



NITIRAJ ENGINEERS LIMITED

(CIN: - L31909MH1999PLC119231)

Electronic Weighing Scales & Systems
Currency Counting Machines
Digital Fare Meters
Home & Hotel Automation Products
Health Measurement Products

POSTAL BALLOT NOTICE

Registered Office:

306 A, BABHA BUILDING MARG

NEAR POLICE STATION, MUMBAI - 400011 (MH) INDIA

Contact No: - +91-2562-239080

Website: - www.nitiraj.net E-Mail Id: - investor@nitiraj.net

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CIN: L31909MH1999PLC119231

Regd. Office: 306 A, Babha Building Marg Near Police Station, Mumbai – 400011

Website: www.nitiraj.net | Email Id: investor@nitiraj.net

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Postal Ballot Notice

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 05th May, 2022 and 11/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), Secretarial Standard on General Meetings (“SS-2”) and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof), the resolution set out hereinafter is proposed to be passed by the members of Nitiraj Engineers Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the aforesaid Circulars, this Notice is being sent only through electronic mode to the Members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014.

Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their mail addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, Bigshare Services Pvt. Ltd at charmi@bigshareonline.com with a copy to investor@nitiraj.net by providing Folio No., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) for registering email address.

The explanatory statement pursuant to Section 102 of the Act setting out the material facts relating to the resolution mentioned in this Notice is annexed hereto for your consideration.

The Board of Directors has appointed **CA Piyush Agrawal, Chartered Accountants (Membership No. 135041)** as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company has engaged the services of Bigshare Services Pvt. Ltd (i-vote) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through e-voting process. Accordingly, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to this Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Tuesday, 02nd April, 2024 (the last day to cast vote electronically) to be eligible for being considered.

- The Scrutinizer will submit his report to the Managing Director & Chief Executive Officer of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on Thursday, 04th April, 2024. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.nitiraj.net and on the website of Bigshare Services Pvt. Ltd <https://ivote.bigshareonline.com>

Special Business:

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

Item No. 1

Appointment of Mr. Pradeep Shah (DIN: 07186761), as Non-Executive Independent Directors of the company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the basis of the recommendation and approval of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board") respectively, Mr. Pradeep Shah (DIN: 07186761), who was appointed as an Additional Director, designated as Independent Director of the Company w.e.f. 05th February, 2024, has submitted a declaration that he meets the criteria of independence as provided in

Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of his appointment as an Additional Director.

We are pleased to reappoint Mr. Pradeep Shah as an Independent Director. He served to the company as an independent director from 30th September 2015 to 1st December 2021. Due to his remarkable contribution in the company during the period of service the Board decided to reappoint him as an Independent Director for further tenure of 5 years.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolutions in its absolute discretion, deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 2

Appointment of Mr. Gajendra Deshmukh (DIN: 10466748), as Whole -Time Executive Director of the company:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and any amendments thereto, the Articles of Association of the Company and on the basis of the recommendation and approval of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (“Board”) respectively, Mr. Gajendra Deshmukh (DIN: 10466748), who was appointed as Whole -Time Executive Director, designated as Executive Director of the Company w.e.f. 05th February, 2024, on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

Item No. 3:

Addition in the Object Clause of the Company:

“**RESOLVED THAT** pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for insertion of the below mentioned New Main object clauses / ancillary clauses in addition to existing clauses of the Memorandum of Association of the Company. The following new Clauses, be and hereby added to the existing main clauses /existing ancillary clauses.

ADDITION TO MAIN OBJECT CLAUSE OF NITIRAJ ENGINEERS LIMITED

1. To carry on the business of system integration , assembling , manufacturing etc of industrial automation products such as drone manufacturing related to Industrial , Commercial , Agricultural etc ,AI based Home automation products etc, industrial robotics system, domestic ROBO, Industrial ROBO, Drone Manufacturing, Cleaning ROBO, Humanoid Robotics, Electronics weight scale , AI based equipment’s and Smart currency counting machine etc , Wireless Data communication device, Wi-Fi Device , Android smart phones , Tablets, Android Desktop computer, Android Touch screens, Dairy Equipments, Radar Device, product designs to manufacture, sell, export, import and deal in industrial automation and home automation hardware and installations of product designs.
2. To manufacture and sales of domestic products like security alarm monitor systems, home automation, home theaters systems, audio systems, Audio amplifiers, CCD camera security system, Digital video recorder DVR, DTS systems, induction water heaters, domestic LPG gas leak detector, induction iron box, LED Television, LCD Television , LCD Touch Screen, LED Touch Screen, Touch Control switches, switches, modular switches, DC fan , AC fan, Air-condition Evaporator, Air-condition condenser, Indoor Plastic Moulds, Air-condition controller, wall sockets, Industrial coolers, induction stove, Induction Technology Products, Home security device, Burglar alarm , home appliances, automatic phase changer, PIR sensor controllers, Radar Human sensor, domestic water purifier systems, water level controllers, solar water heater and controller, power saving LED lights.
3. To manufacture and sales of agriculture products like electronic, preventers, electric power sprayers, agriculture motor remote ON/OFF systems, submersible pump control panels, GSM mobile agriculture starter, electronic motor starter, agriculture irrigation control systems,

irrigation electric valve, open well motors, submersible motors, AC motors, DC Motors, DC submersible motor, BLDC Motors, switch gears, water pressure controller, Air pressure controller, star delta starters, agriculture motor panel board, single phase to three phase motor control panel, two phase to three phase motor starter, Agriculture remote motor starter, water tanks controller, Geophysics water analyze system, Agriculture Farm equipments, Power tiller Remote controller, automatic climate irrigation controller, Tractor Remote controller, Agriculture IOT devices, Farm equipment with Auto control Systems, Tractor IOT devices, HD Encoder, HD Live Mixer

4. To sell, purchase or import otherwise deals in materials like all electrical components, all electronics components, metal sheets, plastic pipes, irrigation pipe and tubes, PCB boards, pipe fittings, LED TV, LCD TV, Projectors, plastic raw materials, Medical Equipments, Agriculture Equipments, copper/silver, computer peripheral devices, Power purchase and private sales.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

**By order of the Board of Directors,
Nitiraj Engineers Limited**

**Sd/-
DEEPIKA DALMIYA
Company Secretary
M. No A58029**

Place: Mumbai, Maharashtra

Date: 29-02-2024

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts relating to the resolution mentioned in this Notice is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 23rd February, 2024** ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copy of this Notice along with postal ballot form and pre-paid business reply envelope are not being sent to members.
3. Members may note that this Notice will also be available on the Company's website at www.nitiraj.net website of stock exchange i.e. National Stock Exchange of India Limited at www.nseindia.com on the Bigshare Services Pvt. Ltd <https://ivote.bigshareonline.com>
4. In compliance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form; and (ii) Contact with RTA, if the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off date should treat this Notice for information purpose only.
6. Voting rights of the members shall be in proportion to the equity shares held in the paid-up equity share capital of the Company as on the Cut-Off date.
7. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, 02nd April, 2024.
8. The details as required are provided in the Explanatory Statement. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investor@nitiraj.net
9. E-voting facility:

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting facility provided by Listed Companies, the Company is pleased to provide its members the e-voting facility to enable them to cast their votes electronically on the proposed resolution. The e-voting facility is provided by Bigshare Services Pvt. Ltd

The e-voting period begins on Monday, 04th March, 2024 (9:00 a.m. IST) and ends on Tuesday, 02nd April, 2024 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Monday, 04th March, 2024 (9:00 a.m. IST) and ends on Tuesday, 02nd April, 2024 (5:00 p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd February, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your

vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with **NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period.

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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

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

2.Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Appointment of Mr. Pradeep Shah (DIN: 07186761), as Non-Executive Independent Directors of the company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, appointed Mr. Pradeep Shah, as an Additional Independent Director of the Company with effect from February 05, 2024.

Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the appointment, re-appointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Shah, being eligible for appointment as an Independent Director, is proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years from the date of his appointment as an Additional Director.

He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria for independence as prescribed under Section 149(6) of the Act read with rules framed thereunder and Regulation 25(8) of the SEBI Listing Regulations, 2015.

In NRC’s and Board’s opinion, Mr. Pradeep Shah’s experience, expertise and skill sets will further strengthen the Board functioning and help the Company in achieving future growth. Mr. Pradeep Shah fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company. Further the Board considers that continued association of Mr. Pradeep Shah would be of immense benefit to the Company and it is desirable to avail services of Mr. Pradeep Shah as an Independent Director.

Mr. Pradeep Shah shall be paid sitting fee for attending the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings are within the limits stipulated under Section 197 of the Act, as may be decided by the Board of Directors, from time to time.

Further, in terms of the Regulation 17 (1) (c) of SEBI Listing Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Pradeep Shah requires the approval of the members of the Company. The Company in its Board Meeting held on 5th February, 2024, provided intimation of appointment of Mr. Pradeep Shah to Exchange since their appointment was taken on note since 5th February, 2024. Accordingly, the Board recommends Special Resolution in relation to appointment of Mr. Pradeep Shah as a Non-Executive Independent Director for a term of 5 (five) consecutive years from the date of his appointment as an Additional Director for the approval by the Members of the Company.

We are pleased to reappoint Mr. Pradeep Shah as an Independent Director. He served to the company as an independent director from 30th September 2015 to 1st December 2021. Due to his remarkable contribution in the company during the period of service the Board decided to reappoint him as an Independent Director for further tenure of 5 years.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 2

Appointment of Mr. Gajendra Deshmukh (DIN: 10466748), as Whole -Time Executive Director of the company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, appointed Mr. Gajendra Deshmukh, as an Additional Director (Whole -Time Executive Director) of the Company with effect from February 05, 2024.

Subject to the approval of the Shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed on February 05, 2024, approved appointment of Mr. Gajendra Deshmukh as Whole time Director of the Company, designated as Executive Director for a period of five consecutive years with effect from February 05, 2024 to February 04, 2029. In accordance with Section 196 of the Companies Act, 2013, the appointment of whole-time director requires the approval of the members of the Company and accordingly, the board of directors is seeking your approval for the aforementioned appointment of whole-time director.

A brief profile of Mr. Gajendra Deshmukh is provided below:

- 1994-1999 Worked as General Manager at “Pyramid Electronics” manufacturers for Electronic Weighing Machines, in the Tax-free Zone at Silvassa the Union Territory of Dadra & Nagar Haveli. (A sister Concerned of Nitiraj Engineers Pvt Ltd)
- 1999 -2004 Worked with Nitiraj Engineers Pvt. Ltd for manufacturing of Electronic Weighing Scales, at Silvassa & Parwanoo Himachal Pradesh.
- 2004-2006 Worked with M/s. Kobian ECS India Pvt. Ltd, an MNC company manufacturing “Mercury” Brand IT hardware Products at Himachal Pradesh
- 2006-2008 Worked with Indo Asian Fusegear Ltd, a Indo German MNC at Haridwar/ Parwanoo for their Lighting Division. (CFL/PL Plant only)
- 2008-20011 Worked with Feiya Vision (India) pvt ltd a large-Medium scale IndoChinese FDI Joint Venture, manufacturing Fashion Designing Machinery.
- 2011-2023 Working with Nitiraj Engineers ltd, a listed company in stock market, a weighing scale and allied products manufacturing company as General Manager and handling Government Tenders Buisness.

The Board of Directors recommends the resolution set out in Item No. 2 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Gajendra Deshmukh are in any way concerned or interested in this resolution.

Item No. 3

Addition in the Object Clause of the Company:

The company is primarily focusing on diversify the new category like drone manufacturing for industrial, commercial and agricultural use and other electronics Equipments for that addition is MOA is proposed. However the Company now wants to pursue business under industrial robotics system, domestic ROBO, Industrial ROBO, Drone Manufacturing, Cleaning ROBO, Humanoid Robotics, Electronics weight scale, AI based equipments and Smart currency counting machine etc. along with its existing activity.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause. Such Alteration in the Main Objects and in ancillary objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice. The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11.00A.M. and 1.00 P.M. upto the last date for receiving the postal ballot forms.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions.

**By order of the Board of Directors,
Nitiraj Engineers Limited**

**Sd/-
DEEPIKA DALMIYA
Company Secretary
M. No A58029**

Place: Mumbai, Maharashtra

Date: 29-02-2024