



# RR METALMAKERS INDIA LIMITED

## NOTICE

NOTICE is hereby given that the 1<sup>st</sup> Extra-ordinary General Meeting for the financial year 2024-25 ("EOGM") of the Members of **RR MetalMakers India Limited** will be held on **Thursday, March 27, 2025** at 01:00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") which will be deemed to be held at the Registered Office of the Company situated at B-001 & B-002, Ground Floor, Antop Hill Warehousing Complex Ltd, Barkat Ali Naka, Salt Pan Rd., Wadala (E), Mumbai - 400037 to transact the following business:

### **SPECIAL BUSINESS:**

1. **To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of the Board and its Powers) Rules, 2014 and subject to other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the applicable provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and subject to such other approvals, consents and permissions from the appropriate authorities, to the extent applicable and necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercising its powers including the power conferred by this resolution), to sell / transfer / dispose - off its property/assets situated at Survey. No. 36, Nr. Navavas Village, Dehgam Dhansura Road, Tal: Talod, Dist. Sabarkantha, Gujarat ("Undertaking"), together with all specified tangible and intangible assets, including plant and machinery and other assets in relation to the undertaking but excluding its brand name or any other Intellectual Property, and liabilities, as may be decided by the Board, as a going concern/on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to any person on such terms and conditions as may be deemed fit by the board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise and execute necessary documents including but not limited to Memorandum of Understanding, definitive agreements, deeds of assignment, sale deed, conveyance and other ancillary documents in such manner as may be decided by the Board and to do all such other acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking, as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with such authorities as may be required, arranging delivery and execution of contracts, deeds, agreements and instruments."

**GSTIN No.: 27AACCS1022K1ZL CIN No.: L51901MH1995PLC331822**

**Registered Office :** B-001 & B-002, Ground Floor, Antop Hill Warehousing Complex Ltd, Barkat Ali Naka, Salt Pan Road, Wadala (E), Mumbai - 400 037, Maharashtra.

**Corporate Office :** 2nd Floor, Sugar House, 93/95, Kazi Sayed Street, Mumbai - 400 003.

**Ph.:** 022-6192 5555 / 56 • **Email :** info@rrmetalmakers.com • **Website:** www.rrmetalmakers.com

2. **To consider appointment of Ms. Leena Nishad Jail (DIN: 10540470) as Non-executive Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Listing Regulations”) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Ms. Leena Nishad Jail (DIN: 10540470)**, who is not disqualified to become a Director under the Act and who meets the criteria of independence as provided in Section 149 of the Act and who has submitted a declaration to that effect and who is eligible for appointment as the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and who consented to act as Director of the Company, be and is hereby appointed as the Director and also the Independent (Non-executive) Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from March 27, 2025 to March 26, 2030, on such terms and conditions as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in regard to the implementation of this Resolution and to delegate all or any of its powers to any of its committee(s) or any Director or officer or person and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By the order of the Board of Directors of  
**RR MetalMakers India Limited,**

**Sd/-**

**Harshika Kothari**

Company Secretary

**(Membership No.: A61964)**

**Address:** A/305, Golden Nest, Phase XVI, BSES Tower Road, Near Jain temple, Bhayander East, Thane - 401105

**Date:** March 04, 2025 | **Place:** Mumbai

**Registered Office:**

B-001& B-002, Ground Floor, Antop Hill Warehousing Complex Ltd, Barkat Ali Naka, Salt Pan Road, Wadala (E), Mumbai - 400037

**CIN:L51901MH1995PLC331822**

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 09/2023 dated September 25, 2023, General Circular No.10/2022 dated December 28, 2022, General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and other connected circulars (collectively referred to as "MCA Circulars") permitted convening the Extra-ordinary General Meeting ('EOGM') through video conferencing ('VC') or other audio visual means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, this EOGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM. The deemed venue for the EOGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1 and 2 of the Notice is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this EOGM are also annexed. Director proposed to be appointed at this EOGM have furnished the relevant consent for appointment.
3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020 read with other MCA Circulars, the matters of Special Business, as appearing at item nos. 1 and 2 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member, to attend and vote on poll on behalf of himself/herself. Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this EOGM and hence the proxy form, attendance slip and route map of EOGM are not annexed to this notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/ OAVM and cast their votes through e-voting.
5. The Company's Registrar & Share Transfer Agents are M/s. Adroit Corporate Services Private Limited ('R & TA') located at 18-20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (East) Mumbai - 400059 Tel. No.: 022-4227 0400.
6. The Members can join the EOGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for Members, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc., as per the MCA Circulars.
7. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held by them in electronic form and to R&TA in case shares are held by them in physical form.
9. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Accordingly, the facility for making nomination is available to 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 submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination

and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website as follows:

1. Form SH-13 - [https://www.rrmetalmakers.com/Forms/Form\\_SH-13.pdf](https://www.rrmetalmakers.com/Forms/Form_SH-13.pdf)
2. Form SH-14 - [https://www.rrmetalmakers.com/Forms/Form\\_SH-14.pdf](https://www.rrmetalmakers.com/Forms/Form_SH-14.pdf)
3. Form ISR-3 - [https://www.rrmetalmakers.com/Forms/Form\\_ISR-3.pdf](https://www.rrmetalmakers.com/Forms/Form_ISR-3.pdf)

The same are also available on the website of the R&TA at <https://www.adroitcorporate.com/RandTServices.aspx>

The duly filled in Nomination Form shall be sent to R & TA by the Members holding shares in physical mode. The Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

10. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.
11. Non-Resident Indian (NRI) Members are requested to inform the Company / RTA the following immediately:
  - i) Change in the residential status on return to India for settling permanently, if any / applicable.
  - ii) Particulars of NRE Bank Account maintained in India with complete name & address of the Bank, if not furnished earlier.
12. Members desiring any information pertaining to the any matter placed at the EOGM, are requested to write to the Investor Relation Officer at [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com) on or before Saturday, March 22, 2025 through their registered email address so as to enable the Management to reply at the EOGM.
13. Electronic copies of all the documents referred to in the accompanying Notice of the EOGM shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of EOGM, i.e. till March 27, 2025. Members seeking to inspect such documents can send an email to [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com). During the EOGM also, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act.
14. As per Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialisation, eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are advised to convert their holdings to dematerialized form.
15. SEBI, vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated issuance of Securities in dematerialized form in case of Investor Service Requests received from holder of physical shares pertaining to; (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal/Exchange of securities certificate; (iv) Endorsement; (v) Sub-division/Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; and (viii) Transposition. The R&TA will issue a 'Letter of Confirmation' in place of Security certificate. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.
16. The SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R&TA by sending a duly signed letter along with self-attested copy of PAN Card and copy of original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are, requested to submit the aforesaid documents to their respective Depository Participant.

17. In line with the MCA Circulars, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/R&TA/Depositories. The Notice of the EOGM is also available on the Company's website viz. [https://www.rrmetalmakers.com/General\\_Meeting\\_Notice.asp](https://www.rrmetalmakers.com/General_Meeting_Notice.asp) and may also be accessed from the relevant section of the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EOGM Notice is also hosted on the website of Central Depository Services (India) Limited (hereinafter referred as "CDSL"), agency providing Remote e-voting at [www.evotingindia.com](http://www.evotingindia.com).
18. The SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the R&TA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
- 19. Voting through Electronic Means:**
- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, as amended, MCA Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the EOGM by electronic means (by using the electronic voting system provided by CDSL) either by (a) remote e-voting prior to the EOGM or (b) e-voting during the EOGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. Instructions for Members for attending the EOGM through VC/OAVM are explained below.
- b) Subject to the applicable provisions of the Act read with the Rules made there under, as amended, the voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being **Thursday, March 20, 2025**. The Members are eligible to cast vote only if they are holding shares of the Company on **Thursday, March 20, 2025**("Cut-off date").
- c) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, March 20, 2025 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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

**How do I vote electronically using CDSL e-Voting system?**

*The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:*

- Step 1** : Access through Depositories CDSL/NSDLe-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Monday, March 24, 2025 at 09:00 a.m.** (IST) and ends on **Wednesday, March 26, 2025 at 05:00 p.m.**(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

- (iii) Pursuant to the SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode through CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</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> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL Depository	<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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 toll free no. 1800 210 9911.
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.

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **RR MetalMakers India Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only:**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [vipin@hkacs.com](mailto:vipin@hkacs.com) and to the Company at the email address viz; [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- a) The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
- d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) 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.
- g) Shareholders who have questions to ask, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to reach the Company's email address at [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com) on or before 05:00 p.m. (IST) on Saturday, March 22, 2025. The same will be replied suitably.
- h) Only those shareholders, who are present in the EOGM 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 available during the EOGM.
- i) If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders** - please provide necessary details like 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 Company/RTA email id.

2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

20. Mr. Vipin Mehta (FCS: 8587 and CP: 9869), Partner of M/s. VPP & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Scrutinizers shall immediately, after the conclusion of voting at the EOGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, within 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against of the resolutions transacted in the EOGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
22. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <https://www.rrmetalmakers.com/AGM.asp> and on the website of CDSL i.e. <https://www.evotingindia.com/noticeResults.jsp>. The Company shall also simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the EOGM, i.e. Thursday, March 27, 2025.

By the order of the Board of Directors of  
**RR MetalMakers India Limited,**

Sd/-

**Harshika Kothari**

Company Secretary

**(Membership No.: A61964)**

**Address:** A/305, Golden Nest, Phase XVI, BSES Tower Road, Near Jain temple, Bhayander East, Thane - 401105

**Date:** March 04, 2025 | **Place:** Mumbai

Annexure to resolution mentioned at item no. 2 of the notice calling 1<sup>st</sup> Extra-ordinary General Meeting (“EOGM”) for the financial year 2024-25 providing details as required to be furnished as per para 1.2.5 of the Secretarial Standard - 2 and Regulation 36(3) of the SEBI (LODR) Regulations, 2015 with respect to Director seeking appointment at this EOGM

Name of the Director and DIN	Ms. Leena Nishad Jail (DIN: 10540470)
Date of Birth and Age	DoB: April 01, 1987 and Age: 37 years
Nationality	Indian
Date of Appointment	Not Applicable
Qualification	B. Com. And LLB
Brief resume (including nature of expertise and experience in specific functional areas)	She is practicing advocate with more than 14 years of rich and versatile experience in the field of law. She is also specialised professional in Intellectual Property (IP) Laws.
List of Directorship held in other Companies	Nil
Committee Membership in other Company	Nil
Last Remuneration drawn (in the year 23-24)	Not Applicable
Remuneration to be drawn after appointment/re-appointment	She is not paid any remuneration however, she will entitle to Sitting Fees, if approved by the Board.
Relationship with Directors, Managers or other KMP	She is not related to any of the Directors, Managers or other KMP.
Number of Meeting of Board attended during the Year (F.Y. 2023-24)	Not Applicable
Terms and Conditions of Appointment/re-appointment	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. March 27, 2025 till March 26, 2030 not liable to retire by rotation.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and	She does not holds the directorship and the membership of Committees of the board of listed entities. She has not resigned from any listed entities in the past three years.
Shareholding of non-executive directors in the listed entity, including shareholders as a beneficial owner	Not holding any shares in the Company, including shareholders as a beneficial owner.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Since she is practicing advocate and having vast experience in the field of law and specialised in Intellectual Property (IP) Laws, she meet the skills and capabilities required.

By the order of the Board of Directors of  
RR MetalMakers India Limited,

Sd/-

Harshika Kothari

Company Secretary

(Membership No.: A61964)

Address: A/305, Golden Nest, Phase XVI, BSES Tower Road, Near Jain temple, Bhayander East, Thane - 401105

Date: March 04, 2025 | Place: Mumbai

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING (“EOGM”) FOR THE FINANCIAL YEAR 2024-25 OF THE MEMBERS OF RR METALMAKERS INDIA LIMITED TO BE HELD ON THURSDAY, MARCH 27, 2025**

---

**Item No. 1:**

The Company took several strategic steps to expand its steel manufacturing business after setting-up the steel plant in Navavas Village, Dist.: Sabarkantha, Gujarat (“Undertaking”). Even after many efforts, the Company realises that logistics costs are higher in Gujarat than in Maharashtra, which makes product costly. After the COVID-19 pandemic, manufacturing facilities became uncompetitive due to the changing economic scenario.

Other initiatives that the Company has undertaken in the past include the introduction of new products, significant improvements in quality and service, cost reduction, and so on. However, unit's performance did not improve. Because the running the unit is no longer financial viable, the Board had decided in past to sell it in the best interests of all stakeholders after considering various options.

The Shareholders had earlier approved the proposal by Postal Ballot on March 27, 2023 to sell / dispose - off its Undertaking together with all specified tangible and intangible assets in relation to the Undertaking (excluding its brand name and other Intellectual Properties) as well as liabilities, if any, on a slump sale basis as a going concern and on an “as is where is” basis. As considerable time had elapsed from the date of approval of shareholders and same could not be materialised, it is proposed to place the proposal a fresh for approval of shareholders.

The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans and reduce interest burden, or enhancement of working capital of the Company, future expansion program or general business purpose.

According to Section 180(1)(a) of the Companies Act, 2013 and relevant provisions related thereto, the sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a Special Resolution. An undertaking, pursuant to Section 180(1)(a) of the Companies Act, 2013, shall mean an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year.

As the investment of the Company in the undertaking exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year, provisions of Section 180(1)(a) of the Act became applicable on the sale of the Undertaking.

The Board recommends the proposal to sale the Undertaking, as described above, as a going concern, and on the mutually agreed-upon terms and conditions, for approval of shareholders.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution, as set out in item no. 1 of the accompanying Notice, is now being placed before the Members for their approval. Your Directors recommend the passing of the resolution as Special Resolution as set out at item no. 1.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolution set out at item no. 1.

All the documents referred to in resolution mentioned at item no. 1 of the accompanying Notice of the Extra-ordinary General Meeting and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of meeting, i.e. till March 27, 2025. Members seeking to inspect such documents can send an email to [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com).

**Item No. 2:**

Since there was a vacancy in the office of Independent Director of the Company w.e.f. September 28, 2024 due to cessation of Ms. Leena Nishad Jail (DIN: 10540470) as Director of the Company as her resolution put before the 29<sup>th</sup> AGM was withdrawn in view initiation of CIRP against the Company pursuant to order of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') dated April 22, 2024, in terms of provisions of Section 149 of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("the Listing Regulations"), the Company is required to appoint minimum one Independent Director on the Board to fill the vacancy at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later.

On appeal made against the said order, the Hon'ble National Company Law Appellate Tribunal, New Delhi, has passed an order on February 27, 2025 in said matter setting aside the impugned order passed by NCLT on April 22, 2024 and accordingly, the Company is released from the rigours of CIRP process. In view of the said NCLAT Order, the power of the Board is now reinstated.

In order to comply with the requirements of the Act and the Listing Regulations to have proper Board composition, the Board of Directors, on the basis of recommendation of the Nomination and Remuneration Committee, by passing resolution in its meeting held on February 28, 2025 has recommended to the Members the appointment of Ms. Leena Nishad Jail (DIN: 10540470) as an Independent (Non-executive) Director of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. date of approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, in case a Director fails to get appointed as a Director in a general meeting, he/she can't be appointed by the Board but has to be appointed by the Members. Since resolution pertaining to appointment of Ms. Leena Nishad Jail (DIN: 10540470) placed before the 29<sup>th</sup> AGM was withdrawn, the Board has not appointed her but recommended her appointment to the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member proposing candidature of her for the office of Director.

The Company has received declaration from Ms. Leena Nishad Jail (DIN: 10540470) to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules for appointment as an Independent Director and she is independent of the Management of the Company.

As per the requirement of the Circular from the Stock Exchanges dated June 20, 2018, Nomination and Remuneration Committee and the Board, while considering her appointment have verified that she is not debarred from holding the office of Director pursuant to any SEBI order. Accordingly, the Company affirms that the Director proposed to be appointed is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Company has received following documents and declaration from her:

- a. Letter of consents to act as Directors in the prescribed form DIR-2 pursuant to Section 152 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014,
- b. Letter of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Companies Act, 2013 and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that She is not disqualified to become Director under the Act,
- c. Notice of disclosure of interest in prescribed form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014,
- d. Declaration that she meets the criteria of independence as provided in Section 149 of the Act and she is not aware of any circumstances or situations, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence and that she is independent of the management and that she is not disqualified to become a Director under the Act; and
- e. Declaration that she is not debarred or restrained from acting as Director by any order from the Securities and Exchange Board of India ('SEBI') or any other such authority.

The Nomination and Remuneration Committee has recommended her appointment as Independent Director for a term of 5 (five) consecutive years. In the opinion of the Board of Directors she fulfills the conditions specified in the Act, Rules made thereunder and Schedule IV of the Act and the Listing Regulations, as amended, for her appointment as Independent Director of the Company and that she is independent of the Management and is not disqualified to become Director under the Act and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. The Board believes that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

In view of her cessation from the office of Independent Director w.e.f. September 28, 2024 her first tenure of upto five consecutive years was completed. Accordingly, the Board of Directors has proposed her appointment as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years from the date of Members approval, i.e. w.e.f. March 27, 2025 to March 26, 2030.

The brief profile of Ms. Leena Nishad Jail (DIN: 10540470) pursuant to the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Annexure to the Notice convening this EOGM and which shall form part of the Explanatory Statement.

She will be entitled to receive the remuneration, commission, sitting fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and Committee meetings, as permitted to be received in a capacity of the Independent Director pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and Members of the Company from time to time.

The terms & conditions of her appointment and all the documents referred to in resolution mentioned at item no. 2 of the accompanying Notice of the EOGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of EOGM, i.e. till March 27, 2025. The Members seeking to inspect such documents can send an email to [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com).

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Ms. Leena Nishad Jail (DIN: 10540470) as an Independent Director requires approval of Members of the Company by passing an Special Resolution. Accordingly, the Board recommends the Special Resolution at Item No. 2 for approval by the Members.

By the order of the Board of Directors of  
**RR MetalMakers India Limited,**

**Sd/-**

**Harshika Kothari**

Company Secretary

**(Membership No.: A61964)**

**Address:** A/305, Golden Nest, Phase XVI, BSES Tower Road, Near Jain temple, Bhayander East, Thane - 401105

**Date:** March 04, 2025 | **Place:** Mumbai