



RR METALMAKERS INDIA LIMITED

Date: February 28, 2025

To,
The Deputy Manager
Corporate Relations Department,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400001

Dear Sir / Madam,

Ref.: **Scrip Code - BSE - 531667**

Sub: Intimation u/r 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 - Outcome of Board Meeting.

In terms of Regulation 30 read with Part A of Schedule III and other applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform that the meeting of the Board of Directors of the Company was held on Friday, February 28, 2025 at 03:30 p.m., the time scheduled for meeting and concluded at 04:30 p.m., wherein the following businesses were inter-alia transacted:

- Sale of Undertaking:** This has reference to our letter dated February 17, 2023 informing that the Board of Directors of the Company had approved the proposal to sell, lease or otherwise dispose of the whole of the undertaking of the Company situated at Survey. No. 36, Nr. Navavas Village, Dehgam -Dhansura Road, Tal: Talod, Dist.: Sabarkantha subject to the approval of shareholders. Further, the approval of the shareholders of the Company was obtained by Postal Ballot on March 27, 2023. However, the transaction could not be concluded. As considerable time has elapsed since approval of shareholders was obtained in 2023 and as a good Corporate Governance practice, the Directors decided to take a fresh approval of shareholders for sale/dispose of the aforesaid undertaking. The detailed disclosure as required under Regulation 30 of SEBI LODR Regulations is enclosed as **Annexure I**.
- Merger:** The Directors have considered and approved, in-principle, the proposal for merger of the Company with RKB Global Limited, an unlisted entity, of which Promoters of the Company are Promoter. Further, it is also proposed to merge RKB Steel Private Limited and RR Life Care Private Limited, the wholly-owned subsidiaries of RKB Global Limited, with RKB Global Limited alongwith RR MetalMakers India Limited. The proposed merger would bring synergies in business and reduction in costs of the merged entity. The details of the merger are being worked out and the same would be informed to the Exchange in prescribed format upon finalization of the same.

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.

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3. The Directors has also recommended to the shareholders for its approval the appointment of Ms. Leena Nishad Jail (DIN: 10540470) as an Independent Director of the Company for a term of 5 years, which would be effective from the date of approval of the shareholders. The disclosure as required under Regulation 30 of SEBI LODR Regulations is enclosed as **Annexure II.**

Kindly take the same on your record.

Yours truly,
For RR MetalMakers India Limited,

Harshika Kothari
Company Secretary & Compliance Officer
Membership No.: A61964

Encl.: As above.

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Annexure I

Details which a listed entity needs to disclose for sale or disposal of unit(s) or division(s) of the listed entity under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

(a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year.	<p>On a standalone basis as on March 31, 2024</p> <table border="1" data-bbox="722 584 1390 804"> <thead> <tr> <th>Particulars</th> <th>RR MetalMakers India Limited Rs. In crores</th> <th>Gujarat Unit (Rs. in crores)</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>96.39</td> <td>2.78</td> <td>2.88</td> </tr> <tr> <td>Net worth</td> <td>7.61</td> <td>(-) 4.22</td> <td>N.A.*</td> </tr> </tbody> </table> <p><i>*Since net worth of unit is negative, % contribution in overall Net worth of the Company cannot be established.</i></p>	Particulars	RR MetalMakers India Limited Rs. In crores	Gujarat Unit (Rs. in crores)	%	Turnover	96.39	2.78	2.88	Net worth	7.61	(-) 4.22	N.A.*
Particulars	RR MetalMakers India Limited Rs. In crores	Gujarat Unit (Rs. in crores)	%											
Turnover	96.39	2.78	2.88											
Net worth	7.61	(-) 4.22	N.A.*											
(b)	Date on which the agreement for sale has been entered into.	Not Applicable. Sale is subject to approval of shareholders.												
(c)	The expected date of completion of sale/disposal.	December 31, 2025												
(d)	Consideration received from such sale/disposal.	<p>Not Applicable, as sales is subject to fulfillment of conditions precedent, sale is not made has no consideration is received.</p> <p>Value of Capital Assets of Factory Unit will be arrived based on the Fair Market Value from an Independent Valuer and other assets and liabilities will be taken at Book Value.</p>												
(e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof.	The Board will identify the independent and non-related buyer.												
(f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	The transaction would not be a related party transaction.												

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(g)	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	<p>The sale / disposal of undertaking is outside the Scheme of Arrangement.</p> <p>The shareholders' approval would be obtained in compliance with Regulation 37A of LODR Regulations.</p>
(h)	Area of business of the entity(ies)	<p>Business of the Seller (RR MetalMakers India Limited)</p> <p>The Company is in the business of manufacturing and marketing ERW pipes and Profile sheets.</p> <p>Since Buyer is yet to be identified, area of business of buyer could not be provided.</p>
(i)	Rationale of Slump Sale	<p>The Board recognizes that logistics costs are higher in Gujarat, making the product more expensive, also that the unit's performance has not improved. After considering various options, the Board decided to sell the unit in the best interests of all stakeholders because it is no longer viable.</p>
(j)	Brief details of change in the shareholding pattern (if any) of listed entity.	<p>There will be no change in the shareholding pattern of the Company pursuant to the slump sale.</p>

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Annexure II

Details in terms of Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 for appointment of Ms. Leena Nishad Jail (DIN: 10540470) as an Independent Director are given herein under:

Sr. No.	Particulars	Details
1.	Reason for change	Appointment as an Independent Director
2.	Date of appointment	The Board has only recommended to the shareholders her appointment. Date of appointment would be the date of shareholders' approval, which is yet to be decided.
3.	Brief profile (in case of appointment)	She is practicing advocate with more than 15 years of rich and versatile experience in the field of law. She is also specialised professional in Intellectual Property (IP) Laws.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not related to any other Directors of the Company.
5.	Information as required pursuant to BSE Circular No.LIST/COMP/14/2018-19 dated June 20, 2018.	Ms. Leena Nishad Jail is not debarred from holding office of the Director by virtue of any SEBI Order or any other such authority.

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