



NOTICE

The 23rd Annual General Meeting of Raj Oil Mills Limited (CIN: L15142MH2001PLC133714) will be held on **Monday, 29th September, 2025 at 11:30 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, 2025 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. **Ratification of remuneration of M/s. Vinod C. Subramaniam & Co., Cost Accountants, for the financial year ending March 31, 2026.**

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 March 31, 2026 at the remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and out of pocket expenses, 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. **Appointment of M/s. S. K. Jain & Co., Company Secretaries as Secretarial Auditor of the Company, for next five (5) financial years.**

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

"RESOLVED THAT pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. S. K. Jain & Co, Company Secretaries, be and are hereby appointed as the Secretarial Auditor for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, at the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and out of pocket expenses, be and is hereby approved.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."



6. Approval of creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure the borrowings made/to be made under section 180(1)(c) of the 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 pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the directions/guidelines issued by the Reserve Bank of India (“RBI”) or National Housing Bank (“NHB”) and relevant provisions of the Articles of Association of the Company, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall be deemed to include any Committee of the Board, constituted/ to be constituted / reconstituted to exercise its powers including the powers conferred by this resolution) to create charge by way of mortgage(s) and/or hypothecation and/or lien or otherwise on any of movable and / or immovable properties / assets of the Company including receivables in the form of book debts, wherever situated both present and future and / or on whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) wherever situated, on such terms and conditions at such time(s) and in such form and manner, and with such ranking in terms of priority, as the Board in its absolute discretion thinks fit, to or in favor of any bank(s) or Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or Security Trustee(s) or body(ies) corporate or person(s), whether Securities holders of the Company or not, to secure the borrowing facility together with interest, cost, charges and expenses thereon for amount not exceeding ₹50 crore (Rupees Fifty Crore only) at any point of time (including the money(ies) already borrowed by the Company).

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank exclusive/prior/pari-passu/subsequent with/to the hypothecation/mortgages/lien and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”.

7. Approval for Increase in the Remuneration Limit of Mr. Parvez Shafee Ahmed Shaikh, Chairman & Whole Time Director

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

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the consent of the members of the company be and is hereby accorded for an increase in the payment of remuneration of Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202), Chairman and Whole-time Director up to ₹ 1 crore per annum (inclusive of salary, perquisites, incentives and allowances) w.e.f. 1st September, 2025 up to his remaining tenure (up to May 03, 2028) on such terms and conditions as may be agreed to between the Board of Directors and Mr. Parvez Shafee Ahmed Shaikh with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Parvez Shafee Ahmed Shaikh as Whole-time Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.



RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter.”

8. Approval for Increase in the Remuneration Limit of Mr. Tabrez Shafiahmed Shaikh, Whole-Time Director

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

“**RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the consent of the members of the company be and is hereby accorded for an increase in the payment of remuneration of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132), Whole-time Director up to ₹ 1 crore per annum (inclusive of salary, perquisites, incentives and allowances) w.e.f. 1st September, 2025 up to his remaining tenure (up to April 02, 2029) on such terms and conditions as may be agreed to between the Board of Directors and Mr. Tabrez Shafiahmed Shaikh with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Tabrez Shafiahmed Shaikh as Whole-time Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter.”

9. Approval for Re-appointment and Increase in the Remuneration Limit of Mr. Amir Atikurrehman Mukhi, Whole-Time Director

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

“**RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the consent of the members of the company be and is hereby accorded to re-appoint Mr. Amir Atikurrehman Mukhi (DIN: 08352099) as a Whole Time Director of the Company for a further period of five years with effect from 26th December, 2025 to 25th December, 2030, liable to retire by rotation on the below terms and conditions inter-alia including the revision in remuneration of Mr. Amir Atikurrehman Mukhi (DIN: 08352099), Whole-Time Director, to an amount up to ₹ 1 crore per annum (inclusive of salary, perquisites, incentives and allowances) with effect from 1st September, 2025 until the expiry of his present term ending on 25th December, 2025, and further for his re-appointment for a period of five years from 26th December, 2025 to 25th December, 2030, on such terms and conditions as may be agreed to between the Board of Directors and Mr. Amir Atikurrehman Mukhi with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Amir Atikurrehman Mukhi as Whole-time Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter.”



10. Approval for Increase in the Remuneration Limit of Mr. Atikurraheman Daudbhai Mukhi, Managing Director & Whole-Time Director

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

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the consent of the members of the company be and is hereby accorded for an increase in the payment of remuneration of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543), Managing Director and Whole-time Director up to ₹ 1 crore per annum (inclusive of salary, perquisites, incentives and allowances) w.e.f. 1st September, 2025 up to his remaining tenure (up to 11th November, 2027) on such terms and conditions as may be agreed to between the Board of Directors and Mr. Atikurraheman Daudbhai Mukhi with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Atikurraheman Daudbhai Mukhi as Managing Director and Whole-time Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter.”

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

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

Mumbai, August 13, 2025



NOTES

1. The AGM will be held on Monday, September 29, 2025 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (“MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India (“SEBI Circulars”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM.
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. 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 and 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.
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 5th May, 2022, MCA General Circular No. 10/2022 dated 28th December, 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 skjaincs1944@gmail.com with a copy marked to 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. **Monday, September 29, 2025**, Members seeking to inspect such documents can send an email to cs@rajoilmillsltd.com.

10. In compliance with the aforesaid MCA Circulars and SEBI, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the Company's website www.rajoilmillsltd.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

11. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 23, 2025 to Monday, September 29, 2025 (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, 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 or contact the Company's RTA - Bigshare Services Pvt. Ltd. at 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. 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 or the Company's website 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 **Monday, September 22, 2025 ('Cut-Off Date')** shall be eligible to cast their vote by remote e-voting.
 - h. The remote e-voting period commences on **Friday, September 26, 2025 (9:00 A.M.) (IST) and ends on Sunday, September 28, 2025 (5:00 P.M.) (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 Sunday, September 28, 2025.
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 Monday, September 22, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at 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. S.K Jain & Co., (M. No. 1473, C.P.: 3076) 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 and the website of NSDL 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 (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

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

The remote e-voting period begins on Friday, September 26, 2025 (9:00 A.M.) (IST) and ends on Sunday, September 28, 2025 (5:00 P.M.) (IST). 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. Monday, September 22, 2025 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 Monday, September 22, 2025.

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

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





Step 1: Access to NSDL e-Voting system

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

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



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting. 3. If you are 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 4. 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 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 & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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. 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. 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 & 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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 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 or call on.: 022 - 48867000 and 022 - 2499 7000 or send a request to Vice President at 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 share certificate (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.
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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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 AGM THE 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. The same will be replied by the company suitably.
6. As, the AGM is being conducted through VC/OAVM, for the smooth proceeding of the AGM, Members who would like to express their views or ask questions during AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their name, DP ID and Client ID/Folio no., PAN, mobile no. at cs@rajoilmillsltd.com by September 24, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



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 March 31, 2026.

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 March 31, 2026.

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

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors on recommendation of the Audit Committee appointed M/s. S. K. Jain & Co, Company Secretaries as a Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors as proposed at Item no. 5 for approval by the Members by way of an Ordinary Resolution.

Dr. S. K. Jain, M.Com, LL.B, PhD, FCS, is a distinguished Practicing Company Secretary and Founder of M/s. S. K. Jain & Co., based in Mumbai, with over six decades of professional experience. He served on the Central Council of ICSI and has held leadership roles in multiple professional and social bodies. Dr. Jain has represented India internationally and regularly speaks at reputed professional forums. He has authored several publications on capital markets and governance. He is a recipient of numerous prestigious national awards, including the Bharat Ratna Dr. Ambedkar Award and Maharashtra Ratan Award.

M/s. S. K. Jain & Co, Company Secretaries have provided their consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and also confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review Board of the ICSI.

None of the Directors or KMP’s or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

In order to facilitate securing the borrowing availed / to be availed by the Company or associates of Company, by way of loans, or any other securities or otherwise, in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company’s assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.



Item No. 7

The Board of Directors of the Company, at its meeting held on August 13, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the revision in the remuneration of Mr. Parvez Shafee Ahmed Shaikh, Chairman and Whole Time Director of the Company, with effect from September 1, 2025, subject to the approval of the members at the General Meeting.

The proposed revision is in recognition of Mr. Shaikh's significant contribution towards the Company's sustained growth, strategic direction, and operational excellence. The revision also factors in the enhanced scope of his responsibilities and is aligned with current industry benchmarks and remuneration trends.

For the financial years 2023-24 and 2024-25, the remuneration paid to Mr. Shaikh was ₹32.40 lakhs per annum.

It is proposed to obtain the approval of the members for increasing the remuneration limit payable to Mr. Parvez Shafee Ahmed Shaikh, Chairman and Whole Time Director, for the remaining tenure of his current term upto May 3, 2028, including in the event of loss or inadequacy of profits during the said period. Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the revised maximum remuneration has been proposed at ₹1 crore per annum (inclusive of salary, perquisites, incentives and allowances), effective from September 1, 2025, for the balance tenure of his appointment, as detailed in the resolution set out at Item No. 7 of the accompanying Notice.

Further details as required under Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), are provided in Annexure I to this Notice. The proposed remuneration shall remain within the overall limits prescribed under Section 197, read with Schedule V of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 7 of this Notice for the approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Parvez Shafee Ahmed Shaikh, to whom this resolution pertains and his relatives, are in any way concerned or interested in the Resolution as set out at Item no. 7 of this Notice.

Item No. 8

The Board of Directors of the Company, at its meeting held on August 13, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the revision in the remuneration of Mr. Tabrez Shafiahmed Shaikh, Whole Time Director of the Company, with effect from September 1, 2025, subject to the approval of the members at the General Meeting.

The proposed revision is intended to acknowledge Mr. Tabrez's continued leadership, dedication, and strategic contributions that have significantly impacted the Company's growth and operational efficiency. The increase also reflects the expanded scope of his responsibilities and aims to bring his remuneration in line with prevailing industry standards and market practices.

For the financial years 2023-24 and 2024-25, the remuneration paid to Mr. Tabrez was ₹32.40 lakhs per annum.

It is proposed to obtain the approval of the members for increasing the remuneration limit payable to Mr. Tabrez Shafiahmed Shaikh, Whole Time Director, for the remaining tenure of his current term upto April 02, 2029, including in the event of loss or inadequacy of profits during the said period. Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the revised maximum remuneration has been proposed at ₹1 crore per annum

(inclusive of salary, perquisites, incentives and allowances), effective from September 1, 2025, for the balance tenure of his appointment, as detailed in the resolution set out at Item No. 8 of the accompanying Notice.

Further details as required under Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), are provided in Annexure I to this Notice. The proposed remuneration shall remain within the overall limits prescribed under Section 197, read with Schedule V of the Companies Act, 2013.



The Board recommends the resolution set out at Item No. 8 of this Notice for the approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Tabrez Shafiahmed Shaikh, to whom this resolution pertains and his relatives, are in any way concerned or interested in the Resolution as set out at Item no. 8 of this Notice.

Item No. 9

The Board of Directors of the Company, at its meeting held on August 13, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment Mr. Amir Atikurrehman Mukhi (DIN: 08352099) as a Whole Time Director of the Company for a further period of five years with effect from 26th December, 2025 to 25th December, 2030, liable to retire by rotation on the below terms and conditions inter-alia including the revision in remuneration of Mr. Amir Atikurrehman Mukhi (DIN: 08352099), Whole-Time Director, to an amount up to ₹1 crore per annum (inclusive of salary, perquisites, incentives and allowances) with effect from 1st September, 2025 until the expiry of his present term ending on 25th December, 2025, and further for his re-appointment for a period of five years from 26th December, 2025 to 25th December, 2030, on the same terms, subject to the approval of the shareholders of the Company.

The proposed revision recognizes Mr. Amir's exemplary leadership, unwavering dedication and strategic contributions that have driven the Company's growth and enhanced its operational efficiency. It also reflects the expanded scope of his responsibilities and aligns his remuneration with prevailing industry benchmarks and market practices.

For the financial years 2023-24 and 2024-25, the remuneration paid to Mr. Amir was ₹32.40 lakhs per annum.

It is proposed to obtain the approval of the members for increasing the remuneration limit payable to Mr. Amir Atikurrehman Mukhi, Whole Time Director, for the remaining tenure of his current term upto December 25, 2025, including in the event of loss or inadequacy of profits during the said period. Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the revised maximum remuneration has been proposed at ₹1 Crore per annum (inclusive of salary, perquisites, incentives and allowances), effective from September 1, 2025, for the balance tenure of his appointment, as detailed in the resolution set out at Item No. 9 of the accompanying Notice.

Further details as required under Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), are provided in Annexure I to this Notice. The proposed remuneration shall remain within the overall limits prescribed under Section 197, read with Schedule V of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 9 of this Notice for the approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Amir Atikurrehman Mukhi, to whom this resolution pertains and his relatives, are in any way concerned or interested in the Resolution as set out at Item no. 9 of this Notice.

Item No. 10

The Board of Directors of the Company, at its meeting held on August 13, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the revision in the remuneration of Mr. Atikurraheman Daudbhai Mukhi, Managing Director and Whole-time Director of the Company, with effect from September 1, 2025, subject to the approval of the members at the General Meeting.

The proposed revision recognizes Mr. Atikurraheman's exemplary leadership, unwavering dedication and strategic contributions that have driven the Company's growth and enhanced its operational efficiency. It also reflects the expanded scope of his responsibilities and aligns his remuneration with prevailing industry benchmarks and market practices.



For the financial years 2023-24 and 2024-25, the remuneration paid to Mr. Atikurraheman was ₹32.40 lakhs per annum.

It is proposed to obtain the approval of the members for increasing the remuneration limit payable to Mr. Atikurraheman Daudbhai Mukhi, Managing Director and Whole Time Director, for the remaining tenure of his current term upto November 11, 2027, including in the event of loss or inadequacy of profits during the said period. Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the revised maximum remuneration has been proposed at ₹1 Crore per annum (inclusive of salary, perquisites, incentives and allowances), effective from September 1, 2025, for the balance tenure of his appointment, as detailed in the resolution set out at Item No. 10 of the accompanying Notice.

Further details as required under Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), are provided in Annexure I to this Notice. The proposed remuneration shall remain within the overall limits prescribed under Section 197, read with Schedule V of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 10 of this Notice for the approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Atikurraheman Daudbhai Mukhi, to whom this resolution pertains and his relatives, are in any way concerned or interested in the Resolution as set out at Item no. 10 of this Notice.

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

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

Mumbai, August 13, 2025

Annexure - I
PROFILE OF DIRECTOR

(Seeking Appointment/ Re-appointment and/or fixation of remuneration of Directors)

Details of the Directors seeking appointment and/or fixation of remuneration of Directors pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings (SS-2) Issued by the Institute of Company Secretaries of India, as applicable.

Particulars	Mr. Parvez Shafee Ahmed Shaikh	Mr. Tabrez Shafiahmed Shaikh	Mr. Amir Atikurrehman Mukhi	Mr. Atikurraheman Daudbhai Mukhi
Date of Birth	27-05-1973	04-02-1976	May 21, 1997	March 07, 1966
Age	52 years	49 years	28 years	59 years
DIN	00254202	00255132	08352099	05191543
Date of first appointment on the Board of the Company	May 04, 2018	April 03, 2019	December 26, 2020	April 03, 2019
Qualification	FYB.com	Engineering Graduate	Bachelor of Commerce	8th Class pass
Experience and expertise	Mr. Parvez Shaikh, Chairman of the Company and a visionary leader. He has been associated with our Company since 2018. He is a successful businessman having an experience of over 20 years in housing, infrastructure development and real estate industry. He is responsible for driving the overall growth of the real estate segment. He believes in building and nurturing partnerships with investors and key stakeholders.	Mr. Tabrez Shaikh, a distinguished civil engineer and veteran in the construction industry, is renowned for his strategic acumen and management expertise. Leading "Rubberwala Housing & Infrastructure Limited" for more than 20 years, he had expanded into the oil sector by taking over Raj Oil Mills Limited. As Whole Time Director, Mr. Shaikh is pivotal in revitalizing Raj Oil Mills, positioning it for legendary success.	Expertise in management and operation of diverse nature of business. Mr. Amir Mukhi has an experience of around five years of working as a Director.	He is a budding entrepreneur. He has vast experience and knowledge to manage the Management of the Company.
Terms and Conditions of Appointment/ Reappointment	In terms of provisions of the Companies Act, 2013 Mr. Parvez Shaikh, who was appointed as Chairman and Additional 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 August 02, 2022, is liable to retire by rotation.	In terms of provisions of the Companies Act, 2013 Mr. Tabrez Shaikh, who was appointed as Additional Director of the Company in the Board meeting held on April 03, 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. Further, re-appointed on April 03, 2024.	In terms of provisions of the Companies Act, 2013 Mr. Amir Atikurrehman Mukhi, who was appointed as Additional Director of the Company in the Board meeting held on December 26, 2020 and the appointment was regularized in the Annual General Meeting of the Company held on September 30, 2021, is liable to retire by rotation.	In terms of provisions of the Companies Act, 2013 Mr. Atikurraheman Daudbhai Mukhi, who was appointed as Additional Director of the Company in the Board meeting held on April 03, 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. Further, re-appointed as Managing Director on November 12, 2024.
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

Directorship held in other Listed Companies (as on March 31, 2025)	NIL	NIL	NIL	NIL
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2025	NIL	NIL	NIL	NIL
Shareholding of Director in the Company(as on March 31, 2025)	1325	1320	NIL	NIL
Relationship with other Director/ Key Managerial Personnel ("KMP")	Related to Mr. Tabrez Shafiahmed Shaikh, Executive Director of the Company	Related to Mr. Parvez Shafee Ahmed Shaikh, Chairman and Whole Time Director of the Company	Related to Mr. Atikurraheman Daudbhai Mukhi, the Managing Director of the Company	Related to Mr. Amir Atikurrehman Mukhi, Whole Time Director of the Company.

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

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

Mumbai, August 13, 2025

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information

- Nature of industry:** Raj Oil Mills Limited operates in the edible oil and agro-processing industry, primarily engaged in the manufacturing, refining, and marketing of a wide range of edible oils. The Company's product portfolio includes refined soybean oil, sunflower oil, mustard oil, groundnut oil, rice bran oil. ROML serves both retail and bulk consumers, with a strong presence across domestic markets through an extensive distribution network.
- Date of commencement of commercial production:** The Company carries on edible oil business since its incorporation.

3. Financial performance based on given indicators: (Rs. in Lakhs except EPS)

Particulars	2024-25	2023-24	2022-23
Total Revenue	11,451.33	12,752.10	14133.98
Profit before finance cost, depreciation, amortization and tax	280.33	175.16	260.25
Profit after Tax	269.68	170.77	242.48
Turnover	11,445.56	12471.80	14035.57

- Foreign investments or collaboration, if any: NA**

The details of the term of remuneration payable to below mentioned directors:

Particulars	Mr. Parvez Shafi Ahmed Shaikh	Mr. Tabrez Shafiahmed Shaikh	Mr. Amir Atikurrehman Mukhi	Mr. Atikurraheman Daudbhai Mukhi
Tenure of Remuneration	September 1, 2025 to May 3, 2028	September 1, 2025 to April 02, 2029	September 1, 2025 to December 25, 2025 and from December 26, 2025 to December 25, 2030	September 1, 2025 to November 11, 2027
Salary inclusive of all allowances and incentives	Upto ₹ 1 crore per annum	Upto ₹ 1 crore per annum	Upto ₹ 1 crore per annum	Upto ₹ 1 crore per annum
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any — such rule, perquisites shall be evaluated at actual cost.	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any — such rule, perquisites shall be evaluated at actual cost.	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any — such rule, perquisites shall be evaluated at actual cost.	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any — such rule, perquisites shall be evaluated at actual cost.
Retirement Benefits	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other Benefits	The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the course of doing legitimate Business of the Company. Such expenses shall be exclusive of the remuneration mentioned above.	The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the course of doing legitimate Business of the Company. Such expenses shall be exclusive of the remuneration mentioned above.	The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the course of doing legitimate Business of the Company. Such expenses shall be exclusive of the remuneration mentioned above.	The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the course of doing legitimate Business of the Company. Such expenses shall be exclusive of the remuneration mentioned above.
Minimum remuneration	As Decided by the Board. However, Maximum Remuneration shall be ₹ 1 crore per annum	As Decided by the Board. However, Maximum Remuneration shall be ₹ 1 crore per annum	As Decided by the Board. However, Maximum Remuneration shall be ₹ 1 crore per annum	As Decided by the Board. However, Maximum Remuneration shall be ₹ 1 crore per annum

The Board of Directors recommends the resolution in relation to the fixing under of the law. Remuneration of Directors, for the approval of the members of the Company by way of a Special Resolution.

However, in the event of inadequacy of profits, during the tenure of Mr. Parvez Shafi Ahmed Shaikh, Mr. Tabrez Shafiahmed Shaikh, Mr. Amir Atikurrehman Mukhi, Mr. Atikurraheman Daudbhai Mukhi, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of the resolution proposed hereunder.



Other Information:

I. Reasons of loss or inadequate profits

Due to change in technology or other governmental regulations or increasing cost of raw material we may have inadequate profits to meet the proposed remuneration out of profits, some times.

II. Steps taken or proposed to be taken for improvement

We are in process of increasing our capacity to bring economies of scale to our business and will certainly boost our profitability.

III. Expected increase in productivity and profits in measurable terms

We as such cannot quantify the increase in profits in coming year and we can say the Company is expected to do well in future.

IV. Disclosures

The Remuneration package of the managerial personnel has been provided in the notice. The Board recommends the Resolutions as set out at Item nos. 7, 8, 9 & 10 of the Notice as Special Resolutions, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Directors for their respective appointments, are in any way concerned or interested in the Resolutions as set out at Item nos. 7, 8, 9 & 10 of the Notice except to the extent of their shareholding, if any, in the Company.

Mr. Parvez Shafee Ahmed Shaikh

i. Background Detail

Age	Designation	Qualification
52 years	Chairman and Whole Time Director	FYB.com

ii. Experience

Mr. Parvez Shaikh, Chairman of our Company and a visionary leader. He has been associated with our Company since 2018. He is a successful businessman having an experience of over 20 years in housing, infrastructure development and real estate industry. He is responsible for driving the overall growth of the real estate segment. He believes in building and nurturing partnerships with investors and key stakeholders.

iii. Past Remuneration

Year	Remuneration	Perquisites	Total
2023-24	32,40,000	-	32,40,000
2024-25	32,40,000	-	32,40,000

iv. Recognition or awards:

NIL

v. Job profile and his suitability:

Mr. Parvez Shaikh, Chairman & Whole-Time Director of the Company, possesses extensive experience and provides strategic leadership in managing the overall affairs of the Company. Through his sustained and dedicated efforts, he has made significant contributions to the Company's growth and enhanced its performance.



vi. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

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

For the responsibility shouldered by Mr. Parvez Shafee Ahmed Shaikh, Chairman & Whole Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.

viii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: -

Apart from the remuneration and perquisites paid to them as Chairman/Whole-time Director as stated above, he holds 11,54,017 Equity Shares of the Company for which he is entitled to various rights including dividend.

Mr. Tabrez Shafiahmed Shaikh

i. Background Detail

Age	Designation	Qualification
49 years	Whole Time Director	Engineering Graduate

ii. Experience

Mr. Tabrez Shaikh, a distinguished civil engineer and veteran in the construction industry, is renowned for his strategic acumen and management expertise. Leading "Rubberwala Housing & Infrastructure Private Limited" for more than 20 years, he had expanded into the oil sector by taking over Raj Oil Mills Limited. As Whole Time Director, Mr. Shaikh is pivotal in revitalizing Raj Oil Mills, positioning it for legendary success.

iii. Past Remuneration

Year	Remuneration	Perquisites	Total
2023-24	32,40,000	-	32,40,000
2024-25	32,40,000	-	32,40,000

iv. Recognition or awards:

NIL

v. Job profile and his suitability:

Mr. Tabrez Shafiahmed Shaikh, Whole-Time Director of the Company, brings extensive experience and oversees the overall management of the Company under the guidance of the Board of Directors. His consistent and dedicated efforts have played a pivotal role in driving the Company's growth and improving its performance.

vi. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

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

For the responsibility shouldered by Mr. Tabrez Shafiahmed Shaikh, Whole Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.



viii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to them as Whole-time Director as stated above, he holds 11,54,012 Equity Shares of the Company for which he is entitled to various rights including dividend.

Mr. Amir Atikurrehman Mukhi

i. Background Detail

Age	Designation	Qualification
28 years	Whole Time Director	Bachelor of Commerce

ii. Experience

Entrepreneurship is all about giving wings to your dreams. The aspiration to disrupt an existing model and innovate something 'extraordinary' from the shack is what this exciting journey is all about. Mr. Amir Atikurraheman Mukhi, who is one of the youngest Whole-time Director of ROML is bringing the extra edge on the table. He has been associated with our Company from December 26, 2020.

iii. Past Remuneration

Year	Remuneration	Perquisites	Total
2023-24	32,40,000	-	32,40,000
2024-25	32,40,000	-	32,40,000

iv. Recognition or awards:

NIL

v. Job profile and his suitability:

Mr. Amir Atikurrehman Mukhi, Whole-time Director of the Company is highly experienced and provided significant contribution in some of the marketing areas for the products of the Company.

vi. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

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

For the responsibility shouldered by Mr. Amir Atikurrehman Mukhi, Whole Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.

viii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: -

Apart from the remuneration and perquisites paid to them as Whole-time Directors as stated above and their respective shareholding held directly or indirectly in the Company.

Mr. Atikurraheman Daudbhai Mukhi

i. Background Detail

Age	Designation	Qualification
59 years	Whole Time Director	8th Class pass



ii. Experience

Mr. Atikurraheman Daudbhai Mukhi, Managing director of our Company. He has been associated with our Company from April 03, 2018. He possesses experience of more than 35 years in the field of tours and travels. He is associated with “MUKHI INDUSTRIES LIMITED”, which is one of the Promoter Group entities. He is keen about taking the Company to new heights through his defined vision and vast experience as a Businessman.

iii. Past Remuneration

Year	Remuneration	Perquisites	Total
2023-24	32,40,000	-	32,40,000
2024-25	32,40,000	-	32,40,000

iv. Recognition or awards:

NIL

v. Job profile and his suitability:

Mr. Atikurraheman Daudbhai Mukhi, Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company.

vi. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

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

For the responsibility shouldered by Mr. Atikurraheman Daudbhai Mukhi, Whole Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.

viii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: -

Apart from the remuneration and perquisites paid to them as Managing Director/Whole-time Directors as stated above and their respective shareholding held directly or indirectly in the Company