



RANDER CORPORATION LIMITED

Regd. Office : 14/15, Madhav-Kripa, Boisar Palghar Road, Boisar, Dist. Palghar.
Maharashtra. Phone : 952525 271353.

Admn. Office : Unit No. 35/B, Building No. 1, Ganjawala Shopping Centre, S.V.P. Road,
Borivali (W), Mumbai - 400 092. Tel. No. : 2893 5838 • 35110857
E-mail : info@randergroup.com • Website : www.randergroup.com
CIN No : L99999MH1993PLC075812

Date: 27.06.2024

To,
BSE Limited
Phiroze Jeejeebhoy Tower Dalal Street, Fort
Mumbai - 400 001

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Postal Ballot Notice
Ref.: Scrip Code: 531228 / Symbol: RANDER

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith, Postal Ballot Notice of Rander Corporation Limited ("Company") being sent through e-mail to all the Shareholders of the Company seeking their approval by way of postal ballot through electronic means only, on the following resolution:

Special Business:

1. Appointment of Mr. Vishal Patil (DIN: 10580038) as an Independent Director of the Company;
2. Appointment of Ms. Priyanka Patil (DIN: 10578775) as an Independent Director of the Company;
3. Appointment of Mr. Ravi Kumar Periwal (DIN: 07241859) as an Independent Director of the Company;
4. Appointment of Mr. Amit Kumar Rander (DIN: 05311426) as an Executive Director and Chairman of the Company.

Further, the schedule of events for Postal Ballot/ E-voting is as under:-

Sr. No	Particulars	Date
1	Cut-off date	June 22, 2024
2	E-voting Commencement date and time	Saturday, June 29, 2024 (09.00 a.m. IST)
3	E-voting end date and time	Sunday, July 28, 2024 (05.00 p.m. IST)

The Notice is also available on the Company's website at www.randergroup.com. We request you to kindly take the above information on record.

Thanking you.

Yours truly,

For RANDER CORPORATION LIMITED

ROHAN RANDER
Director
DIN: 06583489



Encl: As above



RANDER CORPORATION LIMITED

(Regd. Office: 14/15, Madhav-Kripa, Boisar Palghar Road,
Boisar, Palghar - 401 501, Maharashtra, India)

Email: info@randergroup.com Website: www.randergroup.com CIN No: L64203MH1993PLC075812

Postal Ballot Notice

Notice is hereby given that the resolution set out below are proposed to be passed by the members of Rander Corporation Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to sections 108 and 110 of the Companies Act, 2013 (the "Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with other applicable provisions of the Act and the Rules, Circulars and Notifications issued thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

Pursuant to sections 102 and 110 and other applicable provisions of the Act read with rules, the Statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

The Company is sending the Postal Ballot Notice to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, June 21, 2024, being the cut-off date** for the purpose, in electronic form to those Members whose email address is registered with Link Intime India Pvt. Ltd., the Company's Registrar and Share Transfer Agent ("Registrar and Transfer Agent") or Depository Participants.

The Board of Directors has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be Final. The Company has engaged the services of National Securities Depositories Limited ("NSDL") as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically **not later than 5:00 p.m. IST on Sunday, July 28, 2024 (the last day to cast vote electronically) to be eligible to be considered. E-voting facility will be available during the following period:**



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Commencement of e-Voting	Saturday, June 29, 2024 (09.00 a.m. IST)
End of e-Voting	Sunday, July 28, 2024 (05.00 p.m. IST)

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced within two working days and will be displayed on the Company's website www.randergroup.com and will also be communicated to the Stock Exchanges that is, BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com, The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

1. Appointment of Mr. Vishal Patil (DIN: 10580038) as an Independent Director of the Company:

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

“**RESOLVED** THAT in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force), Mr. Vishal Patil (DIN: 10580038), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from May 1, 2024 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from May 1, 2024 to April 30, 2029.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”



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2. Appointment of Ms. Priyanka Patil (DIN: 10578775) as an Independent Director of the Company:

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

“RESOLVED THAT in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Priyanka Patil (DIN: 10578775), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from May 1, 2024 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from May 1, 2024 to April 30, 2029.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

3. Appointment of Mr. Ravi Kumar Periwal (DIN: 07241859) as an Independent Director of the Company:

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

“RESOLVED THAT in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravi Kumar Periwal (DIN: 07241859), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from May 1, 2024 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the



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Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from May 1, 2024 to April 30, 2029.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

4. Appointment of Mr. Amit Kumar Rander (DIN: 05311426) as an Executive Director and Chairman of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Kumar Rander (DIN: 06408167), whose appointment was recommended by Nomination and Remuneration Committee and appointed by Board of Directors as an Additional Director w.e.f. May 01, 2024 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Executive Director and Chairman, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation, on such terms and conditions and remuneration as may be recommended and approved by Nomination and Remuneration Committee in consultation with the Board of Directors.

RESOLVED FURTHER THAT the aggregate remuneration payable to Mr. Amit Rander may exceed the limits specified under the provisions of sections 197, 198 and Schedule V of the Act.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”



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**By Order of the Board of Directors
For RANDER CORPORATION LIMITED**

Sd/-

ROHAN RANDER

Executive Director

(DIN: 06583489)

Place: Mumbai,

Date: May 30, 2024

Registered office:

14/15, MADHAV KRIPA, BOISAR, PALGHAR ROAD,

BOISAR DIST, THANE, MH IN

Tel.No: 022 28935838

Email: info@randergroup.com

CIN: L64203MH1993PLC075812

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

As per Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) at least half of the board of directors shall comprise of independent directors.

Members are requested to note that due to completion of tenure of Mr. Sarwankumar Baldawa as an Independent Director and resignation of other existing Independent Directors w.e.f. April 30, 2024, your directors have appointed Mr. Vishal Patil (DIN: 10580038) as an Additional Director of the Company in the capacity of Independent Director of the Company w.e.f. May 01, 2024. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Vishal Patil to hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Vishal Patil is eligible to be appointed as an independent director for a term of 5 years with effect from May 1, 2024, to April 30, 2029, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Vishal Patil as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Mr. Patil to be appointed as Director of the Company.



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Further, the Company has received a declaration from Mr. Patil confirming that he meets the criteria of independence under the Companies Act, 2013 and the SEBI Listing Regulations. Further, the Company has also received from Mr. Patil consent to act as an Independent Director and a declaration that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vishal Patil fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. In line with the Company's remuneration policy for Independent Directors, Mr. Patil will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any. The Board of Directors are of the opinion that Mr. Patil possess the requisite core skills and competencies as required in context of the business of the Company and it would be in the interest of the Company to appoint him as Independent Director for a period of five years with effect from May 1, 2024, to April 30, 2029.

A brief profile of Mr. Vishal Patil as an Independent Director to be appointed is given in the table appearing before the explanatory statement.

Except Mr. Vishal Patil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the Special Resolution set out at item No. 1 of the Notice for approval by Members.

Item no. 2

As per Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) at least half of the board of directors shall comprise of independent directors.

Members are requested to note that due to completion of tenure of Mr. Sarwankumar Baldawa as an Independent Director and resignation of other existing Independent Directors w.e.f. April 30, 2024, your directors have appointed Ms. Priyanka Patil (DIN: 10578775) as an Additional Director of the Company in the capacity of Independent Director of the Company w.e.f. May 01, 2024. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Ms. Priyanka Patil to hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Priyanka Patil is eligible to be appointed as an independent director for a term of 5 years with effect from May 1, 2024, to April 30, 2029, subject to approval of the Members of the Company.



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In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Ms. Priyanka Patil as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Ms. Patil to be appointed as Director of the Company.

Further, the Company has received a declaration from Ms. Patil confirming that she meets the criteria of independence under the Companies Act, 2013 and the SEBI Listing Regulations. Further, the Company has also received from Ms. Patil consent to act as an Independent Director and a declaration that she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Priyanka Patil fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management. In line with the Company's remuneration policy for Independent Directors, Ms. Patil will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any. The Board of Directors are of the opinion that Ms. Patil possess the requisite core skills and competencies as required in context of the business of the Company and it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from May 1, 2024, to April 30, 2029.

A brief profile of Ms. Priyanka Patil as an Independent Director to be appointed is given in the table appearing before the explanatory statement.

Except Ms. Priyanka Patil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the Special Resolution set out at item No. 2 of the Notice for approval by Members.

Item no. 3

As per Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) at least half of the board of directors shall comprise of independent directors.

Members are requested to note that due to completion of tenure of Mr. Sarwankumar Baldawa as an Independent Director and resignation of other existing Independent Directors w.e.f. April 30, 2024, your directors have appointed Mr. Ravi Kumar Periwal (DIN: 07241859) as an Additional Director of the Company in the capacity of Independent Director of the Company w.e.f. May 01, 2024. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Ravi Kumar Periwal to hold office until the date



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of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Ravi Kumar Periwal is eligible to be appointed as an independent director for a term of 5 years with effect from May 1, 2024, to April 30, 2029, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Ravi Kumar Periwal as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Mr. Periwal to be appointed as Director of the Company.

Further, the Company has received a declaration from Mr. Periwal confirming that he meets the criteria of independence under the Companies Act, 2013 and the SEBI Listing Regulations. Further, the Company has also received from Mr. Periwal consent to act as an Independent Director and a declaration that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ravi Kumar Periwal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. In line with the Company's remuneration policy for Independent Directors, Mr. Periwal will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any. The Board of Directors are of the opinion that Mr. Periwal possess the requisite core skills and competencies as required in context of the business of the Company and it would be in the interest of the Company to appoint him as Independent Director for a period of five years with effect from May 1, 2024, to April 30, 2029.

A brief profile of Mr. Ravi Kumar Periwal as an Independent Director to be appointed is given in the table appearing before the explanatory statement.

Except Mr. Ravi Kumar Periwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the Special Resolution set out at item No. 3 of the Notice for approval by Members.



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Item no. 4

As per Regulation 17(1)(a) of the SEBI Listing Regulations, board of directors shall have an optimum combination of executive and non-executive directors and not less than fifty per cent. of the board of directors shall comprise of non-executive directors.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of section 161 of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and SEBI Listing Regulations, had appointed Mr. Amit Kumar Rander (DIN: 05311426) as an Additional Director in the capacity of an Executive Director and Chairman of the Company. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Amit Kumar Rander to hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received notice in writing from a member proposing the candidature of Mr. Amit Kumar Rander as an Executive Director of the Company.

The Company has received from Mr. Rander (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In compliance with the provisions of Section 152, the appointment of Mr. Amit Kumar Rander as Executive Director and Chairman is now being placed before the Members for their approval. A brief profile of Mr. Rander as an Executive Director and Chairman to be appointed is given in the table appearing before the explanatory statement.

Except Mr. Amit Kumar Rander, being the appointee, and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the Resolution set out above.

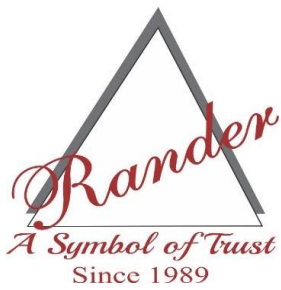
Your Board recommends the said resolution set out under item no. 4 as a Special Resolution for approval of the Members.

**By Order of the Board of Directors
For RANDER CORPORATION LIMITED**

Sd/-

**ROHAN RANDER
Executive Director
(DIN: 06583489)**

Place: Mumbai,
Date: May 30, 2024



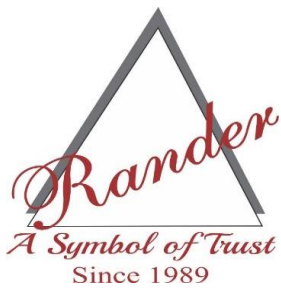
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Details of the Directors seeking appointment required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2.

Name	Mr. Vishal Patil	Ms. Priyanka Patil
Age	45 years	37 years
Director Identification Number (DIN)	10580038	10578775
Date of first appointment on the board	01.05.2024	01.05.2024
Qualification	S.S.C Maharashtra Board	BSC (CHEMISTRY)
Expertise in specific functional areas	Specialization in RMC Concret	Principal in college
Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Terms and conditions of appointment	As per the resolution stated in the item no. 1	As per the resolution stated in the item no. 2
Number of Meetings of the Board attended during FY	Nil	Nil
Memberships / Chairmanships of committees of other companies as on the date of Notice	Nil	Nil
Number of shares held in the Company (self and as a beneficial owner)	Nil	Nil
Justification for appointment of Independent Director	As per the resolution stated in the item no. 1	As per the resolution stated in the item no. 2
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Nil



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Name	Mr. Ravi Kumar Periwal	Mr. Amit Kumar Rander
Age	45 years	37 years
Director Identification Number (DIN)	07241859	05311426
Date of first Re - appointment on the board	01.05.2024	01.05.2024
Qualification	HSC MAHARASHTRA BOARD	Mr. Rander has done BE (IT) from Sardar Patel College of Engineering from Mumbai. He pursued MBA from IIT Delhi in finance, in 2012. He has sound experience in the field of Research Analyst, Investment Banking and Real Estate Sector. Currently he is CFO of Rander Corporation Limited
Expertise in specific functional areas	REAL ESTATE	Research Analyst, Investment Banking and Real Estate Sector
Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Terms and conditions of appointment	As per the resolution stated in the item no. 3	As per the resolution stated in the item no. 4
Number of Meetings of the Board attended during FY	Nil	Nil
Memberships / Chairmanships of committees of other companies as on the date of Notice	Nil	Nil
Number of shares held in the Company (self and as a beneficial owner)	Nil	1,79,201 Equity shares
Justification for appointment of Independent Director	As per the resolution stated in the item no. 3	NA
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Son of Mr. Mr. Amarchand Rander, CEO of the Company and one of the promoters of the Company



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Notes:

1. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to all those shareholders whose names appear in the register of shareholders / list of beneficial owners as on Saturday, June 22, 2024 i.e. the cut-off date and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Link Intime India Pvt. Ltd. ("RTA" or "Link Intime") or Depository Participants ("DP").
2. Notice will also be available on the Company's website at www.randergroup.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
3. In compliance with provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Regulation 44 of the Listing Regulations, as amended, and MCA Circulars, the shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting votes will be provided by NSDL.
4. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through e-Voting only.
5. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any 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 only shall be entitled to vote through e-Voting.
6. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, July 28, 2024 (05.00 p.m. IST).
7. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Document(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date for receipt of votes through e-Voting by writing an email to the /Company at info@randergroup.com.
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in



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(Regd. Office: 14/15, Madhav-Kripa, Boisar Palghar Road,
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Email: info@randergroup.com Website: www.randergroup.com CIN No: L64203MH1993PLC075812

case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-

During the e-Voting period, shareholders can login at NSDL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.

The details of the process and manner for e-Voting are explained herein 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 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:

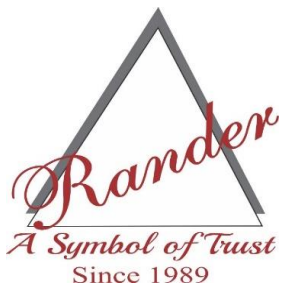
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="858 1039 1139 1209" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>



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<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. After successful login, 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>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login method for e-Voting for shareholders other than individual shareholders holding in demat form 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



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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.



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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.

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 mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request 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 info@randergroup.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 info@randergroup.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 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.
- 5.



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Scrutinizer's Report and declaration of results:

- 1) The Scrutinizer shall, immediately after the conclusion of voting, unblock the votes through remote e-voting and make a Scrutinizers' report of the total votes cast in favour or against and submit his report, after the completion of scrutiny, to the Chairman and Chief Executive Officer (CEO) of the Company or any person authorized by him.
- 2) The results of e-voting will be displayed on the Company's website and will also be communicated to the Stock Exchange that is, BSE Limited, at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

By Order of the Board of Directors
For RANDER CORPORATION LIMITED

Sd/-

ROHAN RANDER
Executive Director
(DIN: 06583489)

Place: Mumbai,
Date: May 30, 2024

Registered office:
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