



NITIRAJ ENGINEERS LIMITED

(CIN: - L31909MH1999PLC119231)

Electronic Weighing Scales & Systems

Currency Counting Machines

Digital Fare Meters

Home & Hotel Automation Products

Health Measurement Products

EXTRA ORDINARY GENERAL MEETING

On Monday, the 23rd day of March 2020

At Corporate Office of the Company

City Survey No. 496, A/3, 4,

Behind Gurudwara DHULE – 424001 (Maharashtra)

(Place Other than Registered Office)

Registered Office:

306 A, BABHA BUILDING, N.M. Joshi MARG,

Delisle Road, Near Police Station, MUMBAI – 400011 (MH) INDIA

Contact No :- +91-2562-239080, Fax No :- 02562-239332

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

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

To,
The Members of the Company

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of **NITIRAJ ENGINEERS LIMITED** will be held on Monday, the 23rd March, 2020 at 10.30 a.m. at the Corporate Office of the Company at City Survey No. 496, A/3, 4, Behind Gurudwara Dhule 424001 . To transact following business matters:-

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

SPECIAL BUSINESSES :

ITEM No. 1 :- TO THE PAYMENT OF ADDITIONAL SALES INCENTIVES (COMMISSION) TO MR. RAJESH BHATWAL, MANAGING DIRECTOR (DIN 00547575)

“RESOLVED THAT Pursuant to the provisions of Section 197(1) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, and recommendations of the Nomination and Remuneration Committee and Audit Committee, consent of the members of the Company be and is hereby accorded to the payment of 1% Annual Sales Incentives(Commission) made to Mr. Rajesh Raghunath Bhatwal, Managing Director (DIN: 00547575) with effect from financial year 2020-21.

“RESOLVED FURTHER THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

2. TO APPROVE THE UPWARD REVISION IN THE REMUNERATION OF MRS. SHAKUNTALA BHATWAL, WHOLE TIME EXECUTIVE DIRECTOR OF THE COMPANY.

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by time to time, read with rule Schedule V and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded for revision in the remuneration to Mrs. Shakuntala Bhatwal, Whole Time Director effective 1st January, 2020 of Rs. 1,90,000/- Per month existing Rs. 40,000/- per month.

“RESOLVED FURTHER THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

"RESOLVED FURTHER THAT except for the revision in the remuneration all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

"RESOLVED FURTHER THAT any one director of the company be and is hereby authorized for the purpose of giving effect to this Resolution, the Board be and is 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 steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

3. ISSUE OF SHORT FALL OF EQUITY SHARES TO RESPECTIVE INVESTORS

"RESOLVED THAT issue of 3 equity shares to the respective investors as per noted below, who have allotted short equity shares in bonus allotment as per fraction report submitted by NSDL.

1. VENKATESWARARAO NERELLA
2. MAHESH PADMAKAR KULKARNI
3. BASANTKUMAR BAIDYANATH MISRA

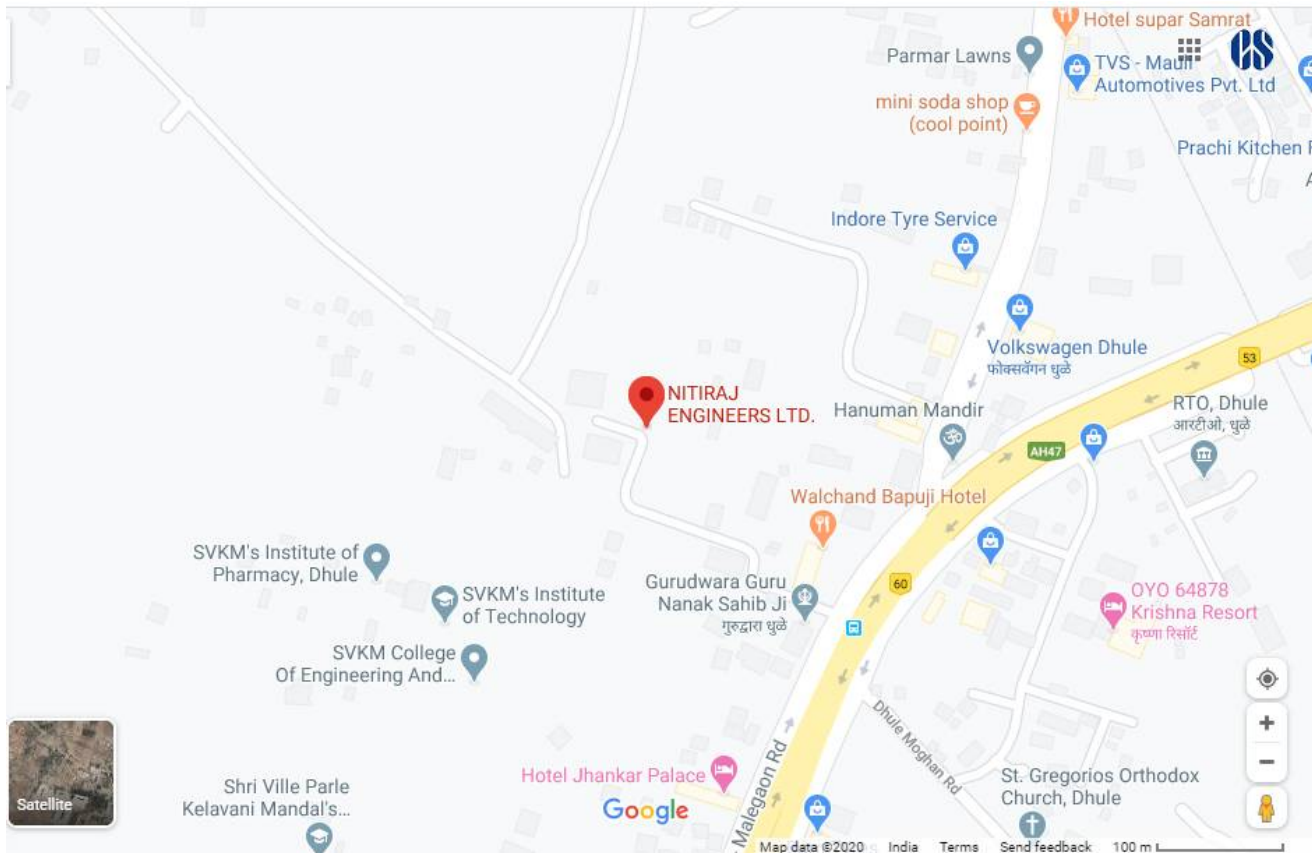
RESOLVED FURTHER THAT Mr. Rajesh Bhatwal, be and is hereby authorized to do any act, on the behalf of the Company, to give effect this resolution.

**By Order of the Board
FOR NITIRAJ ENGINEERS LIMITED**

YI HUNG SIN
Whole Time Director DIN- 01953871

Date: 27/02/2020
Place: Dhule

Route map of EOGM to be held on Monday, 23rd March 2020 at Corporate office of the Company at City Survey No. 496, A/3, 4, Behind Gurudwara Dhule 424001



How do I vote electronically using NSDL e-Voting system ?

The way to below :

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below :

How to Log-into 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 Shareholders section.
3. A new screen will open. You will have to enter your User ID, your Password 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	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 *****
c) For Members holding shares in al Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 112861 then 112861001***

5. Your password details 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 mail box. 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, your initial password is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - d) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 email to piyushragrawal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is Annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF /HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting.
4. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
6. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Extra Ordinary General Meeting of the Company.
7. In-terms of Section 101 of the Companies Act, read together with Rules made there under electronic copy of the notice of the Extra Ordinary General Meeting of the Company along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same on our e-mail ID **investor@nitiraj.net**. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
8. Corporate Members intending to send their authorized representative to attend EOGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at EOGM.
9. Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable management to keep the information ready.
10. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
11. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall
12. Members may also note that the notice of the Extra Ordinary General Meeting will also be available on the Company's website for their download (**www.nitiraj.net**). The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 306 A Babha Building, M Marg, Near Police Station, Mumbai - 400011, during office hours on working days except Saturdays between 11.00 a.m. to 1.00 p.m. for inspection. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
13. Notice of EOGM is being sent by electronic mode to those members who is registered as a members as on 28th February 2020 as per list provided by Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
14. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a Contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Bigshare Services Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in

de-mat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

15. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
16. The Board of Directors has appointed CA Piyush Agrawal, Chartered Accountants (Membership No. 135041) as scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair transparent manner.
17. In terms of Section 101 of the Companies Act, 2013 read together with the Rules made there under the copy of the Notice and its annexure are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to investor@nitiraj.net mentioning your Folio/DP ID & Client ID.
18. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have de-mat accounts.
19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
20. Members are requested to bring with them the attendance slip and hand it over at entry gate.
21. Members are requested to intimate their email id at investor@nitiraj.net in order to meet the requirement of green initiatives.
22. Electronic copy of Notice of the EOGM including remote E Voting Instruction, proxy form, attendance slip is being sent by electronic mode to those members who is registered as a member as on 28th February 2020 on their registered E mail ID. For those shareholders whose name stands registered in the register of member as on Friday 28th February 2020 and who have not registered mail Address, Physical copy of notice of the EOGM along with Annual reports, including Remote E voting instructions, Proxy form, and attendance slip is being sent to them in the permitted mode.
23. Shareholders are also informed that voting shall be by both means i.e. polling paper and E-voting, Shareholders who could not vote through remote E voting can exercise their voting right at the EOGM. The company will make the arrangement of polling papers in this regards at the meeting Venue. The shareholders attending the meeting who have not cast their vote by Remote E-voting shall be able to exercise their right to vote at the meeting.
24. Board of Director Appointed CA Piyush Ramesh Agrawal, Practicing Chartered Accountant, Jalna as scrutinizer, for conducting E voting and Poll Papers voting process for the AGM in a fair and transparent manner.
25. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
26. **General Information of E Voting :-**

The e-voting period commences on March 20, 2020 (9:00 am) and ends on March 22, 2020 (5:00 pm). During this period shareholders' of the Company, may cast their vote Electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th March 2020. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th March 2020, may obtain the login ID and password by sending a request atevoting@nsdl.co.in or investor@nitiraj.net.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements as required under Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the Notice.

Item No 1

Mr. Rajesh Bhatwal, Managing Director of the Company is carrying business of the Company very efficiently and effectively since Incorporation. During life span of the Company, Company has achieved a milestone and become a leading Company in its weighing machine segments. Hence, to proving a lucrative reward to the Managing Director for this and as well as to motivate to him for further growth, it is necessary to pay some commission on the basis of turnover.

The Board (based on the recommendation of the Nomination & Remuneration Committee), approved the Annual Sales Incentives @1% of Annual turnover for remaining period of his tenure for Mr. Rajesh Bhatwal, Managing Director.

Approval of the Members is now sought for the payment of this commission. It is hereby confirmed that the total remuneration of Mr. Rajesh Bhatwal (including salary, allowances etc. and commission as above) is well within the limits prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors recommends the resolution no. 1 for approval by Members.

Except Mr. Rajesh Bhatwal, no Directors, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Rajesh Bhatwal or concerned or interested in the said Resolution.

The other details of Mr. Rajesh Bhatwal, as required to be given pursuant to the Secretarial Standards in respect of item no. 1 & 2 of the Notice are as under :

(i)	Date of Birth - 11 th November, 1965	(ii) Nationality - Indian
(iii)	Date of Appointment on the Board	27 th April 1999
(iv)	Qualifications	Bachelor of Engineering in Electronics (BE Electronics) from University of Mumbai
(v)	Expertise in specific functional area	Experience of over 26 years in the manufacturing Electronic Weighing Scales and other allied products
(vi)	Directorships held in other Public Companies	NIL

Item No 2

Mrs. Shakuntala Bhatwal, Whole-time Director of the Company is carrying business of the Company very efficiently and effectively since Incorporation. During life span of the Company, Company has achieved a milestone and become a leading Company in its segments. Hence, to proving a lucrative reward to the Managing Director for this as well as to motivate for further growth, it is necessary to increase remuneration. Hence, following resolution proposed.

The Board (based on the recommendation of the Nomination & Remuneration Committee), approved the Annual Sales Incentives @1% of Annual turnover for remaining period of his tenure for Mr. Rajesh Bhatwal, Managing Director.

The Board of Directors recommends the resolution no. 2 for approval by Members.

Except Mrs. Shakuntala Bhatwal, no Directors, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Rajesh Bhatwal concerned or interested in the said Resolution.

The other details of Mr. Rajesh Bhatwal, as required to be given pursuant to the Secretarial Standards in respect of item no. 1 & 2 of the Notice are as under:

(i)	Date of Birth - 11 th November, 1965	(ii) Nationality – Indian
(iii)	Date of Appointment on the Board	27 th April, 1999
(iv)	Qualifications	B.E. Electronics from University of Mumbai
(v)	Expertise in specific functional area	experience of over 25 years in the area of manufacturing Electronic Weighing Scales. She is actively working with Nitiraj since 1990
(vi)	Directorships held in other Public Companies	NIL

ITEM NO. 3_

Company in past in the Month of August allotted Bonus Shares to its investor in the ratio of 1:4. i.e. 1 Equity shares against 4 Equity Shares held by them. Hence, investor received a lot of 300 Equity shares who having a lot of 1200 Equity Shares. The Shares were allotted but pending to issue. But, at that time 3 investor's lot size was divided as such some part of lot is held by them and some part is held by their broker. As per fraction report submitted by depository there were few shares holders around 03, were proportionated due to which Hence, those investor were received short amount of equity shares and their lot size were disturbed i.e. now they were holding now 1499 equity shares. Hence they were unable to trade on NSE SME Stock Exchange.

No Directors, Key Managerial Personnel of the Company or their relatives, are in any way related concerned or interested in the said Resolution.

**By Order of the Board
FOR NITIRAJ ENGINEERS LIMITED**

YI HUNG SIN
Whole Time Director
DIN- 01953871

Date: 27/02/2020
Place: Dhule

NITIRAJ ENGINEERS LIMITED

CIN: L31909MH1999PLC119231

306-A, Babha Building, N M Joshi Marg, Near Police Station, Mumbai-400011

Tel.999999999999 E-mail – investor@nitiraj.net,Website :- www.nitiraj.net**Form No. MGT-11 PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

DP/Client-ID**No.:** _____

Name of the Member(s) :-	
Registered Address	:-
E-mail ID	:-
Folio No. /Client ID	:- DP ID :-

I/We being (a) shareholder (s) of the above named company holding (No.) _____ shares do hereby appoint

1) Name:
Address:
E-mail ID:
Signature:, or failing him/her

2) Name:
Address:
E-mail ID:
Signature:, or failing him/her

3) Name: (optional)
Address:
E-mail ID:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Nitiraj Engineers Limited to be held at 10:30 a.m. on the 23rd Day of March, 2020 at City Survey No. 496, A/3, 4, Behind Gurudwara Dhule 424001 and at any adjournment thereof in respect of such resolutions as are indicated below :

RS No.	Resolution(s)	Vote	
		For	Against
1	TO THE PAYMENT OF ADDITIONAL SALES INCENTIVES (COMMISSION) TO MR. RAJESH BHATWAL, MANAGING DIRECTOR (DIN 00547575)		
2	TO APPROVE THE UPWARD REVISION IN THE REMUNERATION OF MRS. SHAKUNTALA BHATWAL, WHOLE TIME EXECUTIVE DIRECTOR OF THE COMPANY.		
3	ISSUE OF SHORT FALL OF EQUITY SHARES TO RESPECTIVE INVESTORS		

Dated this _____ day of March 2020.

Signature of Shareholder Across revenue Stamp

Affix
revenue
stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Notes:

- I. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting*
- II. *The proxy need not be a member of the company*

- III. *A single person can be proxy of not more than 50 shareholders and holding in aggregate not more than 10% of total share capital of the company. A shareholder holding more than 10% of total share capital of the company, can appoint a single person as its proxy, however, such person cannot be appointed as proxy of any other shareholder.*
- IV. *The Nitiraj Engineers Limited, Secretarial Dept., Registered Office- 306-A, Building, N M Joshi Marg, Near Police Station, Mumbai-400011 is authorized to accept the proxy form, power of attorney, authority or any other documents in this regard.*

ATTENDANCE SLIP

(To be presented at the entrance)

Reg. Folio No.	DP id.	Client id.	No. of Shares held

Name of the Reg. Shareholder -----

I, being the registered shareholder/Proxy for the registered shareholder of the company hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 23rd March, 2020 at 10:30 A.M. at the Corporate office of the Company at City Survey No. 496, A/3, 4, Behind Gurudwara Dhule 424001

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

NOTE : Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members/Proxy Holders are requested to bring their copies of the Annual Report to the meeting.