

NOTICE TO MEMBERS

NOTICE is hereby given that the 33rd Annual General Meeting of the members of Rajratan Global Wire Limited will be held on Wednesday, 21st July 2021 at 2:00 P.M. IST through video conferencing ("VC") Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 'Rajratan house' 11/2 Meera Path Dhenu Market, Indore - 452003.

ORDINARY BUSINESSES

- To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended 31st March 2021, together with the Reports of the Board of Directors and Auditors thereon.
- To declare dividend of Rs. 8/- per equity share of Rs. 10/- each for the financial year 2020-21.
- To appoint a Director in place of Mr. Abhishek Dalmia (DIN-00011958), who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

- Ratification of Cost Auditors' Remuneration

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company hereby ratifies the remuneration payable of Rs. 25,000 (Rupees Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to be paid to Neeraj Maheshwari & Associates, Cost Accountant (Firm Registration No. 002113) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended 31st March 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and/or otherwise considered by them to be in the best interest of the Company."

- Re-appointment of Mr. Sunil Chordia (DIN – 00144786) as Chairman & Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed

thereunder read with Schedule V to the Act and Regulation 17(6)(e) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), the consent of members be and is hereby accorded for the re-appointed of Mr. Sunil Chordia (DIN: 00144786) as Chairman & Managing Director of the Company for a period of three (3) years with effect from 1st April 2021 to 31st March 2024, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Sunil Chordia and in accordance with the Act or such other applicable provisions or any amendment thereto notwithstanding that the annual remuneration payable to Mr. Sunil Chordia, Chairman and Managing Director, may exceed two and-half (2.5) percent of the net profits of the Company as calculated under Section 198 of the Act and aggregate remuneration payable to Executive Directors, who are promoters, including Mr. Sunil Chordia, may exceed five (5) percent of the net profits of the Company as calculated under Section 198 of the Act in any financial year during the tenure of his appointment i.e. upto 31st March 2024.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Dated: 24th April 2021
Place: Indore

By order of the Board of Directors
Shubham Jain
Company Secretary
(ACS: 35317)

Registered Office

'Rajratan House'
11/2 Meera Path, Dhenu Market
Indore – 452003
Tel: +91 731 2546401
CIN: L27106MP1988PLC004778
Website: www.rajratan.co.in
Email: investor.cell@rajratan.co.in

NOTES:

- In view of the continuing Covid-19 pandemic and social distancing norm, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 8th April 2020 and 13th April 2020, 5th May 2020 and 13th January 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15th January 2021 (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company.
- Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
- Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto
- Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act")
- In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report FY 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report FY 2020-21 will also be available on the Company's website www.rajratan.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor.cell@rajratan.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
- Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.

- The Register of Members and the Share Transfer Books of the Company will remain closed from 14th July 2021 to 21st July 2021 (both days inclusive), for the purpose of Annual General Meeting and payment of dividend.
- The Dividend, if declared, will be payable to those Equity Shareholders whose names stand on the Register of Members as at the close of business hours on 13th July 2021, and in respect of shares held in the electronic form, the dividend will be payable to the beneficial owners as at the close of business hours on 13th July 2021 as per details furnished by the Depositories for this purpose. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Link Intime India Pvt. Ltd. or with Company as maintained in point no 6 (in case of shares held in physical mode) and DPs (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to investor.cell@rajratan.co.in latest by Tuesday, 13th July 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to investor.cell@rajratan.co.in latest by Tuesday, 13th July 2021.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. for assistance in this regard.
- 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 Link Intime India Pvt. Ltd, (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participants in case the shares are held in electronic form and to Link Intime India Pvt. Ltd. in case the shares are held in physical form.
13. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
- The due dates for transfer of unclaimed / unpaid dividend to IEPF are as follows –
- | Date of declaration of dividend | Dividend for Financial Year | Proposed Month and year of Transfer to IEPF |
|---------------------------------|-----------------------------|---|
| 26-09-2014 | 2013-14 | October, 2021 |
| 11-08-2015 | 2014-15 | September, 2022 |
| 26-07-2016 | 2015-16 | August, 2023 |
| 11-08-2017 | 2016-17 | September, 2024 |
| 21-07-2018 | 2017-18 | August, 2025 |
| 22-07-2019 | 2018-19 | August, 2026 |
| 29-02-2020 | 2019-20 (Interim) | April, 2027 |
15. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 & 5 of the Notice, are annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083 Ph: 022-25946970. Members holding shares in demat form are requested to inform the concerned depository Participants of any change in address, dividend mandate, e-mail etc. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice 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. 21st July 2021. Members seeking to inspect such documents can send an email to investor.cell@rajratan.co.in.
20. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Vatsalya Sharma, Practicing Company Secretaries (M. No. 48100 and COP No. 19574), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

21. The e-voting period commences on Sunday, 18th July 2021 (9:00 a.m. IST) and ends on Tuesday, 20th July 2021 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialised form, as on cut-off date, i.e. as on 14th July 2021 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.
22. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
23. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and

votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, www.rajratan.co.in.

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

The remote e-voting period begins on Sunday, 18th July 2021 at 09:00 A.M. and ends on Tuesday, 20th July 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14th July 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14th July 2021.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com/ 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to vatsalyasharmaandco@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 14th July 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 14th July 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.cell@rajratan.co.in.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID),

Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.cell@rajratan.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/ AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at investor.cell@rajratan.co.in from 14th July 2021 to 18th July 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. Further, Members who would like to have their questions / queries responded to during the AGM, are requested to send such questions / queries in advance within the aforesaid date, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out the material facts relating to the business under item Nos. 4 & 5 of the accompanying notice dated 24th April 2021 -

Item No. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ('the Act'), read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved at their meeting held on 24th April 2021 the appointment of M/s. Neeraj Maheshwari & Associates, Cost Accountant (Firm Registration No. 002113), Practising Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended 31st March 2022.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2022. The Board recommends the resolution set forth in Item No. 4 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 5

Mr. Sunil Chordia was appointed as the Managing Director of the Company for a period of three years effective 1st April 2018, not liable to retire by rotation, and the said appointment was approved by the Shareholders at their Annual General Meeting held on 21st July 2018. The Board of Directors ('the Board'), on 10th May, 2019, re-designated Mr. Sunil Chordia as the Chairman and Managing Director ('CMD') of the Company which was approved by shareholders at their Annual General Meeting held on 22nd July 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on 21st January, 2021, re-appointed Mr. Sunil Chordia as the Chairman and Managing Director of the Company, not liable to retire by rotation, for a further period of three years effective 1st April 2021 through 31st March 2024, subject to approval of the Shareholders.

The Board, while re-appointing Mr. Sunil Chordia as the Chairman and Managing Director of the Company, considered his background, experience and contributions to the Company.

Mr Sunil Chordia is the founder promoter of Rajratan Global Wire Limited. He holds DCMA, MBA (Finance) and B.Sc. degrees from DAVV, Indore. Mr. Chordia possesses a vast experience of almost three decades in the industry. Under his leadership, the Company has reported significant growth in the tyre bead wire business and emerged the largest supplier of bead wire to the Indian tyre industry. He has been responsible for building the business from scratch to the current position. His acumen has helped the company consolidate its position in the industry. He manages the overall planning and general business strategies. Mr. Chordia has been actively associated with business associations like Confederation of Indian Industries, All India Management Association and Steel Wire Manufacturers Association of India etc. in various capacities.

This should be treated as an abstract/memorandum of the terms and conditions of appointment and memorandum of interest of the respective appointee as required under section 190 of the Act

The principal terms and conditions of re-appointment of Mr. Sunil Chordia as Chairman and Managing Director are as under -

- Tenure of Appointment:** From 1st April 2021 to 31st March 2024

2. Remuneration:

- Basic Salary: Rs. 10,00,000/- (Rupees Ten lakhs Only) per month with Annual Increment of Rs. 24,00,000/- (Rupees Twenty Four lakhs Only) every year.

The annual increments will be effective from 1st April each year, as may be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and according to the performance of the Company.

b) Benefits, Perquisites and Allowances:

- (i) Leave Travel Allowance - Reimbursement once in a year subject to maximum of Rs. 2,50,000 (Rupees Two lakhs Fifty Thousand Only)
- (ii) Medical Allowance - Reimbursement of medical expenses of chairman and Managing Director and his family subject to maximum of Rs. 2,50,000 (Rupees Two lakhs Fifty Thousand Only) per annum.
- (iii) Car – Company's car/s with driver/s and/or other suitable conveyance facilities.
- (iv) Telephone – Telephone and other communication facility at residence
- (v) Club Fees – Subject to maximum of two clubs, this will not include admission and life membership.
- (vi) Gratuity payment: As per the Rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.

3. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during his tenure, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration.

As per Section 197 of the Companies Act, 2013, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Further as per 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations") vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rs. 5 crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the Company.

At present, on the Board of the Company there is only one executive director who is promoter, namely Mr. Sunil Chordia, Chairman & Managing Director. The members of the Company in their AGM held on 22nd July 2019 had approved payment of remuneration to Mr. Chordia as per Regulation 17(6)(e) for remaining of his tenure which has expired on 31.03.2021. The remuneration proposed to be paid to Mr. Chordia may be in excess of 2.5% of net profits of the Company, individually and more than 5% of the net profits of the Company in aggregate with other promoters executive director(s) for his proposed tenure. Further the remuneration proposed to be paid to Mr. Sunil Chordia is within the limit of 5 percent of the net profits of the Company as stipulated in Section 197 of the Companies Act, 2013. However, during the proposed tenure of Mr. Sunil Chordia i.e. upto 31.03.2024, the annual remuneration payable to him and the aggregate annual remuneration, may exceed may exceed the limits as contemplated in Regulation 17(6)(e) of the Listing Regulations and Section 197 of the Companies Act. This necessitates seeking the approval of the members of the Company by way of special resolution during the tenure of his appointment i.e. upto 31st March 2024 in order to comply with Listing Regulations and Companies Act, 2013.

In terms of the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 the approval of the members of the Company is being sought for appointment and approve the remuneration of Mr. Sunil Chordia as Chairman & Managing Director of the Company, accordingly your directors commend to pass the resolution as set out in Item No. 5 as Special resolution.

None of the directors or key managerial person or relatives of directors and KMP are concerned or interested in the said resolution, whether financially or otherwise. The relatives of Mr. Sunil Chordia may be deemed to be interested in the resolutions to the extent of their shareholding, if any, in the Company.

Statement of Information relevant to Mr. Sunil Chordia as required under Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

- 1. Nature of Industry**
Engineering Industry
- 2. Date or expected date of commencement of commercial production**
The company was incorporated on 9th September 1988 and commenced commercial production in the year 1991.

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

₹ in lakhs

Particulars	Standalone		Consolidated	
	31.03.2021	31.03.2020	31.03.2021	31.03.2020
Revenue				
1. Revenue from operations	33745	28614	54654	48021
2. Other Income	61	163	163	117
Profit before Tax	4746	3279	6626	4371
Less: (i) Current Tax	1124	701	1388	755
(ii) Deferred Tax	(75)	268	(75)	312
Profit for the Period	3697	2310	5313	3304

5. Foreign investments or collaborations, if any

The Company has made investment in wholly owned subsidiary namely Rajratan Thai Wire Co. Ltd., Thailand.

II. INFORMATION ABOUT THE APPOINTEE**1. Background details**

As given in explanatory statement to Item No. 5.

2. Past remuneration

The remuneration paid to Mr. Sunil Chordia for the Financial Year 2020-21 is Rs. 101 lakhs.

3. Recognition or awards

Mr. Sunil has held & continues to hold various responsible positions in several industry & trade associations namely SWMAI, IMA and CII. The most recent being the Deputy-Chairman of Confederation of Indian Industries – Western Region.

4. Job profile and his suitability

Mr. Sunil Chordia as the Chairman and Managing Director has been managing the overall business and operations. The Company has made enormous progress under his stewardship. His vision is to make the Company one of the best in the global market. In view of his vast experience, his reappointment as the Chairman and Managing Director would be in the best interests of the Company.

Mr. Sunil Chordia shall have all powers and duties as the Board may determine from time to time.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in aforesaid points.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the company, profile of Mr. Sunil Chordia, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Sunil Chordia belongs to Promoter Group of the company. He together with other promoters holds 65% equity share capital of the Company. He is also having interest to the extent of the remuneration which he may draw from the Company being the Chairman and Managing Director and dividend as may be declared by the Company. His relatives have also rented out office premises to the Company on terms approved by the Board. Mr. Sunil Chordia is relative of Mr. Yashovardhan Chordia, director of the Company.

III. OTHER INFORMATION:**1. Reasons for loss or inadequate profits**

Not applicable, as the company earned posted net profit after tax of Rs. 3697 lakhs. During the year ended 31st March 2021.

2. Steps taken or proposed to be taken for improvement.

Not applicable; as the company earned adequate profits.

3. Expected increase in productivity and profits in measurable terms.

Not applicable; as the company earned adequate profits.

IV. Disclosures:

Remuneration package of the managerial person: Fully described in the explanatory statement as stated above.

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report FY 2020-21: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report. forming part of the Annual Report of FY 2020-21 of the Company

Dated: 24th April 2021
Place: Indore

By order of the Board of Directors
Shubham Jain
Company Secretary
(ACS: 35317)

Registered Office

'Rajratan House'
11/2 Meera Path, Dhenu Market
Indore – 452003
Tel: +91 731 2546401
CIN: L27106MP1988PLC004778
Website: www.rajratan.co.in
Email: investor.cell@rajratan.co.in

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the brief profile of Directors eligible for re-appointment vide item no. 3 and 5 is as follows

Nature of information	Item No.3 of notice	Item No.5 of notice
Name	CA Abhishek Dalmia	Mr. Sunil Chordia
Date of birth	6th May, 1969	5th September 1963
Age	52	57
Date of first Appointment on the Board	11.06.2005	09.09.1988
Educational Qualification	B.Com (Hons), FCA, ACMA	Bsc., DCMA, MBA (Finance)
Experience	30 Years	33 Years
Expertise in functional areas / Brief resume	Mr. Abhishek Dalmia, the Chairman of Renaissance Group, is a Chartered Accountant by qualification. Before joining the Renaissance Group, he worked with OCL India Ltd, Khamman Granite Ltd and Orissa Cement Ltd. He is currently responsible for providing strategic direction at the board level to Revathi Equipment Limited and other group companies of Renaissance Group.	Mr. Sunil Chordia, founder promoter of Rajratan Global Wire Limited, holds DCMA, MBA (Finance) and BSc. degrees from DAVV, Indore. Mr. Chordia possesses a vast experience of almost three decades in the industry. Under his leadership the Company reported significant growth and emerged as the largest tyre bead wire business in India. His acumen helped the company consolidate its position in the industry. He leads Rajratan in overall planning, general business, generating strategies and identifying opportunities.
Details of shares held in the Company	Nil	1,01,188

Nature of information	Item No.3 of notice	Item No.5 of notice
List of Companies in which outside directorship held	1. Ravathi Equipment Ltd. 2. Renaissance Stocks Limited 3. Priyadarshanyagri Farms Pvt. Ltd. 4. Swbi Design Informatics Private Limited 5. Aditya Infotech Limite 6. Ashiana Housing Ltd. 7. Hari Investments Private Limited 8. Alpha Alternatives Holdings Private Limited 9. Semac Consultants Private Limited 10. Renaissance Consultancy Services Limited 11. Renaissance Corporate Consultants Limited 12. Renaissance Advanced Consultancy Limited	1. Swastika Investmart Limited 2. Rajratan Resources Pvt. Ltd. 3. Rajratan Investments Pvt. Ltd.
Member/ Chairman of Committees of other Companies on which he is a director*	Revathi Equipment Limited Corporate Social Relationship Committee – Member Ashiana Housing Limited Nomination & Remuneration Committee – Member Rajratan Global Wire Limited Nomination and Remuneration Committee – Member Corporate Social Relationship Committee – Member	Swastika Investmart Limited Audit Committee – Member Nomination and remuneration committee – Member Stakeholders Relationship Committee – Member Rajratan Global Wire Limited Corporate Social Responsibility Committee – Member
Relationship with any Director(s) of the Company	Nil	Mr. Yashovardhan Chordia is son of Mr. Sunil Chordia.
Number of board meeting attended during the year	4	4
Terms and condition of appointment / re-appointment	Director liable to retire by rotation	As per the resolution proposed at Item No. 5 of the Notice of 33rd Annual General Meeting of the Company read together with explanatory statement.
Remuneration to be paid	Sitting Fees	
Last drawn remuneration	Sitting Fees	Rs. 101 lakhs