



RAJNANDINI METAL LIMITED

(01284) 2641-94 / 96 / 97 / 98

info@rajnandinimetal.com

www.rajnandinimetal.com

CIN : L51109HR2010PLC040255

Date- September 2, 2025

To,

The Manager – Listing Department
National Stock Exchange of India
Exchange Plaza, 5th Floor, Plot No. C/I G Block
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

SYMBOL: RAJMET

ISIN: INE00KV01022

Subject: Notice of 15th Annual General Meeting scheduled to be held on Friday, September 26, 2025

Dear Ma'am/ Sir,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), we wish to inform the following:

1. The Fifteenth (15th) Annual General Meeting ('AGM') of the Members of Rajnandini Metal Limited will be held on Friday, September 26, 2025 at 1:30 P.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in compliance with the provisions of the Companies Act, 2013 ('Act'), 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 9/2024 dated September 19, 2024 issued by the MCA (collectively referred to as 'MCA's Circulars') and Circulars issued by Securities and Exchange Board of India ('SEBI') in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the 'SEBI's Circulars').
2. Pursuant to the said Circulars, AGM notice and Annual Report for the Financial Year 2024-25 have been sent to all the members of the Company whose email addresses are registered with the Depository Participant(s) as on Friday, August 29, 2025.
3. As per Regulation 36(1)(b) of the Listing Regulations, the letter mentioning the web-link including the exact path, where complete details of the AGM Notice and Annual Report are available, is being sent to those members(s) who have not registered their e-mail IDs with the Company/ Registrar and Share Transfer Agent ('RTA')/ Depository Participant(s).
4. The Company has provided the facility to vote by electronic means (remote e-voting and e-voting at the AGM) for all the resolutions set out in the AGM Notice to the members, who are holding shares on the Cut-off date i.e. Friday, September 19, 2025. The remote e-voting will commence on Tuesday, September 23, 2025 at 9:00 A.M. (IST) and will end on Thursday, September 25, 2025 at 5:00 P.M. (IST).

For Rajnandini Metal Limited

[Signature]
Company Secretary

RMI.

WIRES & CABLES

Registered Address : Plot No. 344, Sector 3, Phase -II, IMT Bawal-123501 (Haryana) (INDIA)

Detailed instructions for registering email addresses(s) and voting/ attendance at the AGM are given in the AGM Notice.

We hereby enclose the Notice convening the 15th AGM of the Company for your reference and records.

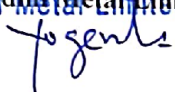
The above document is also available on the Company's website www.rajnandinimetal.com at the following links:

AGM Notice	https://www.rajnandinimetal.com/RajnandiniMetalImage/InvestorsPdf/notice-of-the-15th-agm.pdf
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We request you to take the above on record.

Yours faithfully,

For Rajnandini Metal Limited



Company Secretary

Yogender Sharma
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTEEN (15TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJNANDINI METAL LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 26, 2025 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 Audited Financial Statements of the company and, if thought fit, to pass the following resolutions as **ORDINARY RESOLUTIONS:**

Audited standalone financial statements of the company for the financial year ended March 31, 2025.

“**RESOLVED THAT** the audited standalone financial statements of the Company including the balance sheet as at March 31, 2025, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”

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

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

SPECIAL BUSINESS:

3. **Appointment of Statutory Auditor to fill casual vacancy**

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 Sections 139(8), 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to the appointment of M/s. Krishna & Associates, Chartered Accountant (FRN: 013169C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. K A P G & Associates, Chartered Accountants, (Firms Registration No. 032569N) for the period from August 19, 2025, until the conclusion of 15th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

4. **Appointment of M/s. Krishna & Associates, Chartered Accountant (FRN: 013169C) as the Statutory Auditor**

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

“**RESOLVED THAT** pursuant to provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit

Committee and Board of Directors of the Company, M/s. Krishna & Associates, Chartered Accountant (FRN: 013169C), be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of five years from the conclusion of the 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

5. Appointment of Mr. Sanjay Choudhary (DIN-11224217) as Chairman cum Managing Director of the Company for a period of two (2) years w.e.f. August 19, 2025 to August 18, 2027.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modifications thereof and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the Members hereby accord approval for the appointment of Mr. Sanjay Choudhary (DIN-11224217) as Chairman cum Managing Director (Key Managerial Personnel) of the Company, not liable to retire by rotation, for a period of 2 (two) years with effect from August 19, 2025 till August 18, 2027 on following remuneration and terms & conditions as under-

REMUNERATION

- i) Basic salary: Rs. 4,00,000 (Rupees Four Lacs only) per month.
- ii) Car and Driver: The Company shall provide car(s) with driver(s) and telephone(s) for official and personal purposes.
- iii) If any Premium paid on Director's and Officer's Liability policy taken by the company shall not be treated as part of the remuneration, unless he is proved guilty.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Sanjay Choudhary (DIN-11224217) as Chairman cum Managing Director, the Company incurs losses or its profits are inadequate, the Company shall pay to Mr. Sanjay Choudhary (DIN-11224217) the above remuneration by way of Fixed salary, Perquisites, allowances and other benefits payable as a minimum remuneration, subject to complying with restrictions/requirements in this regard under relevant provision of the Companies Act, 2013 and related statutory regulations.

Other terms and conditions:

- i) The Chairman cum Managing Director shall not become interested or otherwise concerned directly or through his wife and/or children in any buying and selling agency of the Company in future without the prior approval of the Board of Directors or subject to such other approvals as may be considered necessary.
- ii) The Chairman cum Managing Director shall not be entitled to fees payable to Directors for attending Board and all other committees appointed by the Board.

RESOLVED FURTHER THAT Board be authorized to increase, vary or amend the remuneration including salary allowances, perquisites and other benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. Appointment of Mrs. Ankita Bhargava (DIN: 10169819) 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 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, consent of the members be and is hereby accorded for the appointment of Mrs. Ankita Bhargava (DIN: 10169819), as an Independent Director who was appointed by the Board of Directors on March 25, 2025 to fill the casual vacancy caused due to resignation of Mrs. Anjali (DIN: 10096292), Non-Executive Independent Director of the Company, before the expiry of her term.

RESOLVED FURTHER THAT Mrs. Ankita Bhargava (DIN: 10169819) being eligible for appointment and in respect of whom the company has received a notice in writing proposing his candidature by a member under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director to hold office till March 24, 2028 being the date till Mrs. Anjali would have held office and Mrs. Ankita Bhargava is not 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.”

7. To appoint M/s. Abhishek J & Co., Company Secretaries as Secretarial Auditors of the company

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 204 of the Companies Act, 2013 read with the applicable Rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, and the relevant circulars issued by SEBI (including any statutory modifications or re-enactment thereto from time to time), consent of the members of the Company be and is hereby accorded for appointment of “Abhishek J & Co., Company Secretaries, (UIN: S2016UP815600)”, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years from financial year 2025-26 till 2029-30, on such remuneration as may be decided by the Board of Directors of the Company.

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.”

8. Fixation of the remuneration of the Cost Auditors of the company for the FY 2025-26.

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, 2025 till March 31, 2026.

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/-
Sanjay Choudhary
Chairman & Managing Director
DIN: 11224217**

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

**Dated: August 19, 2025
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 9/2024 dated September 19, 2024, by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) and Circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”), the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 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 15th 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 15th 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 29, 2025 in the Register of Members.

1. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 15th 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 15th 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 2024-25 and Notice of the 15th AGM of the Company, he/ she may send request at cs@rajnandinimetal.com mentioning DP ID and Client ID.
2. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA's and SEBI's Circulars issued from time to time.
3. 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 23, 2025 9:00 AM till September 25, 2025 5:00 PM. Same will be replied by the Company suitably.
4. 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.
5. The Register of Members and the Share Transfer books of the Company will remain closed from, Friday, September 19, 2025 to Friday, September 26, 2025 (both days inclusive).
6. 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.
7. The Board of Directors has appointed Ms. CS Pritika Nagi, Company Secretary (Membership No.- 29544), as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
8. Members are requested to intimate changes, if any, to their Depository Participants (DPs) pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
9. In compliance with the aforesaid MCA's Circulars and SEBI's Circulars, the Notice of 15th Annual General

Meeting and Annual Report for the year 2024-25 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 15th Annual General Meeting and Annual Report for the year 2024-25 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the General Meeting of the Company.

10. 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.
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 Friday, September 19, 2025 (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:
 - a. 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.
 - b. 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.
 - c. The Members can join the AGM in the VC/OAVM mode 30 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.

- d. 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.
- e. 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.
- f. 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.
- g. 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 Tuesday, September 23, 2025 at 9:00 A.M. and ends on Thursday, September 25, 2025 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. Friday, September 19, 2025, 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 19, 2025 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

	<p>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.</p> <p>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.</p> <p>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</p> <p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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</p>

	<p>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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.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 (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	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 cspritikanagi@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 15th 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., Friday, September 26, 2025.

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, 5 and 6 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is as follows:

Item No.	2	5	6
Name of Director	Ashok Kalra	Sanjay Choudhary	Ankita Bhargava
DIN	09024019	11224217	10169819
Nationality	Indian	Indian	Indian
Date of Birth/Age	21-05-1995/ 30 years	28-11-1981/ 44 years	24.12.1990/ 35 years
Date of first appointment	12.01.2021	19.08.2025	25.03.2025
Qualification, Experience and brief profile	BBA, MSC. He assists in analytical project execution by delivering consistently on multiple and complex projects aligned to business priorities independently; develop/ own comprehensive end to end solutions to address any business problems.	Mr. Sanjay Choudhary has done BA and has more than 20 years of experience in the business of copper industry and other metals. Over the years, he has been actively engaged in various facets of the copper business. His leadership skills and industry knowledge have contributed significantly to enhancing operational efficiency, driving growth, and expanding market presence.	Mrs. Ankita Bhargava did her B.Com, LLB and LLM from JNVU, Jodhpur. She is an Associate Member of the Institute of Company Secretaries of India. She has 14 Years of rich experience in the areas of Corporate/Company Law Matters/ M&A/ Joint Venture.
Terms and conditions of appointment/ re-appointment	Re-appointment upon retirement by rotation.	Appointment	Appointment in casual vacancy.
Remuneration Last drawn & sought to be paid	As provided in the Corporate Governance Report	Remuneration shall be paid in accordance with the approval granted by the shareholders in this AGM.	As provided in the Corporate Governance Report
No. of Board Meetings attended during the year	6/6	NA	1/1
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years)	Viraj Technology India Limited	Nil	CMX Holdings Limited (formerly known as Siel Financial Services Limited)
Chairman/Member of the Committees(s) of Listed Companies	Member of CSR Committee of the company.	Nil	Member of Audit Committee, NRC and Stakeholder Relationship Committee of Siel Financial Services Ltd. Member of NRC Committee of the Rajnandini Metal Limited.
Number of Shares held in the Company	1500 equity shares	Nil	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	NA	NA	NA

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

Item No. 3 & 4: Appointment of Statutory Auditors in casual vacancy and Appointment of M/s. Krishna & Associates, Chartered Accountant as the Statutory Auditors of the Company

M/s KAPG & Associates, Chartered Accountant (Firm Registration No. 032569N) the existing Statutory Auditors have tendered their resignation w.e.f. August 13, 2025 due to demand of increasing in existing fees. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As per the Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next annual general meeting.

The Board of Directors of the Company at their meeting held on August 19, 2025, on recommendations of the Audit Committee, considered and subject to the approval of the Members at the ensuing Annual General Meeting approved the appointment of M/s. Krishna & Associates, Chartered Accountant (FRN: 013169C) as Statutory Auditors of the Company to fill the casual vacancy in the office of Statutory Auditors who will hold office till the conclusion of the ensuing 15th Annual General Meeting of the Company and also recommended their appointment u/s 139(1) of the Act for a further period of five (5) years, from the conclusion of the 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2030.

M/s. Krishna & Associates, Chartered Accountant (FRN: 013169C) have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

The fee proposed to be paid to M/s. Krishna & Associates, Chartered Accountant (FRN: 013169C) towards statutory audit for financial year 2025-26 shall not exceed 7.00 lakhs, plus taxes and out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.

The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Krishna & Associates, Chartered Accountant (FRN: 013169C) as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

M/s. Krishna & Associates is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 013169C. Krishna and Associates is a leading Chartered Accountancy firm, founded over 20 years ago with the vision of delivering exceptional financial, tax, and advisory services to businesses across diverse industries. Over the past two decades, they have built a strong reputation for excellence, integrity, and innovation in the fields of auditing, taxation, business advisory, and financial consulting. Our expertise spans across multiple domains, allowing us to provide holistic and customized solutions that address the unique needs of our clients. The Firm has a valid Peer Review certificate.

M/s. Krishna & Associates offers a comprehensive suite of services, including Audit, FEMA, Due Diligence, Accounting outsourcing, Direct Taxation, Company Law Matters for both domestic and foreign entities, Management Consultancy, Fixed Assets Verification, Information System Audit, and FEMA compliance.

M/s. Krishna & Associates 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 Resolution set out at Item no. 3 & 4 of the Notice for the approval of the shareholders.

Item No. 5: Appointment of Mr. Sanjay Choudhary (DIN: 11224217) as Chairman cum Managing Director of the Company for a period of two (2) years w.e.f. August 19, 2025 to August 18, 2027.

Mr. Sanjay Choudhary has been appointed as Chairman cum Managing Director (Key Managerial Personnel) of the company for a period of two (2) years w.e.f. August 19, 2025, as per the terms and conditions as specified in the resolution. The Nomination and Remuneration Committee and the Board of Directors in their meeting(s) held on August 19, 2025 had approved the terms of appointment and remuneration of Mr. Sanjay Choudhary.

Mr. Sanjay Choudhary has more than 20 years of experience in copper and other metal business. Over the years, he has been actively engaged in various facets of the copper business. His leadership skills and industry knowledge have contributed significantly to enhancing operational efficiency, driving growth, and expanding market presence.

The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 5 in the accompanying notice for the approval of the Members of the Company for the appointment of Mr. Sanjay Choudhary as Chairman cum Managing Director for a period of 2 (two) years with effect from August 19, 2025.

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

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for the approval of the shareholders.

Item No. 6: The appointment of Mrs. Ankita Bhargava (DIN: 10169819) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members, the Board appointed Mrs. Ankita Bhargava as an Independent Director of the company with effect from March 25, 2025 to fill up the casual vacancy caused due to resignation of Mrs. Anjali. Notice has been received from member proposing the candidature of Mrs. Ankita Bhargava as an Independent Director of the company.

Mrs. Ankita Bhargava 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.

Mrs. Ankita Bhargava 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.

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

In the opinion of the Board, Mrs. Ankita Bhargava fulfils the conditions for appointment as Independent Director, and she is independent of the management. Brief resume of Mrs. Ankita Bhargava, 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. Ankita Bhargava 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. Ankita Bhargava 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. Ankita Bhargava is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mrs. Ankita Bhargava 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.

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. 6 of the Notice for the approval of the Members.

Item No. 7: Appointment of Abhishek J & Co., peer-reviewed Company Secretaries, (UIN: S2016UP815600) as the Secretarial Auditor of the Company for a period of 5 (five) financial years from April 1, 2025 to March 31, 2030.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, every listed Company shall undertake Secretarial Audit by a Peer Reviewed Practicing Company Secretary.

In line with the amendment of the SEBI (LODR) (Third Amendment) Regulations, 2024, Members of the Company, based on the recommendation of the Board of Directors, shall appoint a peer reviewed Secretarial Audit firm as Secretarial Auditor of the Company for one term of five consecutive years and re-appointment can also be done for the further period of five years after the completion of the said one term.

The Board of Directors, at its meeting held on August 19, 2025, recommended the appointment of Abhishek J. & Co., Company Secretaries, a peer reviewed firm having experience of more than 10 years decades in the secretarial practice with a team of necessary expertise to conduct the Secretarial Audit as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years from financial year 2025-26 to 2029-30.

The firm accorded their consent and eligibility for appointment as Secretarial Auditor of the Company.

Abhishek J. & Co. is a firm of Company Secretaries, having professional experience of 15 years in handling the matters related to corporate laws, regulatory compliances, company secretarial standards, SEBI regulations, securities law and listing regulation compliances. The firm is actively engaged in secretarial audit and compliance management of listed companies.

The remuneration and other terms and conditions shall be decided by the Board of Directors of the Company. Further, the Company may avail any other services as required from time to time from the Secretarial Auditor which are not prohibited under the provisions of the Act or the SEBI (LODR) Regulations, 2015.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item no. 7 of the Notice for the approval of the members.

Item No. 8: Fixation of remuneration of M/s Vandana Bansal & Associates, Cost Auditors

M/s Vandana Bansal & Associates, Cost Accountants (Firm registration No: 100203) were appointed as the Cost Auditors of the Company by the Board at its meeting held on August 19, 2025 for the financial year 2025-26, as recommended by the Audit Committee.

The Board of your company thought fit to fix the remuneration of Rs. 1,25,000/- plus applicable taxes 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. 8 of the Notice for the approval of the shareholders.

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

Sd/-

Sanjay Choudhary

Chairman & Managing Director

DIN: 11224217

Sd/-

Ashok Kalra

Director

DIN-09024019

Dated: August 19, 2025

Place: Bawal