

# Raja Bahadur International Ltd.

Regd. & Corporate Office :  
Hamam House, Ambalal Doshi Marg, Mumbai - 400 001, INDIA.  
Phone : 022-22654278 Fax : 022-22655210  
E-mail : rajabahadur@gmail.com  
Website : www.rajabahadur.com  
CIN : L17120MH1926PLC001273



Date:- December 22, 2022

To  
The Deputy Manager  
(Listing - CRD)  
BSE Limited, PJ Tower, Dalal Street,  
Mumbai-400001

**Scrip code: 503127**

## **Sub:- Notice of Postal Ballot & Intimation of Remote E-voting**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (LODR) Regulations, 2015, ("the Listing Regulation") we hereby enclose a copy of the Postal Ballot Notice dated November 14, 2022 along with explanatory statement, remote e-voting instructions and Postal Ballot Form ("Postal Ballot Notice") which is being sent to the members of Raja Bahadur International Limited ("the Company") whose names appear on the Register of Members / List of Beneficial Owners as on Friday, December 16, 2022, being the cut-off date for the purpose, in the electronic form to those shareholders whose email address is registered with Satellite Corporate Services Private Limited, the Company's Registrar and Share Transfer Agent ("RTA") or Depository Participants("DP"), and in physical form to those shareholders whose email address is not so registered.

The Postal Ballot Notice seeks approval of members of the company in respect of the following resolution(s) through either by physical ballot or remote e-voting:

Item No.	Brief particulars of the resolution
1.	<b>Ordinary Resolution:-</b> To enter into and continue to enter into related party transactions with respect to appointment of related party/ies to office or place of profit in the company and payment of remuneration to such related party/ies under section 188 (1) (f) of the Companies Act, 2013 read with applicable Rules made thereunder.



In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting") through National Securities Depository Limited (NSDL). The voting will commence on Friday, December 23, 2022 at 9:00A.M. (IST) and will end on Saturday, January 21, 2023 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL thereafter. The assent or dissent received from the shareholders after Saturday, January 21, 2023 (5:00 P.M. IST) would be strictly treated as if a reply has not been received.

A copy of the Postal Ballot Notice is available on the Company's website ([www.rajabahadur.com](http://www.rajabahadur.com)), NSDL website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and also on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

We request you to kindly take the above on record.

Thanking you.

Yours faithfully,  
**For Raja Bahadur International Limited**

**Akash Joshi**  
**Company Secretary and Compliance Officer**  
**Memb.No :- A40356 Address :- Hamam House, 3rd Floor,**  
**Ambalal Doshi Marg, Fort,**  
**Mumbai - 400001.**



# RAJA BAHADUR INTERNATIONAL LIMITED

CIN No.: L17120MH1926PLC001273

Regd. Office: Hamam House, 3<sup>rd</sup> Floor, Ambalal Doshi Marg, Fort, Mumbai - 400001.

Tel No.: 022 22654278, Fax No.: 022 22655210

Email ID: [investor@rajabahadur.com](mailto:investor@rajabahadur.com), website: [www.rajabahadur.com](http://www.rajabahadur.com)

## NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Act, the Rules, Listing Regulations, the Articles of Association of the Company, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, that the Ordinary Resolution appended below is proposed to be passed by the Members of Raja Bahadur International Limited (the “Company”) by way of Postal Ballot including voting by electronic means (“e-voting”).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement setting out the material facts in respect of the Ordinary Resolution proposed to be passed is annexed to this Postal Ballot Notice and forms part of this Postal Ballot Notice (“Notice”). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, has appointed Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing him, Mr. Jayaram Poojari (Membership No. FCS 8102, CP No. 8187) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Company is sending this Notice through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is being sent to the Members whose e-mail addresses are not registered with the Company/ Depositories, for this Postal Ballot. The voting by the Members would take place through the remote e-voting system and physical ballot form.

In compliance with Regulation 44 of the Listing Regulations, the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically on the Ordinary resolution proposed in this Notice. The instructions for remote e-voting are appended to this Notice.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting votes by remote e-voting. The schedule of remote e-voting is as under:

Commencement of remote e-voting	Conclusion of remote e-voting
Friday, 23 <sup>rd</sup> December, 2022 at 9.00 a.m. (IST)	Saturday, 21 <sup>st</sup> January, 2023 at 5.00 p.m.(IST)

The remote e-voting module shall be disabled by National Securities Depository Limited (“NSDL”) thereafter.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Saturday, 21<sup>st</sup> January, 2023. Postal Ballot Forms received after that date will be strictly treated as if a no reply from such Member has not been received.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his consolidated report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than two working days of conclusion of the voting through Postal Ballot. The said results would be displayed on the Notice Board at the Registered Office of the Company, intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.rajabahadur.com](http://www.rajabahadur.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**SPECIAL BUSINESS:**

1. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendations and approval of the Audit Committee, Nomination & Remuneration Committee and the approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to continue and enter into related party transactions with respect to appointment of related party/ies to office of place of profit in the Company and to enhance prescribed limit of remuneration to such related/parties from Rs. 30 Lakh (Rs. Thirty Lakh only) to Rs. 100 Lakh (Rs. One Hundred Lakh) per annum per Related Party upon the terms as stated in the explanatory statement, with authority to the Board of Directors (which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enhance/modify from time to time the remuneration payable to the each Related Party/ies as it may deem fit within aforesaid increased limit in compliance of provisions of Companies Act, 2013 read with rules made thereunder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, settle any queries/ difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the company.”

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors  
Akash Joshi  
Company Secretary  
Mem No : A40356

Place :- Mumbai

Date :- 14th November, 2022

**Registered Office:**

Hamam House, 3<sup>rd</sup> Floor, Ambalal Doshi Marg, Fort, Mumbai – 400001

Tel: 022 22654278 Email ID: [investor@rajabahadur.com](mailto:investor@rajabahadur.com), website: [www.rajabahadur.com](http://www.rajabahadur.com)

Corporate Identity Number (CIN): L17120MH1926PLC001273

**Notes:**

1. A relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company’s website, [www.rajabahadur.com](http://www.rajabahadur.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 16<sup>th</sup> December, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically in lieu of physical postal ballot form. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member casts his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall not be considered.
6. The Board of Directors has appointed Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing him, Mr. Jayaram Poojari (Membership No. FCS 8102, CP No. 8187) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Monday, January 23, 2023.
8. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.rajabahadur.com](http://www.rajabahadur.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, 21<sup>st</sup> January, 2023. Further, Resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a duly convened General Meeting of the members.
10. A member cannot exercise his vote by proxy on Postal Ballot.
11. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
12. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Saturday, 21<sup>st</sup> January, 2023. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed business reply envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Saturday, 21<sup>st</sup> January, 2023, it will be considered that no reply from the Member has been received. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person with the proof of their authorization.
13. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes either through physical postal ballot or by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
14. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the Company’s website [www.rajabahadur.com](http://www.rajabahadur.com) and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Saturday, 21<sup>st</sup> January, 2023.
15. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company’s website, [www.rajabahadur.com](http://www.rajabahadur.com) or from the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

16. The instructions for e-voting are as under :

### Instructions for remote E-voting





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.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </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 evoting 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 toll free no.: 1800 1020 990 and 1800 22 44 30</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 [cs@pairkhassociates.com](mailto:cs@pairkhassociates.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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Pallavi Mhatre, Manager) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the 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@rajabahadur.com](mailto:cs@rajabahadur.com)/ [investor@rajabahadur.com](mailto:investor@rajabahadur.com) / [rajabahadur@gmail.com](mailto:rajabahadur@gmail.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@rajabahadur.com](mailto:cs@rajabahadur.com)/ [investor@rajabahadur.com](mailto:investor@rajabahadur.com) / [rajabahadur@gmail.com](mailto:rajabahadur@gmail.com)
3. 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.**
4. 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.
5. 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.

By Order of the Board of Directors  
Akash Joshi  
Company Secretary  
Mem No : A40356

Place :- Mumbai

Date :- 14th November, 2022

Registered Office:

Hamam House, 3<sup>rd</sup> Floor, Ambalal Doshi Marg, Fort, Mumbai – 400001

Tel: 022 22654278 Email ID: [investor@rajabahadur.com](mailto:investor@rajabahadur.com), website: [www.rajabahadur.com](http://www.rajabahadur.com)

Corporate Identity Number (CIN): L17120MH1926PLC001273

## **STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 (“ACT”)**

The following Statement sets out all the material facts relating to the Ordinary Business mentioned in the accompanying Notice:

### **Item No. 1:**

The provisions of Section 188 (1) (f) of the Companies Act, 2013 (“Act”) govern the related party/ies appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr. Umang Pittie, Vice President and Mr. Vaibhav Pittie, Associate Vice President were appointed as officers holding a office or place of profit. Currently, they have been drawing the remuneration within the prescribed limit as mentioned under section 188 (1) (f) read with rule 15 of Companies Act, 2013.

Considering their qualifications, past work experience and their yearly performance review and also increase in responsibilities and workload, the Board of Directors on the recommendation and approval of Audit Committee, Nomination & Remuneration Committee, proposed to revise their remuneration which would exceed the limit of Rs.30 lakhs per annum prescribed under Section 188(1)(f) of the Act read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (MBP Rules).

In terms of the provisions of section 188 of the Companies Act, 2013, any transaction/s of availing of services from a related party would require the prior approval of shareholders by way of an Ordinary Resolution, which exceeds the thresholds provided in rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

The company therefore seeks prior approval of the shareholders to, enter into and continue the appointment of related party/ies to office of place of profit in the company and to enhance the prescribed limit of remuneration from Rs. 30 lakh (Rupees. Thirty lakh) to Rs. 100 lakh (Rupees Hundred lakh ) per annum per Related Party with effect from 1<sup>st</sup> December, 2022 as recommended by the Audit Committee, Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

Given below is a statement of disclosures as required under Rule 15 of the MBP Rules:

- a. Name of the Related Party/ies:** Mr. Umang Pittie & Mr. Vaibhav Pittie
- b. Name of the Directors or Key Managerial Personnel who is related:** Mr. Shridhar N. Pittie, Chairman & Managing Director & Mrs. Malvika Pittie, Director of the Company.
- c. Nature of relationship:** Mr. Umang Pittie & Mr. Vaibhav Pittie are the sons of Mr. Shridhar N. Pittie, Chairman & Managing Director & Mrs. Malvika. Pittie, Director of the Company.
- d. Nature, material terms of the contract or arrangement:** In the proposed arrangement, Mr. Umang Pittie & Mr. Vaibhav Pittie be paid the total remuneration as may be determined by the Board of Directors and/or committee thereof from time to time within the overall increased limit of Rs. 100 lakhs per annum per Related party.
- e. Any other information relevant or important for the Members to take a decision on the proposed resolution:** The proposed revision in the remuneration of Mr. Umang Pittie & Mr. Vaibhav Pittie, Related Parties and who are holding an office or place of profit under Section 188 of the Act, will be commensurate with their experience, qualifications, increase in responsibilities and workload.

Your Directors recommend the passing of the Ordinary Resolution as set out in this Notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Shridhar N. Pittie, Chairman & Managing Director & Mrs. Malvika Pittie, Director of the Company, are deemed to be concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Members may please note that in terms of Section 188 of Companies Act, 2013, no related party/ies shall vote to approve the aforesaid Ordinary Resolution as set out in this Notice.

By Order of the Board of Directors

Akash Joshi

Company Secretary

Mem No : A40356

Place :- Mumbai

Date :- 14th November, 2022

Registered Office:

Hamam House, 3<sup>rd</sup> Floor, Ambalal Doshi Marg, Fort, Mumbai – 400001

Tel: 022 22654278 Email ID: [investor@rajabahadur.com](mailto:investor@rajabahadur.com), website: [www.rajabahadur.com](http://www.rajabahadur.com)

Corporate Identity Number (CIN): L17120MH1926PLC001273



## RAJA BAHADUR INTERNATIONAL LIMITED

Regd. Office: Hamam House, 3<sup>rd</sup> Floor, Ambalal Doshi Marg, Fort, Mumbai – 400001.

CIN: L17120MH1926PLC001273

Tel No. 022- 22654278, Fax: 022- 22655210

E-mail id: [investor@rajabahadur.com](mailto:investor@rajabahadur.com) / [rajabahadur@gmail.com](mailto:rajabahadur@gmail.com)

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

### POSTAL BALLOT FORM

S. No. \_\_\_\_\_

1. Name & Registered Address of the Sole/First named Member	:	
2. Name(s) of Joint Member(s) (if any,)	:	
3. Registered Folio No. / DP ID No. & Client ID No.	:	
4. Number of Shares Held	:	
5. E-voting Event Number (EVEN)	:	
6. User ID	:	
7. Password	:	

8. I/We hereby exercise my/our votes in respect of the following items of Business to be passed through the process of Postal Ballot as stated in the Notice of Postal Ballot dated November 14, 2022 of Raja Bahadur International Limited (“Company”) by sending my/our assent or dissent to the said Resolutions by placing (√) mark at the appropriate box below

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<b>Ordinary Resolution :-</b> Enter into and Continue to enter into related party transactions with respect to appointment of related party/ies to office of place of profit in the company and payment of remuneration to such related party/ies under section 188 (1) (f) read with rule 15 of Companies Act, 2013.			

Place:

Date:

\_\_\_\_\_  
(Signature of the Member)

**NOTE: Kindly read the instructions printed overleaf before filling the form.**

**Last date for receipt of Postal Ballot Form by the Scrutinizer is Saturday, 21<sup>st</sup> January, 2023 (5.00 p.m.)**



#### Electronic Voting Particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	User ID	Password

Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Friday, 23 <sup>rd</sup> December, 2022	Up to 5:00 p.m. (IST) on Saturday 21 <sup>st</sup> January, 2023

Notes:

- 1) Please read the instructions printed overleaf carefully before exercising your vote.
- 2) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

**Instructions:**

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the Postal Ballot Notice.
4. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it so as to reach the Scrutinizer, Ms. Jigyasa N. Ved of Parikh & Associates, Practicing Company Secretaries in the enclosed postage prepaid self-addressed envelope not later than 5:00 p.m. (IST) on Saturday 21<sup>st</sup> January, 2023. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received. Envelope containing Postal Ballot Form, if deposited in person or sent by courier/registered post/speed post at the expense of the Member will also be accepted.
5. The Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by any next named Member.
6. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten or wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
7. In the case of shares held by Institutions, Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization together with the specimen signature(s) of the duly authorised signatories. A Member may sign the Postal Ballot Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form.
8. A Member seeking duplicate Postal Ballot Form can write to the Company, at its registered office, or its Registrar and Share Transfer Agents : Satellite Corporate Services Private Limited; Office no. 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka- Mumbai-400072. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Saturday 21<sup>st</sup> January, 2023.
9. The exercise of vote through Postal Ballot Form is not permitted through a proxy.
10. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name(s) of the Member(s)/ list of beneficial owners as received from NSDL/CDSL on the cut-off date i.e., Friday, 16<sup>th</sup> December 2023.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self addressed envelope. If any other papers are found the same will be destroyed by the scrutinizer.
12. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Members.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right as on the cut-off date should treat the Notice for information purpose only.
15. The results of the Postal Ballot will be announced not later than two working days of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.rajabahadur.com](http://www.rajabahadur.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)