



RAJ OIL MILLS LTD.

July 01, 2023

To,

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| Department of Corporate Relationship BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. Scrip Code: 533093 | Corporate Relationship Department National Stock Exchange of India Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai 400 051. Symbol: ROML |
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Sub.: Notice of Postal Ballot

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith the Notice of Postal Ballot dated July 01, 2023 seeking approval of Members.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and 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 i.e. Friday, June 23, 2023 ("Cut-off date").

The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The remote e-voting period commences on Monday, July 03, 2023 at 09:00 a.m. (IST) and ends on Tuesday, August 01, 2023 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

The Board of Directors has appointed Mr. Dharendra Maurya (ACS 22005) proprietor of D. Maurya & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Regd. Off.: 224, Bellasis Road, Mumbai - 400 008. CIN: L15142MH2001PLC133714

Corp. Off.: 205, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai - 400 021.

Factory : Ten Village (Manor), Taluka: Palghar, Dist.-Palghar(M.S), Pin-401 403.

☎ 022-2302 1996/97/98

☎ 022-6666 6988/989

☎ 02525-237272/006

✉ contact@rajoilmillsltd.com

🌐 www.rajoilmillsltd.com

✉ factory@rajoilmillsltd.com



RAJ OIL MILLS LTD.

The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.rajoilmillsltd.com and on the website of NSDL. <https://www.evoting.nsdl.com/>.

You are requested to kindly take the same on record.

Thanking You.

Yours faithfully,
For **Raj Oil Mills Limited**

Khushbu Bohra
Company Secretary & Compliance Officer

Regd. Off.: 224, Bellasis Road, Mumbai - 400 008. CIN: L15142MH2001PLC133714

Corp. Off.: 205, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai - 400 021.

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✉ factory@rajoilmillsltd.com

RAJ OIL MILLS LIMITED

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

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

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

E-mail: cs@rajoilmillsltd.com **Website:** www.rajoilmillsltd.com

CIN: L15142MH2001PLC133714

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]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 (the “**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) including any statutory modifications, amendments or re-enactments thereof for the time being in force and other applicable laws and regulations, if any, for seeking approval of the members by way of resolution for the matter as considered in the resolution appended below through postal ballot only by means of remote e-voting (“**Postal Ballot**”).

The Members may note that the Ministry of Corporate Affairs (the “**MCA**”) vide its General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 and other applicable circulars (collectively referred to as the “**MCA Circulars**”), have allowed the Companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and the Rules, without holding a general meeting that requires physical presence of members at a common venue.

The Board has appointed Mr. Dharendra Maurya, Practicing Company Secretary, Mumbai, (Membership No. ACS 22005 and C. P. No. 9594) of D. Maurya & Associates as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution, setting out material facts and the reasons for the Resolution, are also annexed. You are requested to peruse the proposed Resolution, along with the Explanatory Statement, and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

In accordance with the said MCA Circulars and applicable provisions of the Act and Listing Regulations, this Postal Ballot Notice is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) and the communication of assent/dissent of the members will only take place through the remote e-voting facility being offered

by the Company instead of physical Postal Ballot Forms. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) as a Whole Time Director of the Company w.e.f. May 04, 2023.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including statutory amendment(s), modification(s), enactment(s), re-enactment(s) thereof for the time being in force) and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for re-appointment of Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) as a Whole Time Director of the Company for a period of five years with effect from May 04, 2023, to May 03, 2028, liable to retire by rotation, upon the below terms and conditions as recommended by Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with liberty to the Board (which term shall include a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Mr. Parvez Shafee Ahmed Shaikh.

Terms and Conditions:

- i. Term of Appointment:** For a period of 5 (five) years with effect from May 04, 2023 to May 03, 2028.
- ii. Designation:** Whole Time Director.
- iii. Total Remuneration:** Rs. 32,40,000/- (Rupees Thirty-Two Lakhs and Forty Thousand only) per annum including the components of allowances, as per the Company’s policy with the authority to the Board (which term includes Committee of Directors constituted by the Board in this behalf) to revise/increase the same from time to time.
- iv. Inadequate Profits:** If the Company has made no profits or its profits are inadequate in any financial year, he will be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in the Schedule V to the Companies Act, 2013, by way of minimum remuneration.
- v. Sitting Fees:** Mr. Parvez Shafee Ahmed Shaikh will not be entitled for sitting fees for attending meetings of the Board of Directors or Committee thereof.

RESOLVED FURTHER THAT the annual remuneration payable to Mr. Parvez Shafee Ahmed Shaikh will not be entitled for sitting fees for attending meetings of the Board of Directors or Committee thereof., shall be within the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013, and the limits as prescribed under applicable provision of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT any of the Director or Company Secretary be and are hereby severally

authorized to sign and execute such papers, documents, etc. as may be required and file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed necessary proper or desirable to give effect to the above resolution.

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

Date: July 1, 2023

Place: Mumbai

Khushbu Bohra

Company Secretary & Compliance Officer

Registered Office:

224-230, Bellasis Road, Mumbai – 400008

CIN: L15142MH2001PLC133714

E-mail: cs@rajoilmillsltd.com

Website: www.rajoilmillsltd.com

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, June 23, 2023 (“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 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 Monday, July 03, 2023 (9.00 a.m. IST) and ends on Tuesday, August 01, 2023 (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. Dharendra Maurya, Practicing Company Secretary, Mumbai, (Membership No. ACS 22005 and C. P. No. 9594) of D. Maurya & Associates 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">1. 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.2. 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.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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- |

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| | <p>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 “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e- |

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| | Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |

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 022 - 4886 7000 and 022 - 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

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 :

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| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
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| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 maurya.dhirendra@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Anubhav Saxena at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@rajoilmillsltd.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@rajoilmillsltd.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting 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.

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

Item No. 1.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Parvez Shafee Ahmed Shaikh as the Whole Time Director of the Company for a period of five years with effective from May 04, 2023 to May 03, 2028, subject to approval of the members.

The Board, while appointing Mr. Parvez Shafee Ahmed Shaikh as the Whole Time Director of the Company, considered his background, experience and contributions to the Company during his tenure in Company.

Mr. Parvez Shafee Ahmed Shaikh, a veteran in the construction industry, is known for his innovative thinking, strategic insights and management skills.

Further, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on May 31, 2023, approved the terms and conditions of appointment of Mr. Parvez Shafee Ahmed Shaikh as a Whole Time Director, subject to approval of the members. The main terms and conditions relating to the appointment forms part of the resolution.

The principal terms and conditions of Mr. Parvez Shafee Ahmed Shaikh re-appointment as the Whole-Time Director are as follows:

Terms and Conditions:

Term of Appointment: For a period of 5 (five) years with effect from May 04, 2023.

Designation: Whole Time Director

Total Remuneration: Rs. 32,40,000/- (Rupees Thirty-Two Lakhs and Forty Thousand only) per annum including the components of allowances, as per the Company’s policy with the authority to the Board (which term includes Committee of Directors constituted by the Board in this behalf) to revise / increase the same from time to time.

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

Sitting Fees: Mr. Parvez Shafee Ahmed Shaikh will not be entitled for sitting fees for attending meetings of the Board of Directors or Committee thereof.

The Profile and specific areas of expertise of Mr. Parvez Shafee Ahmed Shaikh and other relevant information as required under Secretarial Standards are provided as annexure to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the members.

In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members is sought for the appointment and terms of remuneration of Mr. Parvez Shafee Ahmed Shaikh as Whole Time Director as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company except Mr. Parvez Shafee Ahmed Shaikh, Mr. Tabrez Shafiahmed Shaikh and Mr. Humayun Ahmed Shafi Ahmed Shaikh to whom the resolution relates, is concerned or interested in the resolution mentioned at Item No. 1 of the Notice.

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

Date: July 1, 2023

Place: Mumbai

Khushbu Bohra

Company Secretary & Compliance Officer

Registered Office:

224-230, Bellasis Road, Mumbai – 400008

CIN: L15142MH2001PLC133714

E-mail: cs@rajoilmillsltd.com

Website: www.rajoilmillsltd.com

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

| | |
|---|--|
| Name of Director | Mr. Parvez Shafee Ahmed Shaikh |
| DIN | 00254202 |
| Date of Birth | May 27, 1973 |
| Age | 49 years |
| Date of First Appointment | May 04, 2018 |
| Qualifications | FYB.com |
| Brief Resume | Mr. Parvez Shafee Ahmed Shaikh is associated with the Company since last 5 years and is currently designated as Chairman & Whole-Time Director. |
| Expertise in specific functional areas | Mr. Parvez Shafee Ahmed Shaikh, a veteran in the construction industry, is known for his innovative thinking, strategic insights and management skills. |
| Directorships in other Public Limited Companies (excluding foreign Companies, private Companies & Section 8 Companies) | Rubberwala Housing & Infrastructure Limited |
| Membership of Committees/Chairmanship in other Public Listed Companies | - |
| No. of Board Meetings held and attended during the period from April 01, 2023 till date of Notice. (for F.Y. 2023-24) | Held - 3 Attended - 3 |
| No. of shares held | 1325 shares |
| Inter-se relationship with other Directors and Key Managerial Personnel | Mr. Parvez Shafee Ahmed Shaikh is related to Mr. Tabrez Shafiahmed Shaikh, and Mr. Humayun Ahmed Shafi Ahmed Shaikh, the Whole-time Directors of the Company |

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.