



RAJNANDINI METAL LIMITED

Regd. Office: 3E-17 B.P. N.I.T. Faridabad – 121001 Haryana (India)

Corporate Office: Plot No. 344, Sector 3 Phase II, IMT Bawal – 123501 Haryana (India)

Phone: 01284-264194 ;**Email:**cfo@rajnandinimetal.com

Website:www.rajnandinimetal.com

CIN: L51109HR2010PLC040255

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as Special Resolutions through Postal Ballot by the members of **RAJNANDINI METAL LIMITED** (“The Company”) only through Remote E-voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each items and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent

(AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://www.evoting.nsdl.com/> from Wednesday, 25th November, 2020, 10.00 a.m. (IST) onwards to Thursday, 24th December, 2020, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Friday, 20th October, 2020 has appointed CS Abhishek Jain, (Membership no. A28201) Proprietor of M/s. Abhishek J& Co., Practicing Company Secretaries, Noida, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairperson of the Company on Friday, 25th December, 2020 at the Company’s registered office. In addition to the results being communicated to National Stock Exchange of India Limited (NSE), the results along with Scrutinizer’s report will also be placed on Company’s website viz. www.rajnandinimetal.com and shall also be available at the Company’s registered office as well as corporate office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 24th December, 2020. The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot **(only through Remote E-voting)**:

RESOLUTION:

ITEM No.1

TO APPROVE THE MIGRATION OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE:

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

“RESOLVED THAT pursuant to the Regulation 277 laid down in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the consent of shareholders of the company be and is hereby accorded for the purpose of migration of the Company’s present listing of Equity Shares from SME Platform (EMERGE) of NSE to Main Board of NSE.”

RESOLVED FURTHER THAT Mr. Het Ram Sharma, Managing Director, Mr Manoj Jangir, Chief Financial Officer and Ms Priya Bareja, Company Secretary of the Company be and are hereby authorized jointly and /or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company’s

present listing from SME platform (EMERGE) of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

ITEM No.2

TO APPOINT MR. SANJEEV CHHAUDHA (DIN: 08932721) AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to 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 (Appointment and Qualifications of Directors) Rules, 2014 including any other Rules made thereunder and Regulation 16(1)(b) and other applicable provisions of 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 according with the Articles of Association of the Company, Mr. Sanjeev Chhaudha (DIN: 08932721), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company by the Board of Directors at its meeting held on 6th November, 2020 and as recommended by the Nomination and Remuneration Committee and in respect of whom a notice is received from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of 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 the term of 5(five) consecutive years commencing from 24th December, 2020 (being the last date specified by the Company for e-voting).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all the acts and to take all the steps as may be necessary, proper or expedient to give effect to this Resolution”

By Order of Board of Directors

For Rajnandini Metal Limited

Sd/-

Het Ram Sharma
Managing Director
DIN: 02925990

Dated: November 20, 2020

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company ("the Board") at its meeting held on 20th November, 2020 has appointed CS Abhishek Jain, Practicing Company Secretary (Membership No. A-28201& COP No. 16592) to act as "The Scrutinizer" for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on 20th November, 2020. The Postal Ballot Notice will also be available on the Company's website at www.rajnandinimetal.com
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins on Wednesday, 25th November, 2020, 10.00 a.m. (IST) onwards to Thursday, 24th December, 2020, 5.00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date of 20th November, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut -Off date are requested to register their e-mail Ids by sending e-mail citing subject "Rajnandini-Postal Ballot Registration of e-mail Id's" to Registrar and share transfer Agent (RTA) of the Company, i.e. BIGSHARE SERVICES PRIVATE LIMITED at bssdelhi@bigshareonline.com or to the Company at cs@rajnandinimetal.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
8. The results of the Postal Ballot will be declared on Friday, 25th December, 2020. The results of the Postal Ballot will be hosted on the website of the Company viz. www.rajnandinimetal.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company's

Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 24th December, 2020.

10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th November, 2020.

11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.

12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.

13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 10:00 am to 5:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 24th December, 2020.

14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

15. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
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 will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

- b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
- 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 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, your 'initial password' is communicated to you on your postal address.
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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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(csabhishek2@gmail.com) to 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

TO APPROVE THE MIGRATION OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE

As per SEBI circular dated 18th May, 2010, company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. The paid up Capital of the company as on date is Rs. 12,28,80,000/-and Company is also listed on SME platform of National Stock Exchange of India Limited for more than 2 Years. i.e. from October 08, 2018 till date. Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice of the Company.

None of the Directors and key Managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members as a special resolution. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

ITEM No. 2

TO APPOINT MR. SANJEEV CHHAUDHA (DIN: 08932721) AS INDEPENDENT DIRECTOR

Mr. Sanjeev Chhaudha (DIN: 08932721) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Director with effect from 6th November, 2020 by the Board of Directors of the Company, in accordance of Articles of association of the Company and Sections 149(6), 161 and Schedule IV of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Section 161 of the Act, Mr. Sanjeev Chaudha holds office upto the date of ensuing General Meeting. The Company has received requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Mr. Sanjeev Chhaudha to be appointed as an Independent Non-Executive Director of the Company in terms of Section 149 read with Section 152 of the Act. In terms of Section 149 and 152 of the Companies Act, 2013, Mr. Sanjeev Chhaudha is not liable to retire by rotation. Mr. Sanjeev Chaudha, if appointed, will hold the office upto a term of 5 consecutive years commencing from 24th December, 2020 (being the last date specified by the Company for e-voting).

The terms and conditions of the appointment of Mr. Sanjeev Chhaudha as an Independent Non – Executive Director is as decided by Board and is available for inspection by members at the Registered office and Corporate Office of the Company on any working day during working hours 10:00 A.M. to 6:00 P.M.

Brief Profile of Independent Director:

Brief Resume of Independent Director	Mr. SANJEEV CHHAUDHA S/o Sh. Rajinder Kumar Address; T - 1897, A AshokaPahari T - Huts Faiz Road Near Naaj Cinema, Karol Bagh, S.O Central Delhi, Delhi - 110005
Term of Appointment	To be appointed as an Independent Non-Executive Director of the Company for a period of 5 (five) years commencing from 24th December, 2020
Nature of his expertise in specific functional areas	Mr. Sanjeev Chhaudha is a graduate and has a rich experience in business. He has quite a good experience of 10 years. He has wide experience and knowledge of operations and administration. His long career will give guidance to the Company in achieving targets in a dynamic and complex business environment.
Disclosure of relationships between directors inter-se	Mr. Sanjeev Chhaudha has no relationship with Directors of the Company
Name of the listed entities in which the person also holds the directorship and the membership of committees of the Board	Mr. Sanjeev Chhaudha is not a Director in any Listed Entity
Shareholding of Independent Director	Nil

The Board recommends the resolution set forth in Item No. 2 for the approval of the Members as a special resolution.

By Order of Board of Directors

For **Rajnandini Metal Limited**

Sd/-

Het Ram Sharma
Managing Director
DIN: 02925990

Dated: November 20, 2020

