



May 12, 2026

To,

<b>Department of Corporate Relationship BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.  <b>Scrip Code: 533093</b>	<b>Corporate Relationship Department National Stock Exchange of India</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai 400 051.  <b>Symbol: ROML</b>
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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 May 12, 2026 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, 09/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") 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, May 08, 2026 ("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 Wednesday, May 13, 2026 at 09:00 a.m. (IST) and ends on Thursday, June 11, 2026 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. S. K. Jain, proprietor of M/s. S.K. Jain & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

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

You are requested to kindly take the same on record.

Thanking You.

Yours faithfully,

For **Raj Oil Mills Limited**

**Priya Pandey**

**Company Secretary & Compliance Officer**



## RAJ OIL MILLS LIMITED

CIN: L15142MH2001PLC133714

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

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

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

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

### NOTICE OF POSTAL BALLOT

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

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, May 13, 2026 (9.00 a.m. IST)	Thursday, June 11, 2026 (5.00 p.m. IST)

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time-to-time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS2”), that the resolution set-out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“e-voting”).

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

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

The e-voting period commences from 09.00 a.m. (IST) on Wednesday, May 13, 2026 and ends at 05.00 p.m. (IST) on Thursday, June 11, 2026. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Thursday, June 11, 2026 (the last day to cast vote electronically).

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

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, June 11, 2026, i.e. the last date specified for e-voting.



**SPECIAL BUSINESS:**

**1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose), the consent of the members of the Company be and hereby accorded to create, issue, offer and allot by way of preferential issue on a private placement basis, from time to time, up to 10,00,000 (Ten Lakh) fully paid-up Equity Shares of the Company (“Subscription Shares”) having face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 46/- (Rupees Forty Six Only) [including a premium of Rs. 36/- (Rupees Thirty Six Only) per Equity Share, aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to following allottee (“Proposed Allottee”), who is not promoter(s) and do not belong to the promoter(s) and the promoter group of the Company, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, in the following manner (“Preferential Issue”):

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>No. of Equity shares proposed to be issued</b>	<b>Aggregate Consideration proposed to be received</b>
1.	Ashfaque Ahmad	Non-Promoter	5,00,000	2,30,00,000
2.	Mohammed Wahid Mukhtar Ahmed Shaikh	Non-Promoter	1,00,000	46,00,000
3.	Shifa Sameer Khorajia	Non-Promoter	1,00,000	46,00,000
4.	Mohammed Rizwan Abdul Razzak Khanji	Non-Promoter	1,00,000	46,00,000
5.	Glassil Industries LLP	Non-Promoter	1,00,000	46,00,000
6.	Shoaib Shakir Nuri	Non-Promoter	1,00,000	46,00,000
	<b>Total</b>		<b>10,00,000</b>	<b>4,60,00,000</b>

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the



'Relevant Date' for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as Tuesday, May 12, 2026, being the date, which is 30 days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e., Thursday, June 11, 2026.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottee under the Preferential Issue shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

- a. The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- b. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- c. The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations.
- d. Where the allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/ or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- e. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
- f. The Subscription Shares to be allotted to the Proposed Allottee shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
- g. The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- h. The consideration for Preferential Issue shall be paid to the Company from the bank account of the respective Proposed Allottee to be paid at the time of allotment.
- i. The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.

**RESOLVED FURTHER THAT** subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee, through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized any of the Committee or director or Company Secretary or Chief Financial Officer of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., National

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Securities Depository Limited and Central Depository Services (India) Limited and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**2. ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee/(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose), the consent of the members of the Company be and hereby accorded to create, issue, offer and allot by way of preferential issue on a private placement basis, from time to time, in one or more tranches, up to 10,00,000 (Ten Lakh) Warrants each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each (“Warrants”) at a price of Rs. 46/- (Rupees Forty Six Only) each payable in cash (“Warrants Issue Price”), aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, in accordance with the terms of the Warrants as set out herein, on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine herein, subject to applicable laws and regulations, to the below-mentioned Proposed Allottees in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants to be issued	Aggregate Consideration proposed to be received
1.	Mohammed Ashraf Mohammed Asgar Shaikh	Non-Promoter	5,00,000	2,30,00,000
2.	Mohammed Wahid Mukhtar Ahmed Shaikh	Non-Promoter	1,00,000	46,00,000
3.	Shifa Sameer Khorajia	Non-Promoter	1,00,000	46,00,000
4.	Mohammed Rizwan Abdul Razzak Khanji	Non-Promoter	1,00,000	46,00,000
5.	Glassil Industries LLP	Non-Promoter	1,00,000	46,00,000
6.	Shoaib Shakir Nuri	Non-Promoter	1,00,000	46,00,000
	<b>Total</b>		<b>10,00,000</b>	<b>4,60,00,000</b>



**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price for the Preferential Issue of Warrants be and is hereby fixed as Tuesday, May 12, 2026, being the date, which is 30 days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e., Thursday, June 11, 2026.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- b) An amount equivalent to 25% (twenty five percent) of the Warrant Price against each Warrant shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (seventy five percent) of the Warrant Price including any adjustments thereof, if any, shall be payable as per terms agreed with the Company.
- c) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt any approval(s) or permission(s) from Applicable Regulatory Authority(ies), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission.
- d) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The pre-preferential allotment shareholding of the Proposed Allottees in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- f) The price determined and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- i) The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited.
- j) The Warrants by itself until exercised and Equity Shares allotted, does not give to the warrant holder thereof any rights with respect to that of a shareholder of the Company.
- k) The Warrants so allotted under this resolution shall not be sold or transferred, in any manner during the period of lock-in as provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- l) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity



shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.

- m) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees, through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized any of the committee or director or Company Secretary or Chief financial Officer of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**3. PRIOR APPROVAL REGARDING RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION INTO EQUITY SHARES**

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

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India(“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan obtained on or after the date of this resolution, by Promoter & Promoter Group and Director of the Company to the Company up to the amount of INR 50,00,00,000/- (Indian Rupees Fifty Crores Only) in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

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**RESOLVED FURTHER THAT** the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- i. the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the "Notice of Conversion") of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- ii. the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- iii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- iv. the Lender(s) may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- v. the equity shares so allotted and issued to the Lender(s) shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- vi. The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender(s) arising from or incidental to the aforesaid terms providing for such option.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

**Registered Office:**  
224-230, Bellasis Road, Mumbai – 400008  
**CIN:** L15142MH2001PLC133714  
**E-mail:** [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com)  
**Website:** [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com)

**Date:** May 12, 2026  
**Place:** Mumbai

**By Order of the Board of Directors**  
**For Raj Oil Mills Limited**

Sd/-  
**Priya Pandey**  
**Company Secretary**



**Notes:**

1. The Explanatory Statement pursuant to Section 102 and 110 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, May 08, 2026 (“Cut- off Date”). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners as received from National Security Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and whose email addresses are registered with the Company or with the depository(ies)/depository participants as on the Cut-off date. It is however, clarified that all members of the Company as on the closure of Cut-off date (including those members who may not have received this Notice due to non- registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com) and on the website of NSDL <https://www.evoting.nsdl.com/>.
5. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The e-voting period commences on Wednesday, May 13, 2026 (9.00 a.m. IST) and ends on Thursday, June 11, 2026 (5.00 p.m. IST).
7. All documents referred in the Notice and the Explanatory Statement will be available for inspection by the members without payment of any fee from the date of circulation of Notice upto the date of announcement of results.
8. Mr. S. K. Jain, Practicing Company Secretary, Mumbai, (Membership No. ACS 1473 and C.P. No. 3076) of M/s. S.K. Jain & Co. has been appointed as the Scrutinizer for conducting the Postal Ballot, in accordance with law, through remote e-voting process in a fair and transparent manner.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE and NSE Listing Portal.
10. 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:

**Postal Ballot Notice****How do I vote electronically using NSDL e-Voting system?**

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





**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="594 642 1385 982">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e- Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="594 1024 1385 1129">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectRe g.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectRe g.jsp</a></li> <li data-bbox="594 1171 1385 1549">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number h o l d w i t h NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="594 1591 1385 1688">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e- Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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



Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password'



is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [skjaincs1944@gmail.com](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Item No. 1**

The Members of Raj Oil Mills Limited are hereby informed that the Board of Directors of the Company at their Meeting held on May 12, 2026, subject to the approval of the members of the Company and such other approvals of Applicable Regulatory Authorities as may be required, approved the issuance of equity shares on a preferential basis.

Accordingly, it is now proposed to issue and allot up to 10,00,000 (Ten Lakh) fully paid-up Equity Shares of the Company ("Subscription Shares") having face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 46/- (Rupees Forty Six only) [including a premium of Rs. 36/- (Rupees Thirty Six only)] per Equity Share, aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only).

The Proposed Allottee has also confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations, to subscribe to the Subscription Shares to be issued pursuant to the Preferential Issue.

Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares. Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections 23, 42 and 62 of the Act as well as applicable regulations of the SEBI ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution.

**Information required in respect of the proposed issue of equity shares pursuant to the applicable provisions of the Companies Act, 2013, and rules framed thereunder and SEBI ICDR Regulations, is as under:**

- a. **Particulars of the offer including date of passing Board Resolution:**

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The Board of Directors of the Company at its meeting held on May 12, 2026, subject to the approval of the members and such other approvals as may be required from applicable regulatory authorities, approved the proposal of raise funds by way of issue and allot up to 10,00,000 (Ten Lakh) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each, at a Rs. 46/- (Rupees Forty Six only) [including a premium of Rs. 36/- (Rupees Thirty Six only) per Equity Share, aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only).

<b>Sr. No.</b>	<b>Name of the Proposed Allottee Category</b>	<b>No. of Equity Shares</b>	
<b>1</b>	Ashfaque Ahmad	Non-Promoter	5,00,000
<b>2</b>	Mohammed Wahid Mukhtar Ahmed Shaikh	Non-Promoter	1,00,000
<b>3</b>	Shifa Sameer Khorajia	Non-Promoter	1,00,000
<b>4</b>	Mohammed Rizwan Abdul Razzak Khanji	Non-Promoter	1,00,000
<b>5</b>	Glassil Industries LLP	Non-Promoter	1,00,000
<b>6</b>	Shoaib Shakir Nuri	Non-Promoter	1,00,000
	<b>Total</b>		<b>10,00,000</b>

**b. Objects of the preferential issue:**

Please refer **Annexure A** to this Postal Ballot Notice for details.

**c. Kinds of securities offered and maximum / total number of securities to be issued:**

Subject to the approval of Members, the Company shall issue and allot up to 10,00,000 (Ten Lakh) fully paid-up Equity Shares of the Company to the Non-Promoters of the Company.

**d. Price or price band at / within which the allotment is proposed for pricing of preferential issue:**

The Company proposes to issue and allot up to 10,00,000 (Ten Lakh) fully paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 46/- (Rupees Forty Six only) [including a premium of Rs. 36/- (Rupees Thirty Six only)] per Equity Share, aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only).

The pricing for the proposed allotment of equity shares is in accordance with the SEBI ICDR Regulations.

**e. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**

The Proposed Preferential Issue results in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, so the Company needs to obtain a valuation report pursuant to Regulation 166A of SEBI ICDR Regulations, 2018.

Therefore, the Company has obtained Valuation Report dated May 12, 2026 prepared by Mr. Nitish Chaturvedi, Registered Valuer having Registration No. IBBI/RV/03/2020/12916 in accordance with the requirements of the SEBI ICDR Regulations and the Companies Act, 2013.

The valuation report is also uploaded on the website of the Company at [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com).

**f. Relevant Date with reference to which the price has been arrived at:**

The Relevant Date as per Regulation 161 of SEBI ICDR Regulations is Tuesday, May 12, 2026, being the date, which is 30 days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e., Thursday, June 11, 2026.

**g. The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and**

**Postal Ballot Notice**

**the percentage of post-preferential offer capital that may be held by them:**

Please refer **Annexure B** to this Postal Ballot Notice for details.

**h. Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:**

None of the Promoter, Promoter Group, Directors or Key Managerial Personnel or senior management of the Company will subscribe to the proposed issue of equity shares and they will not be making any contribution as part of the offer.

**i. Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:**

As required under the SEBI ICDR Regulations, proposed equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

**j. The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

Please refer **Annexure B** to this Postal Ballot Notice for details.

**k. Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the equity shares to the Proposed Allottees.

**l. Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:**

Save and except the preferential issue of the convertible Warrants and equity shares as proposed in the resolutions set out in the Notice, the Company has not made any other preferential allotment of securities during the current financial year 2026-2027.

**m. The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:**

Not applicable. The Company is not allotting the equity shares for consideration other than cash.

**n. Shareholding Pattern before and after the Issue:**

Please refer **Annexure C** to this Postal Ballot Notice for details.

**o. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:**

As per Information available with the Company, Glassil Industries LLP, the proposed allottee, is a Limited Liability Partnership firm incorporated on 20 Dec 2017.

Pursuant to the SEBI Circular No. CIR/MIRSD/2/2013 dated January 24, 2013 and as per SEBI ICDR Regulations, the Ultimate Beneficial Owner of proposed allottee is Mr. Nandolia Rahil Sallim and no further disclosure of ultimate beneficial owner is required.

**p. The current and proposed status of the Proposed Allottee post the preferential issue namely promoter**

**Postal Ballot Notice****and non-promoter:**

Please refer **Annexure B** to this Postal Ballot Notice for details.

**q. Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from M/s. SK Jain & Co., Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com). A copy of the certificate is also made available on the website of the Company at <https://rajoilmillsltd.com/investor/disclosure-under-regulation-46-of-sebi-lodr-regulations/>.

**r. Name and address of the valuer who performed the valuation:**

The value of Equity Share of the Company has been derived as per Valuation Report dated May 12, 2026 prepared by Mr. Nitish Chaturvedi, Registered Valuer having Registration No. IBBI/RV/03/2020/12916 having his corporate office situated at 8B, 2nd Floor, Senior Estate, 7/C Parsi Panchayat Road, Andheri East, Mumbai 400069 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013.

**s. Amount which the Company intends to raise by way of issue of securities:**

The Company, pursuant to the proposed Preferential Issue of Equity shares, proposes to raise up to Rs. Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only).

**t. Material terms of raising of securities and principle terms of assets charged as securities:**

The Material terms of issuing equity shares are mentioned in the proposed resolutions, further, no assets of the Company are getting charged as security.

**u. Lock-in period:**

The Proposed equity shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of allottee, if any, shall also be subject to lock-in as per the provisions of the ICDR Regulations.

**v. Disclosures under Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

Neither the Company, nor any of its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

**w. Monitoring of Utilization of Funds:**

As the issue size is less than Rs. 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of Regulation 162A of SEBI ICDR Regulations.

**x. Undertaking:**

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per equity shares to be issued as per Regulation 164(3) of SEBI ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.

However, the Company shall re-compute the price of the equity shares, if it is required to do so as per the



applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the proposed equity shares shall continue to be locked-in till the time such amount is paid.

**y. Other Disclosures:**

- a. The Company is eligible to make the Preferential Issue of proposed equity shares under the provisions of Chapter V of the SEBI ICDR Regulations and the Companies Act, 2013.
- b. None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Securities of the Company and also not failed to exercise the Securities issued by the Company.
- c. Neither the Promoter or Promoter Group members of the Company nor any of the Directors of the Company are categorized as a fugitive economic offender, as defined under the SEBI ICDR Regulations.
- d. The Proposed Allottee has not sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- e. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories as on the date of the Notice.
- f. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the SEBI Listing Regulations, as amended and Circulars and Notifications issued by the SEBI thereunder.

The approval of the Members by way of special resolution as set out in this Notice, is sought for the proposed issue of equity shares to the Proposed Allottee on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the SEBI ICDR Regulations.

Accordingly, the Board believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 1 of the Notice for approval by Members of the Company by way of a special resolution.

The copies of the related documents will be made available for inspection to a Member upon request.

None of the Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

**Item No. 2**

The Members of Raj Oil Mills Limited are hereby informed that the Board of Directors of the Company at their Meeting held on May 12, 2026, subject to the approval of the members of the Company and such other approvals of Applicable Regulatory Authorities as may be required, approved the issuance of convertible Warrants ("Warrants") to Non-Promoters of the Company, on a preferential basis. Accordingly, it is now proposed to issue and allot up to 10,00,000 (Ten Lakh) Warrants, each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 46/- (Rupees Forty Six only) (Warrant Issue Price) per Warrant aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only).

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant before the allotment of Equity Shares. The issue and allotment of the Warrants and the Equity Shares pursuant to the conversion by the Company shall be in accordance with the Companies Act, 2013 and rules thereunder, SEBI ICDR Regulations, SEBI Listing Regulations, and subject to the receipt of necessary approvals from the Applicable Regulatory Authorities.

Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares upon conversion of Warrants. Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections

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23, 42 and 62 of the Act as well as applicable regulations of the SEBI ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution.

**Information required in respect of the proposed issue of equity shares pursuant to the applicable provisions of the Companies Act, 2013, and rules framed thereunder and SEBI ICDR Regulations, is as under:**

**a. Particulars of the offer including date of passing Board Resolution:**

The Board of Directors of the Company at its meeting held on May 12, 2026, subject to the approval of the members and such other approvals as may be required from applicable regulatory authorities, approved the proposal of raise funds by way of issue and allotment of up to 10,00,000 (Ten Lakh) Warrants to be convertible at an option of Warrant holder in one or more tranches at a price of Rs. 46/- (Rupees Forty Six only) (Warrant Issue Price) per Warrant aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only) on a preferential basis to the following persons;

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>No. of Convertible Warrants to be issued</b>	<b>Aggregate Consideration proposed to be received</b>
<b>1</b>	Mohammed Ashraf Mohammed Asgar Shaikh	Non-Promoter	5,00,000	2,30,00,000
<b>2</b>	Mohammed Wahid Mukhtar Ahmed Shaikh	Non-Promoter	1,00,000	46,00,000
<b>3</b>	Shifa Sameer Khorajia	Non-Promoter	1,00,000	46,00,000
<b>4</b>	Mohammed Rizwan Abdul Razzak Khanji	Non-Promoter	1,00,000	46,00,000
<b>5</b>	Glassil Industries LLP	Non-Promoter	1,00,000	46,00,000
<b>6</b>	Shoaib Shakir Nuri	Non-Promoter	1,00,000	46,00,000
	<b>Total</b>		<b>10,00,000</b>	<b>4,60,00,000</b>

**b. Objects of the preferential issue:**

Please refer **Annexure A** to this Postal Ballot Notice for details.

**c. Kinds of securities offered and maximum / total number of securities to be issued:**

Subject to the approval of the Members, the Company shall issue and allot up to 10,00,000 (Ten Lakh) Fully Convertible Warrants to the Non-Promoters of the Company.

**d. Price or price band at / within which the allotment is proposed for pricing of preferential issue:**

The Company proposes to issue and allot up to 10,00,000 (Ten Lakh) warrants at a price of Rs. 46/- (Rupees Forty Six only) per Warrant, aggregating up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only) carrying a right and option to subscribe up to 10,00,000 (Ten Lakh) Equity Shares having face value of Rs. 10/- (Rupees Ten only).

The pricing for the proposed allotment of Warrants is in accordance with the SEBI ICDR Regulations.

**e. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**

The Proposed Preferential Issue results in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, so the Company needs to obtain a valuation report pursuant to Regulation 166A of SEBI ICDR Regulations, 2018.



Therefore, the Company has obtained Valuation Report dated May 12, 2026 prepared by Mr. Nitish Chaturvedi, Registered Valuer having Registration No. IBBI/RV/03/2020/12916 in accordance with the requirements of the SEBI ICDR Regulations and the Companies Act, 2013.

The valuation report is also uploaded on the website of the Company at [www.rajoilmillsltd.com](http://www.rajoilmillsltd.com).

**f. Relevant Date with reference to which the price has been arrived at:**

The Relevant Date as per Regulation 161 of SEBI ICDR Regulations is Tuesday, May 12, 2026, being the date, which is 30 days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e., Thursday, June 11, 2026.

**g. The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:**

Please refer **Annexure B** to this Postal Ballot Notice for details.

**h. Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:**

None of the Promoter, Promoter Group, Directors or Key Managerial Personnel or senior management of the Company will subscribe to the proposed issue of Convertible Warrants and they will not be making any contribution as part of the offer.

**i. Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:**

As required under the SEBI ICDR Regulations, convertible warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

**j. The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

Please refer **Annexure B** to this Postal Ballot Notice for details.

**k. Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Warrants to the Proposed Allottees and/or upon conversion of all the Warrants into Equity Shares by the Proposed Allottees.

**l. Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:**

Save and except the preferential issue of the convertible Warrants and equity shares as proposed in the resolutions set out in the Notice, the Company has not made any other preferential allotment of securities during the current financial year 2026-2027.

**m. The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:**

Not applicable. The Company is not allotting the Warrants for consideration other than cash.

**Postal Ballot Notice****n. Shareholding Pattern before and after the Issue:**

Please refer **Annexure C** to this Postal Ballot Notice for details.

**o. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:**

As per Information available with the Company, Glassil Industries LLP, the proposed allottee, is a Limited Liability Partnership firm incorporated on 20 Dec 2017.

Pursuant to the SEBI Circular No. CIR/MIRSD/2/2013 dated January 24, 2013 and as per SEBI ICDR Regulations, the Ultimate Beneficial Owner of proposed allottee is Mr. Nandolia Rahil Sallim and no further disclosure of ultimate beneficial owner is required.

**p. The current and proposed status of the Proposed Allottee post the preferential issue namely promoter and non-promoter:**

Please refer **Annexure B** to this Postal Ballot Notice for details.

**q. Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from M/s. SK Jain & Co., Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at [cs@rajoilmillsltd.com](mailto:cs@rajoilmillsltd.com). A copy of the certificate is also made available on the website of the Company at <https://rajoilmillsltd.com/investor/disclosure-under-regulation-46-of-sebi-lodr-regulations/>.

**r. Name and address of the valuer who performed the valuation:**

The value of Equity Share of the Company has been derived as per Valuation Report dated May 12, 2026 prepared by Mr. Nitish Chaturvedi, Registered Valuer having Registration No. IBBI/RV/03/2020/12916 having his corporate office situated at 8B, 2nd Floor, Senior Estate, 7/C Parsi Panchayat Road, Andheri East, Mumbai 400069 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013.

**s. Amount which the Company intends to raise by way of issue of securities:**

The Company, pursuant to the proposed Preferential Issue of convertible Warrants proposes to raise up to Rs. 4,60,00,000 (Rupees Four Crores Sixty Lakhs Only).

**t. Material terms of raising of securities and principle terms of assets charged as securities:**

The Material terms of issuing equity shares are mentioned in the proposed resolutions, further, no assets of the Company are getting charged as security.

**u. Lock-in period:**

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of allottees shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**v. Disclosures under Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

Neither the Company, nor any of its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.



**w. Monitoring of Utilization of Funds:**

As the issue size is less than Rs. 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of Regulation 162A of SEBI ICDR Regulations.

**x. Undertaking:**

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Warrant to be issued as per Regulation 164(3) of SEBI ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.

However, the Company shall re-compute the price of the Warrants, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Convertible Warrants shall continue to be locked-in till the time such amount is paid.

**y. Other Disclosures:**

- a. The Company is eligible to make the Preferential Issue of proposed equity shares under the provisions of Chapter V of the SEBI ICDR Regulations and the Companies Act, 2013.
- b. None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Securities of the Company and also not failed to exercise the Securities issued by the Company.
- c. Neither the Promoter or Promoter Group members of the Company nor any of the Directors of the Company are categorized as a fugitive economic offender, as defined under the SEBI ICDR Regulations.
- d. The Proposed Allottee has not sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- e. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories as on the date of the Notice.
- f. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the SEBI Listing Regulations, as amended and Circulars and Notifications issued by the SEBI thereunder.

The approval of the Members by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the convertible Warrants to the Proposed Allottees on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the SEBI ICDR Regulations.

Accordingly, the Board believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 2 of the Notice for approval by Members of the Company by way of a special resolution.

The copies of the related documents will be made available for inspection to a Member upon request.

None of the Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any, in the Company.

**Item No. 3**

Pursuant to Section 62(3) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to enable the Company to raise loans that may be converted into equity shares of the Company at a later stage.



In order to support the expansion of the Company’s business and to meet its working capital requirements, the management proposes to raise loans from the Promoter, Promoter Group, and Directors of the Company. The Board of Directors, at its meeting held on February 11, 2026, has accorded its approval for borrowing funds from such lenders, up to an aggregate amount not exceeding INR 50,00,00,000 (Indian Rupees Fifty Crore only), under loan agreements executed or to be executed by the Company. Such loans may, at the option of the respective lenders, be converted into fully paid-up equity shares of the Company, in whole or in part, at a later date, on such terms and conditions as may be agreed between the Company and the lenders and as specified in the relevant loan agreements. The conversion price shall be determined at the time of conversion in accordance with applicable laws.

This would enable the Promoter, Promoter Group, and Directors of the Company, being the lenders, to convert the whole or any part of their outstanding loans into fully paid-up equity shares of the Company, subject to the terms of the respective loan agreements.

Accordingly, the Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members as a Special Resolution, to authorize the Company to raise loans from the Promoter, Promoter Group, and Directors, with an enabling provision for conversion of such loans, in whole or in part, into fully paid-up equity shares of the Company at their option, on such terms and conditions as may be determined by the Board and/or stipulated in the loan agreements.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

**Registered Office:**

224-230, Bellasis Road, Mumbai – 400008

**CIN:** L15142MH2001PLC133714

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

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

**Date:** May 12, 2026

**Place:** Mumbai

**By Order of the Board of Directors  
For Raj Oil Mills Limited**

Sd/-  
**Priya Pandey  
Company Secretary**

**Annexure - A**

**Object of the Issue**

The Company proposes to utilize a portion of the proceeds from the preferential issue of Equity Shares towards repayment and/or prepayment, in full or in part, of certain outstanding loans availed by the Company from its Promoter, Promoter Group and Directors. The repayment of such loans will help in reducing the overall debt burden of the Company and improving its debt-equity ratio.

As on date, the aggregate outstanding amount due and payable to the Promoter, Promoter Group and Directors, as appearing in the books of account of the Company, is ₹ 24.13 crore.

Subject to compliance with applicable laws and regulations, the Issue Proceeds are proposed to be utilised as under:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount to be utilised (in ₹ Crores)</b>
1.	Repayment/prepayment, in full or in part, of certain borrowings availed by the Company from Promoter/Promoter Group and Directors	8.70 crore
2.	General Corporate Purpose*	50 Lakhs

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The aforesaid repayment will result in reduction of finance costs, thereby improving profitability and strengthening the balance sheet of the Company. The proposed repayment is expected to enhance the Company's financial flexibility and enable efficient allocation of resources towards business operations and growth initiatives.

The utilization of funds towards repayment of loans shall be undertaken within a period of 18–24 months from the date of receipt of the Issue Proceeds or such other timeline as may be determined by the Board of Directors (or a committee thereof), subject to compliance with applicable laws.

\*The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

**Annexure - B**

Name of the Proposed Allottee	Current Status / Category / Class of the Proposed allottee	Pre-Preferential Holding*		No. of Equity shares to be allotted#	Post-issue of Equity Shares		Proposed Status of the Proposed allottee Post Preferential Issue	Identity of the natural persons who are the Ultimate Beneficial Owners	PAN/ Passport of Ultimate Beneficial Owners
		No. of Shares	%		No. of Shares	%			
Ashfaque Ahmad (PAN: AFMPA7193P)	Non-Promoter	0	0.00%	5,00,000	5,00,000	2.94%	Non-Promoter	NA	NA
Mohammed Ashraf Mohammed Asgar Shaikh (PAN: COTPS1991H)	Non-Promoter	0	0.00%	5,00,000	5,00,000	2.94%	Non-Promoter	NA	NA
Mohammed Wahid Mukhtar Ahmed Shaikh (PAN: AAHPS2958L)	Non-Promoter	100	0.00%	2,00,000	2,00,100	1.18%	Non-Promoter	NA	NA
Shifa Sameer Khorajia (PAN: DEGPP4105A)	Non-Promoter	0	0.00%	2,00,000	2,00,000	1.18%	Non-Promoter	NA	NA
Mohammed Rizwan Abdul Razzak Khanji (PAN: AACPK3625M)	Non-Promoter	0	0.00%	2,00,000	2,00,000	1.18%	Non-Promoter	NA	NA
Glassil Industries LLP (PAN: ABIFA3669E)	Non-Promoter	0	0.00%	2,00,000	2,00,000	1.18%	Non-Promoter	Nandolia Rahil Sallim	AAYPN2801N
Shoaib Shakir Nuri (PAN: ABRPN1929R)	Non-Promoter	0	0.00%	2,00,000	2,00,000	1.18%	Non-Promoter	NA	NA

# assuming the full conversion of issued warrants and allotment of equity shares.

\* The Shareholding Details are as on May 08, 2026.

\*\* The Shareholding details are assuming the full conversion of warrants and allotment of equity shares.



## Annexure –C

## Pre-issue and Post-issue Shareholding pattern:

Sr No	Particulars	Pre-issue*		Post-issue**	
		No of shares held	% of shareholding	No of shares held	% of shareholding
<b>A</b>	<b>Promoter and Promoter Group holding</b>				
1	<b>Indian</b>				
a.	Individuals/Hindu undivided Family	0	0.00%	0	0.00%
b.	Central Government/State Government(s)	0	0.00%	0	0.00%
c.	Financial Institutions/Banks	0	0.00%	0	0.00%
d.	Any Other	0	0.00%	0	0.00%
	Body Corporate	7120757	47.51%	7120757	41.91%
	Director or Director's Relatives	4120755	27.49%	4120755	24.26%
	<b>Sub-Total (A)(1)</b>	<b>11241512</b>	<b>75.00%</b>	<b>11241512</b>	<b>66.17%</b>
2	<b>Foreign</b>				
a.	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0.00%	0	0.00%
b.	Government	0	0.00%	0	0.00%
c.	Institutions	0	0.00%	0	0.00%
d.	Foreign Portfolio Investor	0	0.00%	0	0.00%
e.	Any Other	0	0.00%	0	0.00%
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>11241512</b>	<b>75.00%</b>	<b>11241512</b>	<b>66.17%</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	<b>Institutions (Domestic)</b>				
a.	Mutual Funds	0	0.00%	0	0.00%
b.	Venture Capital Funds	0	0.00%	0	0.00%
c.	Alternate Investment Funds	0	0.00%	0	0.00%
d.	Banks	250	0.00%	250	0.00%
e.	Insurance Companies	0	0.00%	0	0.00%
f.	Provident Funds/Pension Funds	0	0.00%	0	0.00%
g.	Asset Reconstruction Companies	0	0.00%	0	0.00%
h.	Sovereign Wealth Funds	0	0.00%	0	0.00%
i.	NBFC Registered with RBI	0	0.00%	0	0.00%
j.	Other Financial Institutions	0	0.00%	0	0.00%
k.	Any Other	0	0.00%	0	0.00%
	<b>Sub-Total (B)(1)</b>	<b>250</b>	<b>0.00%</b>	<b>250</b>	<b>0.00%</b>
2	<b>Institutions (Foreign)</b>				
a.	Foreign Direct Investment	0	0.00%	0	0.00%
b.	Foreign Venture Capital	0	0.00%	0	0.00%
c.	Sovereign Wealth Funds	0	0.00%	0	0.00%
d.	Foreign Portfolio Investors Category I	0	0.00%	0	0.00%
e.	Foreign Portfolio Investors Category II	0	0.00%	0	0.00%
f.	Overseas Depositories (holding DRs) (balancing figure)	0	0.00%	0	0.00%
g.	Any Other	0	0.00%	0	0.00%
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>
3	<b>Central Government/State Government(s)/President of India</b>				



a.	Central Government / President of India	0	0.00%	0	0.00%
b.	State Government / Governor	0	0.00%	0	0.00%
c.	Shareholding by Companies or Bodies Corporate	0	0.00%	0	0.00%
	<b>Sub-Total (B)(3)</b>	0	0.00%	0	0.00%
<b>4</b>	<b>Non-institution</b>				
a.	Associate companies / Subsidiaries	0	0.00%	0	0.00%
b.	Directors and their relatives (excluding independent Directors)	0	0.00%	0	0.00%
c.	Key Managerial Personnel	75	0.00%	75	0.00%
d.	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0.00%	0	0.00%
e.	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0.00%	0	0.00%
f.	Investor Education and Protection Fund (IEPF)	0	0.00%	0	0.00%
g.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2693634	17.97%	3293634	19.39%
h.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	828333	5.53%	2028333	11.94%
i.	Non Resident Indians (NRIs)	31157	0.21%	27916	0.16%
j.	Foreign Nationals	0	0.00%	0	0.00%
k.	Foreign Companies	0	0.00%	0	0.00%
l.	Bodies Corporate	38600	0.26%	238600	1.40%
m.	Any Other	155123	1.03%	155492	0.92%
	<b>Sub-Total (B)(4)</b>	3746922	25.00%	5746922	33.83%
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	3747172	25.00%	5747172	33.83%
	<b>Total (A+B)</b>	14988684	100%	16988684	100%

\* The Shareholding Details are as on May 08, 2026.

\*\* The Shareholding details are assuming the full conversion of warrants and allotment of equity shares.



Information at a glance

Sr. No.	Particulars	Details
1.	Cut-Off Date for E-voting	Friday, May 08, 2026
2.	E-voting start date and time	Tuesday, May 13, 2026 (9.00 a.m. IST)
3.	E-voting end date and time	Thursday, June 11, 2026 (5.00 p.m. IST)
4.	Details of e-voting service provider	National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Contact number- 022 - 4886 7000 and 022 - 2499 7000
5.	Quick e-voting link	(i) Individual Shareholders holding securities in demat mode with NSDL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (ii) Individual Shareholders holding securities in demat mode with CDSL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> (iii) Individual Shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
6.	Details of Registrar and Share Transfer Agent	Bigshare Services Pvt. Ltd Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E) Mumbai – 400093 Contact details: +91- 022 – 62638200