



RGWL/22-23/

17th September, 2022

To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400001 Scrip Code – 517522	To National Stock Exchange of India Limited ‘Exchange Plaza’, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol - RAJRATAN
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Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2 015

Dear Sir

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Postal Ballot Notice along with Explanatory Statement thereof seeking approval of the members of the Company for the following –

1. Reappointment of Mr. Rajesh Mittal (DIN:08483698) as an independent director
2. Appointment of Mrs. Alka Arora Misra (DIN:08038518) as an independent director

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, the postal ballot notice has been sent/issued only through electronic mode to those shareholders today, whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., Link Intime India Pvt. Ltd./ Depository(ies)/Depository Participants and whose names appear in the Register of Members as on cut-off date, i.e. Friday, 9th September, 2022. As per the provisions of the MCA circulars, shareholders can vote only through the remote e-voting process. The Remote E-voting commences on 18th September, 2022 at 9:00 Hrs. (IST) and concludes on 17th October, 2022 at 17:00 Hrs. (IST). The notice containing e-voting instructions and other necessary details is being hosted on the website of the Company i.e. www.rajratan.co.in. The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before 19th October, 2022. You are requested to take the above on your records.

The said Postal Ballot Notice will also be made available on the website of the Company www.rajratan.co.in

Kindly take the above information on your record.

Thanking you,
Yours faithfully,
For **Rajratan Global Wire Limited**

Shubham Jain
Company Secretary & Compliance Officer

Rajratan Global Wire Limited
Registered Office: 'Rajratan House' 11/2 Meera Path, Dhenu Market
Indore – 452003 (M.P.)
CIN No. L27106MP1988PLC004778 Website – www.rajratan.co.in
Email – investor.cell@rajratan.co.in

Notice of Postal Ballot to the Shareholders
(Notice issued to members pursuant to Section 110 of the
Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 and 108 of the Companies Act, 2013, (the Act), read together with the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 20/2021 dated 8th December, 2021 and 03/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”), and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution set out below are proposed to be passed by shareholders of the Company through postal ballot through remote e-voting process only. An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 9th September, 2022 (“cut-off date”) received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The detailed instructions for evoting are given in the Notes under the section 'Instruction for e-voting'. The e-voting period commences from 9:00 hours (IST) on Sunday, 18th September, 2022 and will end at 17:00 hours (IST) Monday, 17th October, 2022. The e-voting module shall be disabled by CDSL thereafter.

The Board of Directors has appointed Mr. Palash Jain, Practising Company Secretary, (Membership No. 50724 and Certificate of Practice No. 18542) as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. Central Depository Services (India) Limited (CDSL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

Upon completion of e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after the completion of the scrutiny of the votes cast electronically. The result of the postal ballot through e-voting process shall be announced, on or before 19th October, 2022. The result along with the Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchanges where the Company's securities are listed and displayed on the Company's website www.rajratan.co.in along with the Scrutinizer's report.

RESOLUTIONS

1. RE-APPOINTMENT OF MR. RAJESH MITTAL (DIN:08483698) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Listing Regulations”), applicable provisions of Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be necessary, Mr. Rajesh Mittal (DIN 08483698), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors of the Company with effect from 22nd July, 2022 in terms of applicable provisions of the Act and the Listing Regulations, and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company and who is eligible for reappointment, be and is hereby reappointed as an Independent Director of the Company to hold office for a second term of three consecutive years commencing from 22nd July, 2022 till 21st July, 2025, whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable and to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company, in order to give effect to this resolution.”

2. APPOINTMENT OF MRS ALKA ARORA MISRA (DIN: 08038518) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Listing Regulations”), applicable provisions of Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals as may be necessary, Mrs Alka Arora Misra (DIN: 08038518), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors of the Company with effect from 22nd July, 2022 in terms of applicable provisions of the Act and the Listing Regulations, and who has submitted a declaration that she meets the criteria for independence as provided under the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years with effect from 22nd July, 2022 till 21st July, 2025, whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable and to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company, in order to give effect to this resolution.”

Place – Indore
Date – 21st July, 2022

By the order of Board
Sd/-
Shubham Jain
Company Secretary and Compliance Officer

Notes

1. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on 9th September, 2022 (“cut-off date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated 9th December, 2022, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Central Depository Services (India) Limited, the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
4. This Postal Ballot Notice will also be available on the Company's website at www.rajratan.co.in, website 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 CDSL at www.evotingindia.com.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of e-voting.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. The e-voting period commences on Sunday, 18th September, 2022, (9:00 AM IST) and ends on Monday, 17th October, 2022 (17:00 hours IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. 9th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 17th, October, 2022 (17:00 hours IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it

subsequently.

8. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. 17th October, 2022.
9. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before 19th October, 2022 at the Registered Office of the Company at 11/2 Meera Path Dhenu Market, Indore - 452003, Madhya Pradesh, India. The result would be displayed at the Registered Office of the Company, intimated to the CDSL and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website www.rajratan.co.in along with the Scrutinizer's report.
10. The documents, if any, referred to in the statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till 17th October, 2022 (17:00 hours IST).

THE INTRUCTIONS FOR REMOTE E-VOTING:

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 Sunday, 18th September, 2022, (9:00 AM IST) and ends on Monday, 17th October, 2022 (17:00 hours IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 9th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting **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 CDSL Depository	<ol style="list-style-type: none">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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: 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 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. 2) 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

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

(iv) Login method for Remote e-Voting 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.
- 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 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant RAJRATAN GLOBAL WIRE LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 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.
 - 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 and to the Company at the email address viz; investor.cell@rajratan.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Explanatory Statement –

Item No. 1.

The Members of the Company had appointed Mr. Rajesh Mittal as an Independent Director of the Company for a period of 3 (three) consecutive years with effect from 22nd July, 2019 to 21st July, 2022. Section 149 (10) of the Act, provides that an Independent director shall hold office for a term up to 5 (five) consecutive years on the board of a Company but shall be eligible for re-appointment, for another term of up to 5 (five) consecutive years, on passing of a Special Resolution by the members.

On the recommendation of the Nomination and Remuneration Committee of the Company, after taking into account the performance evaluation during his first term of three years, the Board of Directors vide a board resolution dated 21st July, 2022, had Re-appointed Mr. Rajesh Mittal (DIN 0843698) as an additional, non-executive independent director of the Company for a second term of 3 (three) consecutive years, not liable to retire by rotation, to hold the office for a period of 3 (three) consecutive years with effect from 22nd July, 2022.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Rajesh Mittal for the office of a non-executive, independent director, to be appointed as such under the provisions of Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof).

The Company has also received (i) consent in writing from Mr Rajesh Mittal to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014; (ii) an intimation in Form DIR 8 in terms of the of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr Rajesh Mittal to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; (iii) a confirmation from Mr Rajesh Mittal that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority and (iv) a declaration from Mr. Rajesh Mittal that he meets the criteria of independence as provided under Section 149 of the Act and the Listing Regulations.

A brief profile and other details of Mr. Rajesh Mittal as required to be provided under Regulation 36 of the Listing Regulations and Secretarial Standards-2 issued by the Institute of Company Secretaries of India forms part of this Notice.

A copy of the letter of Re-appointment of Mr. Rajesh Mittal as a Non-Executive, Independent Director setting out the terms and conditions of his Re-appointment and all other material documents referred to in the Notice and Explanatory Statement is available for inspection without any fee by the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investor.cell@rajratan.co.in

In the opinion of the Board, Mr. Rajesh Mittal fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

The Board of Directors of the Company is of the view that the continued association of Mr. Rajesh Mittal would benefit the Company considering the knowledge, experience and performance and his contribution on the Board.

The resolution seeks the approval of members for the re-appointment of Mr. Rajesh Mittal as an Independent Director of the Company for a second term of 3 (three) consecutive years with effect from 22nd July, 2022 till 21st July, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof) and he shall not be liable to retire by rotation.

Except Mr. Rajesh Mittal, being appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution.

The Board of Directors recommends this resolution for the approval of members as a Special Resolution.

Item No. 2.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide a resolution dated 21st July, 2022, had appointed Mrs. Alka Arora Misra (DIN: 08038518) as an additional, non-executive independent director of the Company, not liable to retire by rotation to hold the office for a period of 3 (three) years with effect from 22nd July, 2022.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mrs. Alka Arora Misra for the office of a non-executive, independent director, to be appointed as such under the provisions of Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof).

The Company has also received (i) consent in writing from Mrs Alka Arora Misra to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014; (ii) an intimation in Form DIR 8 in terms of the of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mrs Alka Arora Misra to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; (iii) a confirmation from Mrs Alka Arora Misra that she is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority; and (iv) a declaration from Alka Arora Misra that she meets the criteria of independence as provided under Section 149 of the Act and the Listing Regulations.

A brief profile and other details of Mrs. Alka Arora Misra as required to be provided under regulation 36 of the Listing Regulations and Secretarial Standards-2 issued by the Institute of Company Secretaries of India forms part of this Notice.

A copy of the letter of appointment of Mrs Alka Arora Misra as a non-executive, independent director setting out the terms and conditions of her appointment and all other material documents referred to in the Notice and Explanatory Statement is available for inspection without any fee by the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investor.cell@rajratan.co.in

In the opinion of the Board, Mrs. Alka Arora Misra possess appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

The resolution seeks the approval of members for the appointment of Mrs Alka Arora Misra as a non executive independent director of the Company to hold office for 3 (three) consecutive years with effect from 22nd July, 2022 till 21st July, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) whose office shall not be liable to retire by rotation.

Except Mrs. Alka Arora Misra, being appointee and her relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution.

The Board of Directors recommends this resolution for the approval of members as an Special Resolution.

Place – Indore
Date – 21st July, 2022

By the order of Board
Sd/-
Shubham Jain
Company Secretary and Compliance Officer

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 seeking appointment / re-appointment

Nature of information	Item No. 1 of notice	Item No. 2 of notice
Name	Mr. Rajesh Mittal	Mrs. Alka Arora Misra
Date of birth	1 st November, 1964	16 th December, 1961
Age	57 Years	60 Years
Date of first Appointment on the Board	22 nd July, 2019	22 nd July, 2022
Educational Qualification	B.E., ACMA, Professional course in Leadership from Leeds Business School, Leeds, UK	ICSE & ISC, BA ECONOMICS HONS., M.A. ECONOMICS
Experience	37 Years	35 Years
Expertise in functional areas / Brief resume	<p>Mr. Rajesh Mittal is a qualified mechanical engineer and a cost accountant. He also did professional courses at Leeds University Business School, UK. Mr. Rajesh has 37 years of experience in the automotive industry. He started his career with Hindustan Motors in 1985 and moved on to Eicher Motors in 1992. He joined Volvo group in 2014. Amongst other modernisation projects at VECV, Mr. Rajesh led the VE powertrain, Cab BIW and paint plant projects. Currently, Mr. Rajesh shoulders the responsibility of President of Isuzu Engineering Business Centre, India and Deputy President of Isuzu Motors, India. He is part of the executive board in both the companies. Isuzu Motors has a footprint in more than 150 countries.</p> <p>Before joining Isuzu, Mr. Rajesh worked at UD Truck Corporation, Japan, as Senior Vice President – Logistics. Prior to this he assumed the role of Senior Vice President- Purchasing, at Volvo</p>	<p>Mrs. Alka Arora Misra is a senior bureaucrat who worked for Indian Railways in a variety of roles in a career spanning 35 years. A postgraduate in Economics and a Gold Medalist from Allahabad University, she recently retired as Additional Member Human Resources of the Railway Board and as the Vice Chancellor of National Rail and Transport University, Vadodara- a unique institution that she had the privilege to set up from scratch.</p> <p>She won the Railway Minister's Award for excellence and was also selected for a Chevening Scholarship. She has significant experience and expertise in infrastructure and logistics management; Human Resource development; education and inter-ministerial affairs. Well-read and widely travelled, her passion includes institution building; skill building; community service and women participation in economic activity</p>

	<p>Group Truck Asia and Joint Ventures. He led cross functional product cost programmes for the turnaround of group trucks business in Asia.</p> <p>Mr. Rajesh was also a part of the executive leadership team of Dong Feng commercial vehicles, a Volvo Group joint venture in China. He was the Senior Vice President for Manufacturing and Quality DFCV in Shiyan, China. During his two-year tenure, Mr. Rajesh made significant contributions to establish the joint venture. He also led the project of new Volvo technology 14 speed gear box plant at DFCV.</p>	
Details of shares held in the Company	Nil	Nil
List of Companies in which outside directorship held (excluding foreign companies and Section 8 companies)	<p>Isuzu Motors India Private Limited</p> <p>Isuzu Engineering Business Centre India Private Limited</p>	Sarsan Enterprises Private Limited
Member / Chairman of Committees of other Companies on which he is a director	<p>Member of CSR Committee of</p> <p>Isuzu Engineering Business Centre India Private Limited</p>	Nil
Relationship with any Director(s) of the Company	Nil	Nil
Number of board meeting attended during the Previous financial year	5	Not Applicable
Terms and condition of appointment / re-appointment	Independent Director not liable to retire by rotation.	Independent Director not liable to retire by rotation.
Remuneration to be paid	Sitting Fee for attending the Board and committee Meetings	Sitting Fee for attending the Board and committee Meetings
Last drawn remuneration	Sitting Fee for attending the Board and committee Meetings	Nil

Note – Mr. Rajesh Mittal and Mrs. Alka Arora Misra have not resigned from any listed company in the past three years.

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