



## NOTICE

The 20th Annual General Meeting of Raj Oil Mills Limited (CIN: L15142MH2001PLC133714) will be held on Tuesday, August 02, 2022, at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means ("OAVM") to transact following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2022 and the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To approve the remuneration of M/s. Vinod C. Subramaniam & Co., Cost Accountants, for the financial year ending 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023.

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Vinod C. Subramaniam & Co., Cost Accountants, appointed on recommendation of the Audit Committee by the Board of Directors of the Company as Cost Auditors under Section 148 of the Companies Act, 2013, to conduct the audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023, at the remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand Only) plus applicable taxes, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. To Regularize of Appointment of Mr. Atikurraheman Daudbhai Mukhi as a Managing Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule 'V' thereof and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the shareholders be and is hereby accorded to the appointment of Mr. Atikurraheman Daudbhai Mukhi as a Managing Director (MD) of the Company for a period of three years, from November 12, 2021 to November 11, 2024, on the terms and conditions specified hereunder

- (a) Nature of Duties: Mr. Atikurraheman Daudbhai Mukhi shall carry out such duties as may be entrusted to him subject to the supervision and control of the Board from time to time.
- (b) Consolidated Salary and Perquisites: Mr. Atikurraheman Daudbhai Mukhi shall be entitled to receive a consolidated salary and perquisites upto Rs. 32.4 Lakhs per year and may be eligible for such annual increments, as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by it from time to time.



If the Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule 'V' to the Companies Act, 2013, by way of minimum remuneration.

Mr. Atikurrahman Daudbhai Mukhi will not be entitled for sitting fees for attending Meetings of the Board of Directors or Committee thereof.

**RESOLVED FURTHER THAT** that the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

**RESOLVED FURTHER THAT** that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Atikurrahman Daudbhai Mukhi shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all such steps as may necessary and to do all such acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution."

6. To Regularize of Additional Director, Mrs. Needa Altaf Mukhi as Whole Time Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mrs. Needa Altaf Mukhi (DIN: 07664451) as a Whole Time Director of the Company, for a period of 5 (five) years from June 30, 2022, the period of her office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit."

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any of the financial year, she will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule 'V' to the Companies Act, 2013, by way of minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

7. To Appoint of Mr. Arun Dash (DIN:09657537) as Non-Executive Director Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act and Rules, made thereunder, and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Arun Dash (DIN: 09657537) who was appointed as a Non-Executive Independent (Additional) Director of the Company with effect from June 30, 2022, under section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from June 30, 2022."



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To increase in the borrowing powers of the company under section 180(1)(c) of Companies Act, 2013.

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

“**RESOLVED THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 50 Crores (Rupees Fifty Crores Only) over and above the aggregate of the paid up capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**For and on behalf of the Board of Directors  
Of Raj Oil Mills Limited**

**Mumbai, June 30, 2022**

**Sd/-  
Parvez Shafee Ahmed Shaikh  
Chairman**



## NOTES

1. The AGM will be held on Tuesday, August 02, 2022 at 11:00 a.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, MCA General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, MCA General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, MCA General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, MCA General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, SEBI Circular dated 12<sup>th</sup> May, 2020, SEBI Circular dated 15<sup>th</sup> January, 2021 AND SEBI Circular dated 13<sup>th</sup> May, 2022.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The AGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 ("Act") read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
6. A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a Member of the Company. However, as this AGM is being conducted through VC/OAVM, 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 to this Notice.
7. Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) intending to send their authorized representative(s) to attend the Meeting through VC / OAVM, are requested to send a Certified True Copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [amitrdadheech@gmail.com](mailto:amitrdadheech@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, 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. August 02, 2022, Members seeking to inspect such documents can send an email to [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com).
10. In compliance with the aforesaid MCA Circulars and SEBI, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com).



rajoilmillsLtd.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>

11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 27, 2022 to Tuesday, August 02, 2022, (both days inclusive) for the purpose of the Meeting.
12. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto to this Notice of AGM as "Annexure I".
13. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
14. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Pvt. Ltd. /DP for receiving Annual Reports and other communications electronically from the Company in the future.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. Updation of Members' Details

The format of the Register of Members prescribed by the Ministry of Corporate Affairs ('MCA') under the Act requires the Company/RTA to record additional details of members including their Permanent Account Number ('PAN'), e-mail address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their details to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their details to the Company's RTA.

18. During the Financial Year 2018-19, SEBI and MCA have mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at [cs@rajoilmillsLtd.com](mailto:cs@rajoilmillsLtd.com) or contact the Company's RTA - Bigshare Services Pvt. Ltd. at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) ('RTA Email') and 022-62638200 ('RTA Number') for assistance in this regard.
19. As per the provisions of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.
20. Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.
21. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date through email on [cs@rajoilmillsLtd.com](mailto:cs@rajoilmillsLtd.com). The same will be replied by the Company suitably.
22. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes..
  - a. Change in their residential status on return to India for permanent settlement



- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
23. Members are requested to notify the Company/RTA 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 DP and holdings should be verified.
24. Process and manner of Voting through Electronic Means;
  - c. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.
  - d. Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
  - e. The Resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.rajoilmillsLtd.com](http://www.rajoilmillsLtd.com).
  - f. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e., remote e- voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting at the meeting will not be considered.
  - g. Members holding shares in physical form or dematerialized form as on Tuesday, July 26, 2022 ('Cut-Off Date') shall be eligible to cast their vote by remote e-voting.
  - h. The remote e-voting period commences on Saturday, July 30, 2022 (IST) and ends on Monday August 01, 2022, (IST). During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. (IST) on Monday August 01, 2022.
25. Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of AGM and holding shares as on the Tuesday, July 26, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admission@bigshareonline.com](mailto:admission@bigshareonline.com) 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 have forgotten 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](http://www.evoting.nsdl.com) or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
26. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM.
27. The Board of Directors has appointed M/s. Amit R. Dadheech & Associates, (M. No. 22889, C.P.: 8952) Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the time of Meeting in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within 48 hours of conclusion of the Meeting submit a consolidated Scrutinizer's Report of the total





votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.

29. The Chairman or any other person authorized by him in writing shall declare the result of voting forthwith.
30. The results declared along with Scrutinizer's Report, will be placed on the Company's website [www.rajoilmillsLtd.com](http://www.rajoilmillsLtd.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed.
31. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

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

The remote e-voting period begins on Saturday, July 30, 2022 (IST) and ends on Monday August 01, 2022. 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. Tuesday, July 26, 2022 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 July 26, 2022.

**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 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a 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 i.e., 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <p>   </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e., 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 &amp; voting during the meeting.</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., 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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?**

1. 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.
2. 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 Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [amitrdadheech@gmail.com](mailto:amitrdadheech@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Vice President at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com)).
2. 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 [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com). If you are an Individual shareholder 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.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e- voting.
2. 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.
3. 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.
4. 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 AGM THROUGH VC/OAVM ARE AS UNDER:**

1. 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 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.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com). The same will be replied by the company suitably.



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

**Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Vinod C. Subramaniam & Co., as Cost Auditor to conduct the audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be determined by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out in Item No.4 of the Notice for approval of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No.4 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No.4 of the Notice for approval of the shareholders.

**Item No. 5.**

The Board of Directors at its meeting held on November 12, 2021, approved the appointment of Mr. Atikurraheman Daudbhai Mukhi as the Managing Director of the Company for a period of 3 (three) years from November 12, 2021 upto November 11, 2024, on terms and conditions as specified in the resolution at Item No. 5 of the Notice. These terms and conditions have also been approved by the Nomination and Remuneration Committee, based on qualifications, experience and contributions.

Mr. Atikurraheman Daudbhai Mukhi appointment and remuneration, fixed in accordance with Sections 196, 197, 203 and Schedule ‘V’ of the Companies Act, 2013, is subject to the approval of the members.

The Company has received consent of Mr. Atikurraheman Daudbhai Mukhi, to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Atikurraheman Daudbhai Mukhi satisfies all the conditions set out in Part-I of Schedule ‘V’ to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for this appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Atikurraheman Daudbhai Mukhi under Section 190 of the Act. The draft contract for appointment of Mr. Atikurraheman Daudbhai Mukhi is available for inspection electronically.

The Board considers it in the interest of the Company to appoint Mr. Atikurraheman Daudbhai Mukhi as the Managing Director of the Company and accordingly, recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any in the Ordinary Resolution set out at Item No. 5 of the Notice.

**Item No. 6**

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on November 12 2021, approved the appointment of Mrs. Needa Altaf ukhi (DIN: 07664451) as Additional Director designated as Whole Time Director (Executive Director) and KMP of the Company for a period of five years, with effect from June 30, 2022, subject to approval of shareholders at the forthcoming Annual General Meeting.



Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mrs. Needa Altaf Mukhi requires approval of the Members by way of Ordinary Resolution. The terms and conditions of the re-appointment and remuneration payable to Mrs. Needa Altaf Mukhi are provided in the resolution referred in Item No. 6 respectively.

The Company has received from Mrs. Needa Altaf Mukhi (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the Management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the Resolution as set out in Item No. 6 of the Notice above by way of Ordinary Resolution.

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

#### **Item No. 7**

Mr. Arun Dash (DIN: 09657537) was appointed as Additional Non-Executive Independent Director by the Board of Directors of the Company with effect from June 30, 2022. The Additional (Independent) Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, Board is also in receipt of declaration from the said Additional (Independent) Director that he respectively meets the criteria of Independence as provided under of Section 149(6) of the Act. In the opinion of the Board, the Additional (Independent) Director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Item no. 7 of this Notice requires approval from the members. In the opinion of the Board, the Independent Director proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed director is independent of management. Except for these Additional (Independent Director), being appointee, none of the Directors/Key Managerial Personnel and their relatives of the Company, are concerned or interested, financially or otherwise in item no. 7 of the Notice

#### **Item No. 8**

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors at its meeting held on May 20, 2022, proposed and approved increase in the borrowing limit upto Rs. 50 Crores (Rupees Fifty Crores) pursuant to Section 180(1)(c) of the Companies Act, 2013 subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Accordingly, the approval of the Members of the Company is sought for increase in the borrowing limits of the Company upto Rs. 50 Crores as stated in the resolution.





The Board of Directors therefore recommends the resolutions as set out in Item No. 7 of the Notice for approval of Members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution

**For and on behalf of the Board of Directors  
Of Raj Oil Mills Limited**

**Mumbai, June 30, 2022**

**Sd/-  
Parvez Shafee Ahmed Shaikh  
Chairman**



## Annexure – I

Pursuant to the Provisions of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) details in respect of Director seeking Appointment/Re-appointment at the Annual General Meeting is furnished below:

Name of Director	Mr. Parvez Shafee Ahmed Shaikh	Mr. Atikurrahman Daudbhai Mukhi	Mr. Tabrez Shafiahmed Shaikh	Mrs. Needa Altaf Mukhi	Mr. Arun Dash
Date of Birth	May 27, 1973	March 07, 1966	February 04, 1976	September 09, 1992	June 12, 1976
Age	49 years	56 years	46 years	30 years	46 years
DIN	00254202	05191543	00255132	07664451	09657537
Date of first appointment on the Board of the Company	May 04, 2018	April 03, 2019	April 03, 2019	June 30, 2022	June 30, 2022
Qualification	FYB.com	8 <sup>th</sup> Class pass	Engineering Graduate	M.com	C.S., L.L.B. and M.B.A.
Experience and expertise	Mr. Parvez Shafee Ahmed Shaikh, a veteran in the construction industry, is known for his innovative thinking, strategic insights and management skills.	He is a budding entrepreneur. He has vast experience and knowledge to manage the Management of the Company	Mr. Tabrez Shaikh, a veteran in the construction industry, is known for his innovative thinking, strategic insights and management skills. He specializes in strategic planning, capital market transactions, due diligence and restructuring. He is also well-known for advising customers on strategic issues related to acquisitions of construction and engineering companies.	She is a budding entrepreneur. She has vast experience and knowledge to manage the Management of the Company	He has over 15 years of experience in the field of Securities Laws, Finance and Corporate Governance.
Terms and Conditions of Appointment/ Reappointment	In terms of section 152 of the Companies Act, 2013 Mr. Parvez Shafee Ahmed Shaikh, who was appointed as Chairman and Whole Time Director of the Company in the Board meeting held on May 04, 2018 and the appointment was regularized in the Annual General Meeting of the Company held on May 04, 2019, is liable to retire by rotation	As detailed in the respective resolutions and explanatory statement	In terms of section 152 of the Companies Act, 2013 Mr. Tabrez Shaikh, who was appointed as Whole Time Director of the Company in the Board meeting held on 03rd April, 2019 and the appointment was regularized in the Annual General Meeting of the Company held on September 30, 2019, is liable to retire by rotation	As detailed in the respective resolutions and explanatory statement	As detailed in the respective resolutions and explanatory statement
Remuneration last Drawn (including sitting fees, if any)	For remuneration, please refer Corporate Governance Report	For remuneration, please refer Corporate Governance Report	For remuneration please refer Corporate Governance Report.	For remuneration please refer Corporate Governance Report.	Not Applicable



Name of Director	Mr. Parvez Shafee Ahmed Shaikh	Mr. Atikurrahman Daudbhai Mukhi	Mr. Tabrez Shafiahmed Shaikh	Mrs. Needa Altaf Mukhi	Mr. Arun Dash
Directorship held in other Listed Companies (As on March 31, 2022)	NIL	NIL	NIL	NIL	NIL
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2022	NIL	NIL	NIL	NIL	NIL
Shareholding of Director in the Company (As on March 31, 2022)	NIL	NIL	NIL	NIL	NIL
Relationship with other Director/ Key Managerial Personnel ("KMP")	Related to Mr. Tabrez Shafiahmed Shaikh, Executive Director of the Company	Related to Mrs. Needa Altaf Mukhi, Additional Executive Director of the Company	Related to Mr. Parvez Shafee Ahmed Shaikh, Chairman of the Company	Related to Mr. Atikurrahman Daudbhai Mukhi, Managing Director of the Company	Not related to any Director(s)/Key Managerial Personnel(s).

**For and on behalf of the Board of Directors  
Of Raj Oil Mills Limited**

**Mumbai, June 30, 2022**

**Sd/-  
Parvez Shafee Ahmed Shaikh  
Chairman**