

## NOTICE

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **RR MetalMakers India Limited** will be held on **Saturday, September 28, 2024** 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:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial Year ended March 31, 2024 including the Audited Balance Sheet as at March 31, 2024, the Change in Equity, Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended on that date and notes related thereto along with the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Alok Virat Shah (DIN: 00764237), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **To approve payment of remuneration to Mr. Navin Madhavji Mehta (DIN: 00764424) as Whole-time Director of the Company and he continue to act as Whole-time Director after the age of 70 years:**

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

**"RESOLVED THAT** subject to the provisions of Sections 196, 197, 198, 203, Clause (A) of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Members be and is hereby given to approve and confirm the remuneration paid/to be paid to Mr. Navin Madhavji Mehta (DIN: 00764424) as Whole-time Director of the Company for a period from December 26, 2023 till his remaining tenure as Whole-time Director of the Company i.e. till December 25, 2025, on terms and conditions, as per details given in explanatory statement.

**RESOLVED FURTHER THAT** in terms of proviso to Section 196(3)(a) of the Act read with other applicable provisions of the Act, the Members be and is approve and ratify to continue to hold position of Whole-time Director of the Company by Mr. Navin Madhavji Mehta (DIN: 00764424) upon he attending the age of 70 years till his tenure as Whole-time Director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid payment of remuneration to Mr. Navin Madhavji Mehta (DIN: 00764424), from time to time, in accordance with and subject to the limits as stated in the

appointment letter or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any of its Committee(s) or any Director or officer or person to give effect to the aforesaid resolution.”

4. **To consider *denovo* appointment of Mr. Navin Madhavji Mehta (DIN: 00764424) as Whole-time Director of the Company and approve Remuneration payable to him.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, Clause (A) of Section II of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (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), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded for *denovo* appointment of **Mr. Navin Madhavji Mehta (DIN: 00764424)** as Whole-time Director of the Company for a period of three years with effect from October 01, 2024 till September 30, 2027, without break of service, on terms and conditions as stated in the Appointment letter, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board”) to alter and vary the remuneration and/or terms subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, as may be agreed to between the Board and Mr. Navin Madhavji Mehta (DIN: 00764424).

**RESOLVED FURTHER THAT** in terms of proviso to Section 196(3)(a) of the Act read with other applicable provisions of the Act, the approval of the Members be and is hereby given to Mr. Navin Madhavji Mehta (DIN: 00764424) to act as Whole-time Director of the Company, as he attended the age of 70 years, till his tenure as Whole-time Director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications, as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid *denovo* appointment of Mr. Navin Madhavji Mehta (DIN: 00764424), from time to time, in accordance with and subject to the limits as stated in the appointment letter or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution.”

5. **To consider *denovo* appointment of Ms. Reena Virendra Parmar (DIN: 09411621) as Whole-time Director of the Company and approve Remuneration payable to her.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, Clause (A) of Section II of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (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), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded for *denovo* appointment of **Ms. Reena Virendra Parmar (DIN: 09411621)** as Whole-time Director of the Company for a period of three years with effect from October 01, 2024 till September 30, 2027, without break of service, on the terms and conditions as stated in the Appointment letter, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board”) to alter and vary the remuneration and/or terms subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, as may be agreed to between the Board and Ms. Reena Virendra Parmar (DIN: 09411621).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid *denovo* appointment of Ms. Reena Virendra Parmar (DIN: 09411621), from time to time, in accordance with and subject to the limits as stated in the appointment letter or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any of its Committee(s) or any Director or officer or person to give effect to the aforesaid resolution.”

6. **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 an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 and 161 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 (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 Securities and Exchange Board of India (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”), **Ms. Leena Nishad Jail (DIN: 10540470)**, who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from April 30, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Listing Regulations, **Ms. Leena Nishad Jail (DIN: 10540470)**, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as the Independent Non-Executive Director not liable to retire by rotation for a term of 5 (five) consecutive years commencing from April 30, 2024 to April 29, 2029, 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 are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**7. To consider approval for related party transactions:**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), if any, (including, any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) the Memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to enter into or renew contract(s)/ arrangement(s)/ transaction(s) or continuing the obligations under previous contracts/ agreements with RKB Global Limited (“RKB”), a related party within the meaning of Section 2(76) of the Act, for sale and purchase of various Goods and material, on such terms and conditions as detailed in the agreement executed between the Company and RKB and brief of which is given in explanatory statement to this Resolution and as may be mutually agreed between the Board of the Company and RKB, up to a maximum aggregate value of Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crore Only) plus applicable taxes per annum for five financial years starting from the financial year 2024-25 in one or more tranches, provided that the said contract(s)/ arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transactions documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/or any other Officer(s)/ Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary, as deemed necessary by the Board, and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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:** August 27, 2024 | **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. 09/2023 dated September 25, 2023 read with 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, General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ('AGM') 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 AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM 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. 3 to 7 of the Notice is annexed hereto. Further, the relevant details with respect to Item Nos. 2 to 6 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/re-appointment at this AGM are also annexed. Directors proposed to be appointed/re-appointed at this AGM have furnished the relevant consent for their appointment/re-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. 3 to 7 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 AGM 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 AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 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 AGM 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 Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 22, 2024 to Saturday, September 28, 2024 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM.
7. The Members can join the AGM 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 AGM 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.
8. 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 Act.
9. Members who have not encashed/received the dividend warrants/Demand Draft so far in respect of the below mentioned period, are requested to make their claim to the R&TA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Funds (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website: [www.rrmetalmakers.com](http://www.rrmetalmakers.com) and also on the website of the Ministry of Corporate Affairs.

Due date of transferring unclaimed and unpaid dividend declared by the Company to IEPF, is as follows:

Financial Year	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
2017-18 (Interim Dividend for FY 2017-18)	May 28, 2018	July 02, 2025

10. Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.
11. 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.
12. 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. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

13. 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.
14. 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.
15. Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to the Investor Relation Officer at [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com) on or before Saturday , September 21, 2024 through your registered email address so as to enable the Management to reply at the AGM.
16. Electronic copies of all the documents referred to in the accompanying Notice of the AGM 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 AGM, i.e. till September 28, 2024. Members seeking to inspect such documents can send an email to [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com). During the 29<sup>th</sup> AGM 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.
17. 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.

18. 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.
19. 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 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 information to their respective Depository Participant.
20. The Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") has provided relaxation from requirement of sending the hard copy of annual report and sending proxy forms as required under the Listing Regulations. In line with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 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 29<sup>th</sup> AGM and Annual Report for the financial year 2023-24 are available on the Company's website viz. <https://www.rmetalmakers.com/annual-report.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 AGM 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).
21. 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>).
- 22. 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 and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 29<sup>th</sup> AGM by electronic means (by using the electronic voting system provided by CDSL) either by (a) remote e-voting prior to the AGM or (b) e-voting during the AGM. 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 AGM 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 **Saturday, September 21, 2024**. Members are eligible to cast vote only if they are holding shares of the Company on **Saturday, September 21, 2024**.
- 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. Saturday, September 21, 2024 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/NSDL e-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 **Wednesday, September 25, 2024 at 9:00 a.m. (IST)** and ends on **Friday, September 27, 2024 at 5:00 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 of **Saturday, September 21, 2024** 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 at the meeting venue.
- (iii) Pursuant to 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 CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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 cdsi 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 <b>NSDL Depository</b>	<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.nsdl.com">https://eservices.nsdl.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.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a</li> </ol>

	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 & voting during the meeting.
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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- a) The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM/EGM.
- 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, September 21, 2024. The same will be replied suitably.
- h) Only those shareholders, who are present in the AGM/EGM 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 AGM.
- i) If any Votes are cast by the shareholders through the e-voting available during the AGM 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 AGM & 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.

23. 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.
24. The Scrutinizers shall immediately, after the conclusion of voting at the AGM, 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 AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
25. 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.
26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 29<sup>th</sup> AGM i.e. Saturday, September 28, 2024.

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:** August 27, 2024 | **Place:** Mumbai

**Annexure to resolutions mentioned at item nos. 2 to 6 to the notice calling 29<sup>th</sup> Annual General Meeting 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 re-appointment at this AGM**

<b>Name of the Director and DIN</b>	<b>Mr. Alok Shah (DIN: 00764237)</b>	<b>Mr. Navin Madhavji Mehta (DIN: 00764424)</b>
<b>Date of Birth</b>	November 17, 1983	August 07, 1954
<b>Age</b>	40 years	70 years
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment</b>	February 09, 2018	April 01, 2008
<b>Qualification</b>	MBA from Griffith University, Australia	B.Sc. and D Pharma from Pune University
<b>Brief resume (including nature of expertise and experience in specific functional areas)</b>	He has an experience of 18 years in Trading, sales and Administration of the business. He is having experience of 18 Years. His strength lies in the formulation of unique marketing ideas and innovative solutions to various operational problems.	He is business executive and possesses the rich experience of over 40 years in the area of import and export and business Management. He has vast experience of trading business of steel & iron ore. He has good knowledge of various laws therefore he also acts as a legal head where he looks after all legal matters of the Company.
<b>Shareholding in the Company (Rs.10/- each)</b>	27,25,512 Equity Shares of Rs. 10/- each	1,75,000 Equity Shares of Rs. 10/- each
<b>List of Directorship held in other Companies</b>	1. RKB Global Limited 2. RR Lifecare Private Limited 3. RKB Steel Private Limited	Nil
<b>Committee Membership in other Company</b>	Nil	Nil
<b>Last Remuneration drawn (in the year 23-24)</b>	No remuneration was drawn from the Company.	Rs. 11,97,600/- (Rupees Eleven Lacs Ninety Seven Thousand Six Hundred only)
<b>Remuneration to be drawn after appointment /re-appointment</b>	Nil	As per details provided in Explanatory Statement.
<b>Relationship with Directors, Managers or other KMP</b>	He is a Non-Independent Director & he is son of Mr. Virat Shah (DIN: 00764118), Chairman, Director and Promoter of the Company.	Not related to any other Directors, Manager and KMP.
<b>Number of Meeting of Board attended during the Year (F.Y. 2023-24)</b>	6 (Six)	6 (Six)
<b>Terms and Conditions of Appointment/ re-appointment</b>	To be re-appointed as liable to retire by rotation on the existing terms and conditions.	Proposed payment of remuneration for his remaining tenure as Whole-time Director, continue to hold office of WTD after attending the age of 70 years and his denovo appointment as a WTD for a term of 3 (three) consecutive years w.e.f. October 01, 2024 till September 30, 2027 liable to retire by rotation.

<b>Name of the Director and DIN</b>	<b>Ms. Reena Virendra Parmar (DIN: 09411621)</b>	<b>Ms. Leena Nishad Jail (DIN: 10540470)</b>
<b>Date of Birth</b>	June 01, 1985	April 01, 1987
<b>Age</b>	39 years	37 years
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment</b>	December 01, 2021	April 30, 2024
<b>Qualification</b>	FYBA (Arts with Home Science)	B. Com. And LLB
<b>Brief resume (including nature of expertise and experience in specific functional areas)</b>	She has over 18 years of administrative and accounting experience. She is currently part of management in our Company. Her extensive experience assists employees in meeting objectives in a dynamic and complex business environment.	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.
<b>Shareholding in the Company (Rs.10/- each)</b>	Nil	Nil
<b>List of Directorship held in other Companies</b>	Nil	Nil
<b>Committee Membership in other Company</b>	Nil	Nil
<b>Last Remuneration drawn (in the year 23-24)</b>	Rs. 4,41,952/- (Rupees Four Lac Forty One Thousand Nine Hundred and Fifty Two only)	Not Applicable
<b>Remuneration to be drawn after appointment /re-appointment</b>	As per details provided in Explanatory Statement.	She is not paid any remuneration however, she will entitle to Sitting Fees, if approved by the Board.
<b>Relationship with Directors, Managers or other KMP</b>	She is not related to any of the Directors, Managers or other KMP.	She is not related to any of the Directors, Managers or other KMP.
<b>Number of Meeting of Board attended during the Year (F.Y. 2023-24)</b>	6 (Six)	Not Applicable
<b>Terms and Conditions of Appointment/ re-appointment</b>	Proposed her denovo appointment as a Whole-time Director for a term of 3 (three) consecutive years w.e.f. October 01, 2024 till September 30, 2027 liable to retire by rotation.	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. April 30, 2024 till April 29, 2029 not liable to retire by rotation.

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:** August 27, 2024 | **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 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RR METALMAKERS INDIA LIMITED TO BE HELD ON SATURDAY, SEPTEMBER 28, 2024**

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**Item No. 3, 4 & 5:**

Mr. Navin Madhavji Mehta (DIN: 00764424) was re-appointed as the Whole-time Director of the Company for a period of five years w.e.f. December 26, 2020. His present term as the Whole-time Director is valid till December 25, 2025. Further, his remuneration was also approved for a period of five years.

Since the Company was paying him remuneration under clause (A) of Section II of Part II of Schedule V of the Companies Act, 2013 ("Act"), the approval of the Members for payment of remuneration can be a period not exceeding three years. Hence, the approval of the Members given in 26<sup>th</sup> Annual General Meeting for payment of remuneration was valid till December 25, 2023.

Further, in terms of proviso to Section 196(3)(a) of the Act, approval of the Members by passing Special Resolution is required for appointment of person who has attained the age of seventy years and in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Since he has attained the age of 70 years on August 07, 2024, the approval of the Members is sought to him continue to act as Whole-time Director for his remaining tenure.

In view of his expertise and experience of the industry in which the Company operates, also his long association with the Company as Director as well as Whole-time Director of the Company and he being giving his full time to the Company, the Board is strongly of the opinion that it will be beneficial for the Company that he continue to act as Whole-time Director of the Company even after he attending the age of 70 years.

Hence, the Nomination and Remuneration Committee ("NRC") in its meeting held on November 01, 2023 has reviewed the terms and conditions of appointment of Whole-time Director and approved his payment of remuneration and approved to pay him remuneration for a period from December 26, 2023 till his remaining tenure and also him to continue to act as Whole-time Director after attending the age of 70 years. The Board has considered the recommendation of the NRC and approved the same recommending the same to the Members for their approval.

Further, Ms. Reena Virendra Parmar (DIN: 09411621) was appointed as Whole-time Director of the Company for a period of five years w.e.f. July 11, 2022. Her present term as a Whole-time Director is valid till July 10, 2027.

The NRC in its meeting held on August 12, 2024 has reviewed the terms and conditions of appointment of Whole-time Directors and decided to rationalize the terms and conditions governing their appointment as Whole-time Directors of the Company. NRC felt to make their *denovo* appointment for a period of three years, without brake in services. Hence, they have proposed to the Board the *denovo* appointment of both the Whole-time Directors w.e.f. October 01, 2024 for a period of three years and terms of their appointment.

The Board has considered the recommendation of the NRC and reviewed the performance of the Company and future prospectus and growth of the Company. The Board also reviewed the efforts taken by Mr. Navin Madhavji Mehta (DIN: 00764424) and Ms. Reena Virendra Parmar (DIN: 09411621) as Whole-time Directors of the Company ("Executive Directors") in the progress of the Company. Accordingly, the Board of Directors, on the recommendation of the NRC, in its meeting held on August 12, 2024 has approved *denovo* appointment of Executive Directors for a period of three years w.e.f. October 01, 2024 till September 30, 2027 and payment of remuneration. The above appointments and payment of remuneration are subject to the terms and conditions mentioned in their appointment letters and are also subject to the approval of the Members in the General Meeting.

As the Company's profits are inadequate during the current financial year to pay remuneration on the proposed scale, payment of remuneration to the Executive Directors fall within the preview of proviso to Clause (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

As per proviso to Section 196(3)(a) of the Companies Act, 2013 and Clause (C) of Part I of Schedule V of the said Act, the approval of the shareholders by passing Special Resolution require for appointment/continue a Managerial Personal to act as Managerial Personnel of the Company in case he attained the age of 70 years. Since Mr. Navin Madhavji Mehta (DIN: 00764424) has attended the age of 70 years on August 07, 2024, hence, the Board of Directors sought approval of the Members by passing Special Resolution for the said re-appointment as Whole-time Director.

Mr. Navin Madhavji Mehta (DIN: 00764424) and Ms. Reena Virendra Parmar (DIN: 09411621) satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Whole-time Director. The Company has received consent to act as Whole-time Director of the Company from them.

Pursuant to the provisions of Section 190 and other provisions of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents referred in the resolution mentioned at Item Nos. 3, 4 and 5 and explanatory statement thereto will be available electronically for inspection by the Members during the AGM. The said documents will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2024. Members seeking to inspect such documents can send an email to [cs@rrmealmakers.com](mailto:cs@rrmealmakers.com).

The following additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 are given below:

#### **I. GENERAL INFORMATION:**

- (1) Nature of Industry:** A) Manufacturer steel pipes and doors and windows. B) Trader of Steel and Iron Ore.
- (2) Date or expected date of Commencement of commercial production:** April 14, 2016.
- (3) In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus:** Not Applicable.
- (4) Financial Performance based on given indicators:** As per the audited Financial Statement, following are the details of financial performance of the Company during the last three years:

(Amount in lakhs)

Particulars	Year ended 31 <sup>st</sup> March		
	2024	2023	2022
Financial Parameters			
Turnover (net)	9,638.93	8,416.89	12,419.52
Other Income	41.44	43.59	27.00
Net Profit after Tax (as per Profit & Loss account)	104.79	(101.18)	(188.37)
Net Worth	760.53	655.99	658.33

- (5) **Foreign Investments or Collaborations, if any:** There is no foreign direct investment in the Company. However, there is foreign portfolio investment through secondary market by Public shareholder. As on March 31, 2024 total foreign holding in the Company was 56,995 Equity Shares i.e. 0.63%. Further, there was no foreign collaboration in the Company.

## II. INFORMATION ABOUT THE APPOINTEE:

### A) Mr. Navin Madhavji Mehta (DIN: 00764424):

- (1) **Background details:** Mr. Navin Madhavji Mehta (DIN: 00764424) is B.Sc. and D Pharma from Pune University. He is business executive and possesses the rich experience of over 40 years in the area of import and export and business Management. He has vast experience of trading business of steel & iron Ore. He has good knowledge of various laws therefore he also acts as a legal head where he looks after all legal matters of the Company.
- (2) **Past Remuneration:** The Members of the Company in 26<sup>th</sup> AGM has approved the re-appointment and payment of remuneration of Rs. 65,000/- per month and also remuneration by way of commission not exceeding 3% of net profits of the Company in addition to the salary, perquisites and allowances, subject to the overall ceiling stipulated in Section 197 read with Schedule V to the Companies Act, 2013 & further read with relevant Rules made under the Act.

He has been paid remuneration (including commission) during past three financial years as follows:

During 2021-22: Rs. 10,08,915/-  
During 2022-23: Rs. 10,22,500/-  
During 2023-24: Rs. 11,97,600/-

### (3) Recognition/Awards: NIL

- (4) **Job Profile and Suitability:** Mr. Navin Madhavji Mehta (DIN: 00764424) was appointed as Whole-time Director of the Company on December 28, 2015. He was again re-appointed as Whole-time Director w.e.f. December 26, 2020. Being Whole-time Director, he is over all in charge of the Management and affairs of the Company and performs his duties under the supervision and control of the Board of Directors of the Company. Taking into consideration his qualification, experience and expertise in industry and products in which Company deals, he is best suited person for the responsibilities entrusted to him by the Company's Board.

### (5) Remuneration proposed:

**Salary:** Rs. 80,000/- per month

**Perquisites:** Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Part II, section IV of Schedule V of the Companies Act, 2013. The perquisites etc. shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

- a) **Housing:** House Rent Allowance shall be allowed as per the rules of the Company.
- b) **Medial Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.
- c) **Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination in India. Family defined as spouse and two dependent children.
- d) **Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.
- e) **Personal accident insurance:** As per rules of the Company.
- f) **Employer's contribution to Provident fund/superannuation fund:** As per Rules of the Company.
- g) **Gratuity:** Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

**Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Navin Madhavji Mehta (DIN: 00764424) as Whole-time Director of the Company, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

**(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:**

In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Whole-time Director is purely based on merit and Company's performance. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Navin Madhavji Mehta (DIN: 00764424) before approving the remuneration as proposed hereinabove.

**(7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:**

Mr. Navin Madhavji Mehta (DIN: 00764424) does not have any relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, except receiving remuneration in the capacity of Whole-time Director and holding 1,75,000 Equity Shares in the Company.

**B) Ms. Reena Virendra Parmar (DIN: 09411621):**

**(1) Background details:** Ms. Reena Virendra Parmar (DIN: 09411621) is FYBA (Arts with Home Science). She has over 18 years of administrative and accounting experience. She is currently part of Management in our Company. Her extensive experience assists employees in meeting objectives in a dynamic and complex business environment.

**(2) Past Remuneration:** The Members of the Company in 27<sup>th</sup> AGM has approved the appointment and payment of remuneration of Rs. 26,055/- per month and also remuneration by way of commission not exceeding 3% of net profits of the Company in addition to the salary, perquisites and allowances,

subject to the overall ceiling stipulated in section 197 read with Schedule V to the Companies Act, 2013 & further read with relevant Rules made thereunder of the Companies Act, 2013.

She has been paid remuneration during past two financial years as follows:

During 2022-23: Rs. 1,92,000/-

During 2023-24: Rs. 4,41,952/-

**(3) Recognition/Awards: Nil**

**(4) Job Profile and Suitability:** She was appointed as Whole-time Director of the Company on July 11, 2022. Being Whole-time Director, she is in charge of Administration of the Company and performs her duties under the supervision and control of the Board of Directors of the Company. Taking into consideration her experience and expertise in industry in which Company operate, she is suited person for the responsibilities entrusted to her by the Company's Board.

**(5) Remuneration proposed:**

**Salary:** Rs. 35,000/- per month

**Perquisites:** Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Part II, Section IV of Schedule V of the Companies Act, 2013. The perquisites etc. shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

**a) Housing:** House Rent Allowance shall be allowed as per the rules of the Company.

**b) Medial Reimbursement:** Expenses incurred for the appointee and her family subject to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.

**c) Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination in India. Family defined as spouse and two dependent children.

**e) Personal accident insurance:** As per rules of the Company.

**f) Employer's contribution to Provident fund/superannuation fund:** As per Rules of the Company.

**g) Gratuity:** Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

**Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Ms. Reena Virendra Parmar (DIN: 09411621) as Whole-time Director of the Company, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

**(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:**

In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Whole-time Director is purely based on merit and Company's performance. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Ms. Reena Virendra Parmar (DIN: 09411621) before approving the remuneration as proposed hereinabove.

(7) **Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:** Ms. Reena Virendra Parmar (DIN: 09411621) does not have any relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, except receiving remuneration in the capacity of Whole-time Director.

### III. OTHER INFORMATION:

(1) **Reasons for loss or inadequacy of profits:** The Company has made good profit in the financial year 2023-24 as it deals in manufacturing of steel products and was able to add significant value to the raw material supplied by the manufacturers. The Company has very good order book from its existing long term customers and has also introduced new products in the financial year 2023-24 thus resulting into good profit compare to loss in previous year.

In the previous years the Company made losses as it was setting-up new machinery and expanding the plant so that it could be ready to introduced new products and earned better margin.

(2) **Steps taken or proposed to be taken for improvement:** The Management is expanding Company's area of operation in new markets and also adopting new sales strategy. The Management is also proposing to include more products in its umbrella which are technological advance and as per changing market demand. Further, the Company is adding products which will be replacing Chinese manufactured products and there are very few Indian manufacturers to compete with in that market space. The said steps are resulting into increase in turnover of the Company, reducing cost which in turn increases profitability of the Company.

(3) **Expected increase in productivity and profits in measurable terms:** The projected revenue and profits are as follow:

Particulars	(Rs. in Crores)		
	2024-25	2025-26	2026-27
Net Revenue	125	150	200
Profit	3.50	4.50	6.50

The approval of the Members by passing Special Resolution at item no. 3 of this notice is sought for approving payment of remuneration of Mr. Navin Madhavji Mehta (DIN: 00764424) as Whole-time Director for a period from December 26, 2023 till December 25, 2025 and him continue to act as Whole-time Director of the Company after attending the age of 70 years for his remaining tenure.

The approval of the Members by passing Special Resolutions at item nos. 4 and 5 of this notice is sought for approving *denovo* appointment and remuneration to be paid to Mr. Navin Madhavji Mehta (DIN: 00764424) and Ms. Reena Virendra Parmar (DIN: 09411621) as Whole-time Directors of the Company for a term as mentioned in the respective said resolutions. The Board of Directors considers that they should be appointed with revised terms and be adequately remunerated for their efforts hence, the Board proposed resolutions mentioned at item nos. 4 and 5 of the notice of this AGM to the Members for their approval.

Brief resume of both the Whole-time Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, shareholding, etc. as stipulated under the Listing Regulations and Secretarial Standard - 2 are provided as annexure to the notice convening this meeting.

None of the Directors and/or Key Managerial Personnel of the Company, except as mentioned in point no. 7 above against their respective names, are concerned or interested in the said Resolutions.

**Item No. 6:**

Since there was a vacancy in the office of Independent Director in view of resignation of Mr. Jas Kirti Ganatra as Independent Director of the Company, in terms of provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as "the Act") and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as "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.

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 April 30, 2024 has appointed Ms. Leena Nishad Jail (DIN: 10540470) as an Additional Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. April 30, 2024 to April 29, 2029 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, as an Additional Director she hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. 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. Accordingly, the Board of Directors has appointed her as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. April 30, 2024 to April 29, 2029.

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 29<sup>th</sup> AGM 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 their appointment and all the documents referred to in resolution mentioned at item no. 6 of the accompanying Notice of the 29<sup>th</sup> AGM 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 AGM, i.e. till September 28, 2024. Members seeking to inspect such documents can send an email to [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com).

Ms. Leena Nishad Jail (DIN: 10540470) and her relatives are concerned or interested in the Resolution mentioned at Item No. 6 relating to her own appointment. None of the other 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. 6 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 Ordinary Resolution. Accordingly, the Board recommends the Ordinary Resolution at Item No. 6 for approval by the Members.

**Item No. 7:**

The Company is entering into transactions of sale and purchase of various goods and material with RKB Global Limited, which is related party to the Company. In view of the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 prior approval of Shareholders of the Company is required for certain contracts or arrangements which may exceed the limit mentioned therein.



Based on the approval and recommendation of the Audit Committee, the Board of Directors in its meeting held on April 30, 2024 has approved and confirmed entering into transactions of sale and purchase of various goods and material with RKB Global Limited for an amount of upto Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crore Only) plus applicable taxes per annum for five financial year starting from the financial year 2024-25, in one or more tranches, on an arms' length basis and in ordinary course of business.

Since the transactions were entered into on an arms' length basis and in ordinary course of business, approval of the shareholders were not required but the Management feel that for a matter of abundant precaution and as a good corporate governance practice, shareholders' approval be obtained for said transactions.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014 are provided below for the perusal of the Members:

1. **Name of the Related Party:** RKB Global Limited.
2. **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Virat Shah (DIN: 00764118), Promoter, Chairman and Non-executive Director, and Mr. Alok Virat Shah (DIN: 00764237), Promoter and Non-executive Director, are Promoters and Executive Directors of RKB Global Limited. Further, Mr. Navin Madhavji Mehta (DIN: 00764424), Whole-time Director, is also interested in the agenda as his son Mr. Vishal Navin Mehta (DIN: 03310453) is Whole-time Director of RKB Global Limited. Also Mr. Samir Patil (DIN: 09655195), Independent Director, is Independent Director of RKB Global Limited.
3. **Nature of Relationship:** As mentioned above.
4. **Nature of the Transaction:** Sales and purchases of various Goods and material.
5. **Material terms, monetary value and particulars of the contract or arrangements:** Transactions will be made in the ordinary course of business at arm's length basis as stated above. The payment is to be received on sale of goods and material and payment to be made on purchase of goods and material upto 60 (Sixty) days.
6. **Any other information relevant or important for the Members to take a decision on the proposed resolution:** Not Applicable.
7. **Maximum expected value of the transactions per annum (Rs.):** Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore Only) excluding applicable taxes per annum for a period of five years in one or more tranches.

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013, no Member of the Company shall vote on such ordinary resolution to approve any contract or arrangement, if such Member is a related party.

A copy of the agreement with said related party setting out the terms and conditions and other documents referred to in resolution mentioned at item no. 7 of the accompanying Notice of the 29<sup>th</sup> AGM 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 AGM, i.e. till September 28, 2024. Members seeking to inspect such documents can send an email to [cs@rrmetalmakers.com](mailto:cs@rrmetalmakers.com).

Your Directors recommended the resolution mentioned at agenda no. 7 for the approval of the Members by passing Ordinary Resolution.

Mr. Virat Shah (DIN: 00764118) and Mr. Alok Virat Shah (DIN: 00764237), Promoter and Non-executive Directors of the Company, are concerned/interested in the resolution mentioned at agenda no. 7 as both are the Promoters and Executive Directors of RKB Global Limited. Further, Mr. Navin Madhavji Mehta (DIN: 00764424), Whole-time Director, is also interested in the agenda as his son Mr. Vishal Navin Mehta (DIN: 03310453) is Whole-time Director of RKB Global Limited. Also Mr. Samir Patil (DIN: 09655195), Independent Director, is Independent Director of RKB Global Limited. Other than the said Directors, none of the other Directors/KMP/Manager of the Company or their relatives are concerned/interested in the resolution given at agenda no. 7.

Mr. Virat Shah (DIN: 00764118) holds 27.07% of Equity Shares RKB Global Limited and Mr. Alok Virat Shah (DIN: 00764237) holds 26% of Equity Shares RKB Global Limited.

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:** August 27, 2024 | **Place:** Mumbai