



## RAJ OIL MILLS LIMITED

CIN: L15142MH2001PLC133714

Registered Office: 224- 230, Bellasis Road, Mumbai – 400008.

Corporate Office: 205, Raheja Center, 214, Free Press Journal Marg,  
Nariman Point, Mumbai – 400021.

Tel No: +91 22-6666-6988/989

E-mail: [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com); Website: [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, January 10, 2026 (9.00 a.m. IST)	Sunday, February 08, 2026 (5.00 p.m. IST)

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time-to-time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS2”), that the resolution set-out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“e-voting”).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice (“Notice”), for your consideration.

Pursuant to Rule 22(5) of the Management Rules, Mr. S. K. Jain (Membership No. ACS 1473 and C.P. No. 3076) from M/s. S.K. Jain & Co., Practicing Company Secretary, Mumbai have been appointed as the “Scrutinizer”, to scrutinize the e-voting process in a fair and transparent manner.

The e-voting period commences from 09.00 a.m. (IST) on Saturday, January 10, 2026, and ends at 05.00 p.m. (IST) on Sunday, February 08, 2026. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Sunday, February 08, 2026 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the “Chairman”) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the website of the Company at [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com), the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, February 08, 2026, i.e. the last date specified for e-voting.



**SPECIAL BUSINESS:**

**1. Re-appointment of Mrs. Kiran Raghavendra Awasthi (DIN: 09066721) as an Independent Director of the Company for the Second Term of Five Years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and any other applicable provisions/regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for re-appointment of Mrs. Kiran Raghavendra Awasthi (DIN: 09066721), whose current period of office is expiring on February 12, 2026 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations as an Independent, Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company from February 13, 2026 to February 12, 2031.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this Resolution.”

**2. Re-appointment of Mr. Rishang Sanjay Jain (DIN: 09065828) as an Independent Director of the Company for the Second Term of Five Years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and any other applicable provisions/regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for re-appointment of Mr. Rishang Sanjay Jain (DIN: 09065828), whose current period of office is expiring on February 12, 2026 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations as an Independent, Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company from February 13, 2026 to February 12, 2031.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this Resolution.”

**3. Re-appointment of Mr. Unmesh Breed (DIN: 09211149) as an Independent Director of the Company for the Second Term of Five Years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and any other applicable provisions/regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for re-appointment of Mr. Unmesh Breed (DIN: 09211149), whose current period of office is expiring on June 23, 2026 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act and



Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with rules made thereunder and Listing Regulations as an Independent, Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company from June 24, 2026 to June 25, 2031.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents as may be required to give effect to this Resolution.”

**Registered Office:**

224-230, Bellasis Road, Mumbai – 400008

CIN: L15142MH2001PLC133714

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Website: [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com)

**By order of the Board  
For Raj Oil Mills Limited**

Sd/-  
**Priya Pandey**  
Company Secretary

**Date:** November 07, 2025

**Place:** Mumbai

**Notes:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Friday, January 02, 2026 (“Cut- off Date”). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners as received from National Security Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and whose email addresses are registered with the Company or with the depository(ies)/depository participants as on the Cut-off date. It is however, clarified that all members of the Company as on the closure of Cut-off date (including those members who may not have received this Notice due to non- registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com) and on the website of NSDL <https://www.evoting.nsdl.com/>.
5. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The e-voting period commences on Saturday, January 10, 2026 (9.00 a.m. IST) and ends on Sunday, February 08, 2026 (5.00 p.m. IST).
7. All documents referred in the Notice and the Explanatory Statement will be available for inspection by the members without payment of any fee from the date of circulation of Notice upto the date of announcement of results.
8. Mr. S. K. Jain, Practicing Company Secretary, Mumbai, (Membership No. ACS 1473 and C.P. No. 3076) of M/s. S.K. Jain & Co. has been appointed as the Scrutinizer for conducting the Postal Ballot, in accordance with law, through remote e-voting process in a fair and transparent manner.
9. Remote e-Voting instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:



- a. 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.
- b. Login method for Individual shareholders holding securities in demat mode/physical mode is given below:

**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 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></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; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e- Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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.</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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method 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 on NSDL e-Voting system.**

**How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Rahul Rajbhar 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 resolution 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](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 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 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.



**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"):**

**Item No. 1**

Pursuant to Section 149 read with the Schedule IV to the Companies Act, 2013 (hereinafter referred to as "Act") and Regulation 17 and Regulation 25 read with the Schedule II of the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015 (hereinafter referred to as "Listing Regulations"), an independent director can hold office for a term of upto five (5) consecutive years on the Board of a company, and she is eligible for re-appointment on passing of a special resolution by the Company. Also, no independent director shall hold office for more than 2 (two) consecutive terms.

Accordingly, the approval of the Members is sought for the re-appointment of Mrs. Kiran Raghavendra Awasthi (DIN: 09066721) as an Independent Director on the Board of the Company pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations and she shall not be subject to retirement by rotation.

Mrs. Kiran Raghavendra Awasthi holds the office as an Independent Director of the Company upto February 12, 2026 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee (the "NRC Committee") of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re- appointment of Mrs. Kiran Raghavendra Awasthi as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from February 13, 2026 to February 12, 2031. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given their background and experience and contributions made by Mrs. Kiran Raghavendra Awasthi during her tenure, the continued association of Mrs. Kiran Raghavendra Awasthi would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Mrs. Kiran Raghavendra Awasthi is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. The Company has received declaration from Mrs. Kiran Raghavendra Awasthi that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

**A Brief profile of the Independent Director to be re-appointed is given below:**

Mrs. Kiran Raghavendra Awasthi, aged 57 years, is a Chartered Accountant with nearly 28 years of experience in Accounts, Finance, and Taxation. She has been associated with ROML as a Non-Executive Independent Director since February 13, 2021. A firm believer in the mantra "*Faith and perseverance are big in business and one must have both virtues to survive and grow,*" she brings professionalism, commitment, and integrity to every role she undertakes.

A CA since 1994, Mrs. Awasthi holds a Master's in Financial Management from IES College of Management, Mumbai University, and an M.Com. degree obtained in 1992. She is also a qualified Information Systems Auditor (DISA – ICAI) and currently serves as a Senior Partner at AMRG & Associates. Her expertise, leadership, and analytical skills make her a valuable contributor to the growth and governance of ROML.

In the opinion of the Board, Mrs. Kiran Raghavendra Awasthi, fulfills the conditions for her re-appointment as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations. She is independent of the management. A copy of their draft letter of appointment as Independent Director setting out the terms and conditions are available for inspection by the Members at the corporate office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 01:00 pm to 04:00 pm.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives other than Mrs. Kiran Raghavendra Awasthi, are in any way concerned or interested, in the Resolution set out at Item No. 1 of the Notice.

**Item No. 2**

Pursuant to Section 149 read with the Schedule IV to the Companies Act, 2013 (hereinafter referred to as "Act") and Regulation 17 and Regulation 25 read with the Schedule II of the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015 (hereinafter referred to as "Listing Regulations"), an independent director can hold office for a term



of upto five (5) consecutive years on the Board of a company, and he is eligible for re-appointment on passing of a special resolution by the Company. Also, no independent director shall hold office for more than 2 (two) consecutive terms.

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Rishang Sanjay Jain as an Independent Director on the Board of the Company pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations and he shall not be subject to retirement by rotation.

Mr. Rishang Sanjay Jain holds the office as an Independent Director of the Company upto February 12, 2026 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee (the "NRC Committee") of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re- appointment of Mr. Rishang Sanjay Jain as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from February 13, 2026 to February 12, 2031. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given their background and experience and contributions made by Mr. Rishang Sanjay Jain during his tenure, the continued association of Mr. Rishang Sanjay Jain would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Mr. Rishang Sanjay Jain is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Rishang Sanjay Jain that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

A Brief profile of the Independent Director to be re-appointed is given below:

Mr. Rishang Sanjay Jain, aged 30 years, holds a Bachelor of Commerce (B.Com.) degree from H.R. College of Commerce and Economics, Mumbai University, and is a Chartered Accountant, having secured an impressive All-India Rank of 23 in the Chartered Accountancy examinations held in 2017.

Mr. Jain has built a diverse professional portfolio, combining entrepreneurial and advisory experience. Since January 2019, he has been a distributor for Nestlé in the South Mumbai region. He has successfully established a Project Management Office for a Japanese chemical company to integrate its Indian operations post-acquisition and has also advised the world's largest VFX service provider on developing a tax-efficient operating model and identifying labour cost optimisation opportunities across jurisdictions.

With a strong foundation in Accounts, Finance, and Taxation, Mr. Jain brings analytical depth, strategic insight, and professional integrity to the Board. His expertise continues to play a vital role in strengthening governance practices and fostering a strong professional culture at ROML.

In the opinion of the Board, Mr. Rishang Sanjay Jain, fulfills the conditions for his re-appointment as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations. He is independent of the management. A copy of their draft letter of appointment as Independent Director setting out the terms and conditions are available for inspection by the Members at the corporate office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 01:00 pm to 04:00 pm.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives other than Mr. Rishang Sanjay Jain, are in any way concerned or interested, in the Resolution set out at Item No. 2 of the Notice.

### **Item No. 3**

Pursuant to Section 149 read with the Schedule IV to the Companies Act, 2013 (hereinafter referred to as "Act") and Regulation 17 and Regulation 25 read with the Schedule II of the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015 (hereinafter referred to as "Listing Regulations"), an independent director can hold office for a term of upto five (5) consecutive years on the Board of a company, and he is eligible for re-appointment on passing of a special resolution by the Company. Also, no independent director shall hold office for more than 2 (two) consecutive terms.

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Unmesh Breed (DIN: 09211149) as an Independent Director on the Board of the Company pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies



(Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations and he shall not be subject to retirement by rotation.

Mr. Unmesh Breed holds the office as an Independent Director of the Company upto June 23, 2026 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee (the "NRC Committee") of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re- appointment of June 24, 2026 as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from June 24, 2026 to June 25, 2031. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given their background and experience and contributions made by Mr. Unmesh Breed during his tenure, the continued association of Mr. Unmesh Breed would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Mr. Unmesh Breed is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Unmesh Breed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

A Brief profile of the Independent Director to be re-appointed is given below:

Mr. Unmesh Breed, aged 42 years, is an experienced advocate with over 13 years of practice in criminal law. He is widely recognized for his deep understanding of criminal jurisprudence, strong courtroom advocacy, and strategic approach to case management.

Over his career, Mr. Breed has represented clients across a broad spectrum of criminal matters before trial courts, sessions courts, and High Courts. His expertise and dedication make him a trusted legal advisor and a formidable presence in the courtroom.

In the opinion of the Board, Mr. Unmesh Breed, fulfills the conditions for his re-appointment as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations. He is independent of the management. A copy of their draft letter of appointment as Independent Director setting out the terms and conditions are available for inspection by the Members at the corporate office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 01:00 pm to 04:00 pm.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives other than Mr. Unmesh Breed, are in any way concerned or interested, in the Resolution set out at Item No. 3 of the Notice.

**Registered Office:**

224-230, Bellasis Road, Mumbai - 400008

CIN: L15142MH2001PLC133714

E-mail: [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com)

Website: [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com)

**By order of the Board  
For Raj Oil Mills Limited**

Sd/-  
**Priya Pandey**  
Company Secretary

**Date:** November 07, 2025

**Place:** Mumbai



The additional information required for Director seeking Appointment/Re-appointment under Regulation 26 and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is as under:

<b>Name of Director</b>	Mrs. Kiran Raghavendra Awasthi	Mr. Rishang Sanjay Jain	Mr. Unmesh Breed
<b>Type</b>	Non - Executive Independent Director	Non - Executive Independent Director	Non - Executive Independent Director
<b>DIN</b>	09066721	09065828	09211149
<b>Date of Birth</b>	12/06/1968	25/01/1995	03/01/1983
<b>Age</b>	57 years	30 years	42 years
<b>Date of First Appointment</b>	February 13, 2021	February 13, 2021	June 24, 2021
<b>Qualification</b>	Chartered Accountant	Chartered Accountant	Criminal Lawyer
<b>Nature of expertise</b>	Expertise in Accounts, Finance, Taxation, and Corporate Governance.	Expertise in Accounts, Finance, Taxation, and Strategic Business Advisory.	Expertise in Criminal Law, Legal Advocacy, and Case Strategy.
<b>Terms and Conditions of Appointment/re-appointment</b>	Re-appointed as the Independent Director for the second term for a further period of 5 years, from February 13, 2026 to February 12, 2031	Re-appointed as the Independent Director for the second term for a further period of 5 years, from February 13, 2026 to February 12, 2031	Re-appointed as the Independent Director for the second term for a further period of 5 years, from June 24, 2026 to June 25, 2031
<b>Brief profile</b>	Mrs. Kiran Raghavendra Awasthi, aged 57, is a Chartered Accountant with nearly 28 years of experience in Accounts, Finance, and Taxation, serving as a Non-Executive Independent Director at ROML since 2021. She is a Senior Partner at AMRG & Associates and brings expertise in financial management, corporate governance, and strategic leadership.	Mr. Rishang Sanjay Jain, aged 30, is a Chartered Accountant and entrepreneur with a strong background in Accounts, Finance, and Taxation, having achieved All-India Rank 23 in the CA examinations. He brings diverse advisory and project management experience, contributing strategic insight and governance expertise to ROML.	Mr. Unmesh Breed, aged 42, is an experienced advocate with over 13 years of practice in criminal law, known for his deep understanding of criminal jurisprudence and strong courtroom advocacy. He has represented clients across trial courts, sessions courts, and High Courts, providing strategic legal guidance and trusted counsel.
<b>Directorships in other Public Limited Companies (excluding foreign Companies, Private Companies &amp; Section 8 Companies)</b>	Aspira Pathlab and Diagnostics Limited	Nil	Nil
<b>Membership of Committees/Chairmanship in other Public Limited Companies</b>	Nil	Nil	Nil
<b>Listed entities from which the director has resigned in the past three years.</b>	None	None	None
<b>No. of Board Meetings attended during the year (for F.Y. 2024-25)</b>	6	4	5
<b>No. of Equity Shares held</b>	Nil	Nil	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	None	None	None
<b>Skills and capabilities required for the role of Independent Director</b>	Kiran Awasthi possesses skills in corporate governance, financial management, strategic decision-making, risk oversight, and independent judgment.	Rishang Jain brings skills in financial management, strategic planning, corporate governance, analytical decision-making, and advisory expertise.	Unmesh Breed brings skills in legal compliance, risk management, corporate governance, strategic advisory, and independent judgment.

**Note:** Pursuant to Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.



**Information at a glance**

Sr. No.	Particulars	Details
1.	Cut-Off Date for E-voting	Friday, January 02, 2026
2.	E-voting start date and time	Saturday, January 10, 2026 (9.00 a.m. IST)
3.	E-voting end date and time	Sunday, February 08, 2026 (5.00 p.m. IST)
4.	Details of e-voting service provider	National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India Contact details: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Contact number- 022 - 4886 7000 and 022 - 2499 7000
5.	Quick e-voting link	(i) Individual Shareholders holding securities in demat mode with NSDL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (ii) Individual Shareholders holding securities in demat mode with CDSL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> (iii) Individual Shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
6.	Details of Registrar and Share Transfer Agent	Bigshare Services Pvt. Ltd Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E) Mumbai - 400093 Contact details: +91- 022 - 62638200