer shall be placed on the website of the Company i.e. www.rajnandinimetal.com and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the NSE where the shares of the Company are listed.
9. The recorded transcript of the proceedings of the AGM shall be made available on the Company's website at www.rajnandinimetal.com.
10. 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. Pallavi Mhatre – Senior Manager, NSDL at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

The brief profile of Director vide item no. 2 and 3 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is as follows:

Item No.	2	3
Name of Director	Manoj Kumar Jangir	Pradeep Kumar Verma
DIN	08069170	10749814
Nationality	Indian	Indian
Date of Birth/Age	18-04-1979/ 47 years	06-09-1989/ 36 years
Date of first appointment	30.11.2022	08.06.2026
Qualification, Experience and brief profile	Mr. Manoj Kumar Jangir has done his Bachelors of Art Degree from University of Rajasthan. Mr. Manoj Kumar Jangir has vast experience of more than 20 years in Business and Finance Management.	Mr. Pradeep Kumar Verma is post graduate of commerce (M. Com) Degree from University of Rajasthan, Jaipur. He is an Associate Member of the Institute of Company Secretaries of India (ICSI) and also have completed LLB from the Rajasthan University. He has vast experience of 4 years of legal matter and Secretarial compliance and filing work. He is taking care of all compliance related to the listed company, public company, Private companies.
Terms and conditions of appointment/ re-appointment	Re-appointment upon retirement by rotation.	Appointment as an Independent Director for a period of five years w.e.f. June 08, 2026 to June 07, 2031, not liable to retire by rotation.
Details of remuneration last drawn (2025-26)	As provided in the Corporate Governance Report	Not Applicable
Details of remuneration sought to be paid	15,12,000/-	Sitting fee
No. of Board Meetings attended during the year	8/8	NA
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years)	Not Applicable	Haryana Leather Chemicals Ltd
Chairman/Member of the Committees(s) of Listed Companies	Rajnandini Metal Limited- Member of Audit Committee, Stakeholder Relationship Committee and CSR Committee	Haryana Leather Chemicals Ltd- Member of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee
Number of Shares held in the Company	25 equity shares	Nil
Name of Listed entities from which the Director has resigned in the past 3 years	Nil	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	Mr. Manoj Kumar Jangir has no relationship with Directors of the Company.	Mr. Pradeep Kumar Verma has no relationship with Directors of the Company.

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

Item No. 3: Appointment of Mr. Pradeep Kumar Verma (DIN: 10749814) as an Independent Director of the Company

In order to further strengthen the Board governance and compliance matters, the Board of Directors of the Company appointed Mr. Pradeep Kumar Verma (DIN: 10749814) as an Additional Director (Non-Executive, Independent) on the Board of the Company w.e.f. June 08, 2026 on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company.

Mr. Pradeep Kumar Verma has vast experience in secretarial compliance legal and secretarial Audit. He has vast experience of 4 years of legal matter and Secretarial compliance and filing work. He is taking care of all compliance related to the listed company, public company, Private companies.

Considering the vast and rich experience of Mr. Pradeep Kumar Verma and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Pradeep Kumar Verma as Additional and Independent Director of the Company for a consecutive term of five (5) years i.e. from June 08, 2026 to June 07, 2031, not liable to retire by rotation.

Notice has been received from a member proposing Mr. Pradeep Kumar Verma as candidate for the office of Independent Director of the Company. Mr. Pradeep Kumar Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Mr. Pradeep Kumar Verma that he meets with the criteria of independence as prescribed.

In the opinion of the Board, Mr. Pradeep Kumar Verma fulfils the conditions for appointment as Independent Director, and he is independent of the management. Brief resume of Mr. Pradeep Kumar Verma, nature of his expertise in specific functional area and names of listed companies in which he holds directorships, are provided in this Notice.

Further, Mr. Pradeep Kumar Verma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Pradeep Kumar Verma has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Mr. Pradeep Kumar Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Pradeep Kumar Verma has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the IICA.

Mr. Pradeep Kumar Verma is interested in the resolution set out at item no.3 of the Notice with regard to his appointment.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends this Special Resolution set out at item no. 3 of the Notice for the approval of the Members.

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

Based on the recommendation of Audit Committee, the Board of Directors at its meeting held on August 13, 2026, had approved the appointment of M/s Vandana Bansal & Associates, Cost Accountants (Firm registration No: 100203) to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2027.

The Board of your company thought fit to fix the remuneration of Rs. 1,25,000/- plus applicable taxes and out-of-pocket expenses, subject to the approval of the members. M/s. Vandana Bansal & Associates, Cost Accountants are not related to any Director of the Company.

None of the Directors and/or KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

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

**For and on behalf of Board of Directors
For Rajnandini Metal Limited**

Sd/-

Ashok Kalra

Managing Director

DIN-09024019

Dated: August 13, 2026

Place: Bawal



