



## **Rajnandini Metal Limited**

CIN: L51109HR2010PLC040255

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

### **Notice of Postal Ballot**

**(Pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 and read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014)**

Dear Member(s),

**Notice** is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard on General Meetings (“SS-2”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for time being in force) and subject to other applicable laws, rules and regulations, that the Resolutions as set out in this Notice is proposed for approval by the members of the Company (the “Members”) through Postal Ballot by voting through electronic means only (“e-voting”).

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice for your consideration.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the e-voting system.

The Company has provided e-voting facility to its members to cast their votes electronically. The Company has engaged M/s. National Securities Depositories Limited (“NSDL”) to provide e-voting facility. Further, the Board of Directors of the Company has appointed Mr. Abhishek Jain, (Membership No. FCS 11233) (COP No-16592), Practicing Company Secretaries as the Scrutiniser for conducting the Postal Ballot voting process (voting by e-voting) in a fair and transparent manner.

### **Special Business**

- 1. Regularize the appointment of Mr. Manoj Kumar Jangir (DIN: 08069170) as Executive Director who was appointed as the additional Director**

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 149, 152 and 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof, and pursuant to the Articles of Association of the Company, Mr. Manoj Kumar Jangir (DIN: 08069170), who was appointed as an Additional Director (by the Board of Directors of the Company in their meeting held on November 30, 2022) for a period of 5 years with effect from November 30, 2022 upto November 29, 2027, and holds the office up to the date of the ensuing General Meeting, and in this respect of whom 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. Manoj Kumar Jangir as a candidate for the office of Director, be and is hereby appointed as Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Key Managerial Personnel be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**2. Appointment of Mrs. Anjali (DIN: 10096292) as an Independent Director of the Company for a term of 5 (Five) years**

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 and 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 pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the Members of the Company hereby accord their approval for appointment of Mrs. Anjali (DIN: 10096292) as an Independent Director of the Company for a consecutive term of 5 (Five) years with effect from March 25, 2023 till March 24, 2028 (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 Mrs. Anjali 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 any Key Managerial Personnel (KMP) 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.”

**3. Approval of Material Related Party Transactions with Viraj Technology India Limited for the Financial Year 2023-24.**

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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or to carrying out and/or continue to entering into and/or carrying out the Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether individually or series of

transaction(s) taken together or otherwise) with Viraj Technology India Ltd (“Viraj”), a related party of the Company, for the Financial year 2023-24 for an aggregate value of up to Rs. 125 Crores in the nature of Sale and Purchase of Goods and Services on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between the Company and Viraj, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** Board of Directors, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

**By order of the Board of Directors  
For Rajnandini Metal Limited  
Sd/-  
Het Ram  
Managing Director  
DIN: 02925990**

**Place- Bawal  
Date- May 09, 2023**

**Registered Office:**

Plot No. 344, Sector 3 Phase II,  
IMT Bawal, Rewari, Haryana– 123501  
CIN: L51109HR2010PLC040255  
Email: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com);  
Website: [www.rajnandinimetal.com](http://www.rajnandinimetal.com)  
Phone: 01284-264194;

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SS-2, in respect of Director seeking appointment are also annexed hereto.
3. In compliance with MCA Circulars, the Notice is being sent to members only electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in e-voting instructions.
4. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, May 12, 2023 as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email id are registered with the Company/ Depositories.
5. The Notice is also available on the website of the Company at [www.rajnandinimetal.com](http://www.rajnandinimetal.com), on the website of stock exchanges i.e. National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of the NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

6. All the relevant documents referred to in this Notice and explanatory statement shall be available for inspection by the members through electronic mode up to the last date specified for e-voting. The members may write to the Company at [cs@rajnandinimetal.com](mailto:cs@rajnandinimetal.com) in this regard.
7. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
8. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, May 12, 2023 (“**Cut-Off date**”). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
9. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

**Commencement of voting: Thursday, May 18, 2023 at 09:00 am (IST)**

**End of voting: Friday, June 16, 2023 at 05:00 pm (IST) (both days inclusive).**

10. The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote by e-voting. Once the vote on a resolution is cast by the member, the Member shall not be allowed to change it subsequently.
11. The Company has appointed Mr. Abhishek Jain, (Membership No. FCS 11233) (COP No-16592), Practicing Company Secretaries, as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and the required consent for such appointment has been received.
12. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to [csabhishek2@gmail.co](mailto:csabhishek2@gmail.co) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., June 16, 2023. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
14. The Scrutiniser will submit his report to the Managing Director or any other person as authorised by him after the conclusion of e-voting.
15. Based on the scrutiniser’s report the results of Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting i.e. on or before June 18, 2023. The declared results along with the report of the Scrutiniser will be submitted to NSE and shall be uploaded on the website of the Company at [www.rajnandinimetal.com](http://www.rajnandinimetal.com) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 16. INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

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

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





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

##### **A) Login method for e-Voting 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>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on login &amp; New System Myeasi Tab and then click on registration option or click at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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 <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000 or 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 5533 or 022- 23058738

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csabhishek2@gmail.com](mailto:csabhishek2@gmail.com). with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated e-mail IDs: [evoting@nsdl.co.in](mailto: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](mailto:cs@rajnandinimetal.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([cs@rajnandinimetal.com](mailto:cs@rajnandinimetal.com)). If you are an Individual 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 securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board  
**For Rajnandini Metal Limited**  
Sd/-  
**Het Ram**  
Managing Director  
DIN: 02925990

**Place: Bawal**  
**Date: May 09, 2023**

**Registered Office:**  
Plot No. 344, Sector 3 Phase II,  
IMT Bawal, Rewari, Haryana– 123501  
CIN: L51109HR2010PLC040255  
Email: [info@rajnandinimetal.com](mailto:info@rajnandinimetal.com);  
Website: [www.rajnandinimetal.com](http://www.rajnandinimetal.com)  
Phone: 01284-264194;

## EXPLANATORY STATEMENT

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

The following Statement sets out all material facts relating to Item No(s). 1 to 2 mentioned in the accompanying Notice.

### **Item No. 1: Regularize the appointment of Mr. Manoj Kumar Jangir (DIN: 08069170) as Executive Director who was appointed as the additional Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on November 30, 2022, appointed Mr. Manoj Kumar Jangir as the Executive Director of the Company for a period of five consecutive years w.e.f. November 30, 2022 to November 29, 2027, subject to approval of the Members. The office of Mr. Manoj Kumar Jangir is liable to retire by rotation.

The Board, while appointing Mr. Manoj Kumar Jangir as the Executive Director of the Company, considered his background, experience and contributions to the Company.

Mr. Manoj Kumar Jangir is the Chief Financial officer of our Company. He is having a vast experience of over 20 years in finance. Over the last Several years, he has been working on diverse areas of finance, accounting and operational management. He takes overall care of the financial attributes of the company. He is one of the renowned pillars of the Rajnandini Metal Limited.

Mr. Manoj Kumar Jangir joined the Company in 2010. He was appointed as the Accounts Heads in 2010, Chief Financial Officer (CFO) in 2018 and appointed to the Board in 2022 as Executive Director. During his tenure in the Company, he has led the Company's finance function and provided financial stewardship in the areas of financial strategy, deleveraging debts, enterprise risk management, controlling, financial reporting, sustainable finance, investor relations and taxation.

Mr. Manoj Kumar Jangir is interested in the resolution set out at item no.1 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 Ordinary Resolution set out at Item no. 1 of the Notice for the approval of the Members.

### **Item No. 2: Appointment of Mrs. Anjali (DIN: 10096292) as Independent Director of the Company**

In order to further strengthen the Board governance and compliance matters, the Board of Directors of the Company appointed Mrs. Anjali (DIN: 10096292) as an Additional Director (Non-Executive, Independent) on the Board of the Company w.e.f. March 25, 2023 on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company.

Mrs. Anjali has vast experience in secretarial compliance legal and secretarial Audit. She is taking care of all the compliance related to the listed companies, unlisted companies, Private companies, and a part of the secretarial compliance. She is taking care of various matters related to IEPF.

Considering the vast and rich experience of Mrs. Anjali and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mrs. Anjali as Additional and Independent Director of the Company for a consecutive term of five (5) years i.e from March 25, 2023 to March 24, 2028, not liable to retire by rotation and approved the same in their meeting on March 25, 2023.

Notice has been received from a member proposing Mrs. Anjali as candidate for the office of Independent Director of the Company. Mrs. Anjali 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 Mrs. Anjali that he meets with the criteria of independence as prescribed.

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

Further, Mrs. Anjali 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. Mrs. Anjali 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. Mrs. Anjali is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mrs. Anjali 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.

Mrs. Anjali is interested in the resolution set out at item no.2 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. 2 of the Notice for the approval of the Members.

**Item No. 3: Approval of Material Related Party Transactions with Viraj Technology India Limited for the Financial Year 2023-24.**

As per the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require prior approval of members by means of an ordinary resolution for, even if such transactions are in the ordinary course of business and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The last annual audited turnover of the Company for the financial year 2022-23 was Rs. 1028 crores and 10% of the annual turnover is Rs. 103 crores. Members may note that the Company has been undertaking such transactions of similar nature with Viraj in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals from the Audit Committee of the Company. The maximum annual value of the proposed transactions with aforesaid related parties is estimated on the basis of Company's current transactions with them and future business projections.

**The relevant information pertaining to proposed Related Party Transactions as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

Sl.No.	Particulars	Details
1.	Name of the Related Party	Viraj Technology India Ltd
2.	Nature of relationship	It is a related party as per Section 2(76) of the Companies Act, 2013.
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves the Sale and Purchase of goods and services during the financial year 2023-24, aggregating up to 125 Crores.
4.	Tenure of the proposed transaction	1 year
5.	Value of the proposed transaction	Rs. 125 crores
6.	Any advance paid or received for the contract or arrangement, if any	None
7.	Percentage of the Company's annual turnover for the immediately preceding Financial Year 2022-23, that is represented by the value of the proposed RPT	More than 10%
8.	Justification for why the proposed transaction is in the interest of the listed entity	The related party transactions with Viraj will help the Company achieve synergies and economies of scale and will be in the best interest of the members. Further, the above RPTs would help bring efficiency in operational costs, strengthen sustainability and leverage knowledge pool across functions.
9.	If the transactions relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
10.	Company's Audit Committee approval	The proposed transactions with Viraj have been unanimously approved and recommended by the Audit Committee of the Company Rajnandini Metal Limited which comprises only of Independent Directors.
11.	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
12.	Name of the Director or key managerial personnel who is related	Mr. Het Ram, Managing Director of the Company.
13.	Any other information that may be relevant	Nil

Mr. Het Ram is interested in the resolution set out at item no.3 of the Notice with regard to related party.

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 Ordinary Resolution set out at Item no. 3 of the Notice for the approval of the Members.

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

Sr. No.	Name of the Director	Anjali	Manoj Kumar Jangir
1.	DIN	10096292	08069170
2.	Date of Birth	07-02-1991	18-04-1979
3.	Age	32	44
4.	Qualifications	Mrs. Anjali has done his Bachelors of Commerce (B. Com) Degree from Delhi University. She is an Associate Member of the Institute of Company Secretaries of India (ICSI).	Mr. Manoj Kumar Jangir has done his Bachelors of Art Degree from University of Rajasthan.
5.	Experience (including expertise in specific functional area) / Brief Resume	Mrs. Anjali has vast experience of more than 2 years in secretarial compliance legal and secretarial Audit. She is taking care of all the compliance related to the listed companies, unlisted companies, Private companies.	Mr. Manoj Kumar Jangir has vast experience of more than 20 years in Business and Finance Management.
6.	Key terms and conditions of appointment	Appointed for a term of 5 (five) years commencing from March 25, 2023 up to March 24, 2028, not liable to retire by rotation.	Appointed as an Executive Director of the Company for a period of 5 (five) years commencing from November 30, 2022 up to November 29, 2027, liable to retire by rotation.
7.	Remuneration last drawn, if applicable	Nil	Rs. 9,84,000/-
8.	Remuneration proposed to be paid	She will be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors.	He will be paid the Salary of Rs. 1,00,000/- per month.
9.	Date of first appointment on the Board	25-03-2023	30-11-2022
10.	Shareholding in the Company as on the date of Notice	Nil	3604500 Equity Shares
11.	Relationship with other Directors/ Key Managerial Personnel(s)	Mrs. Anjali has no relationship with Directors of the Company.	Mr. Manoj Kumar Jangir has no relationship with Directors of the Company.
12.	Directorships of other Boards as on the date of Notice	Nil	Nil
13.	Membership/ Chairmanship of Committee of other Boards as on the date of notice	Nil	Nil
14.	Listed entities from which the Director has resigned in the past 3 years	Nil	Nil

**By order of the Board  
For Rajnandini Metal Limited  
Sd/-  
Het Ram  
Managing Director  
DIN: 02925990**

**Place: Bawal  
Date: May 09, 2023**

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