



R.J. SHAH & CO. LTD.
ENGINEERS & CONTRACTORS

MOBILE : 9869083044
E-MAIL : rjshahandco191@gmail.com
WEBSITE : www.rjshahandco.com
Regd. Office :
NEAR WADALA CONTAINER YARD,
MAHUL ROAD, ANTOP HILL,
MUMBAI - 400 037. (INDIA)
CIN NO. : L45202MH1957PLC010986
GSTIN : 27AAACR2584D1ZI

Date: 30th August, 2025

To,
BSE Limited
25th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 509845

Subject: Notice of the 67th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to submit herewith the Notice convening 67th Annual General Meeting of the Company scheduled to be held on Monday, 22nd September, 2025 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote at this Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in the Notice of Annual General. The Remote e-Voting period will commence from Wednesday, 17th September, 2025 (9:00 A.M. IST) to Sunday, 21st September, 2025 (5:00 P.M. IST).

The Notice of the 67th Annual General Meeting is also available on the website of the Company at <https://www.rjshahandco.com>

You are requested to kindly take the above information on record.

Thank you.
Yours Faithfully

For, R J SHAH AND COMPANY LIMITED
CIN: L45202MH1957PLC010986

KALINDI RAJENDRA SHAH
Chairperson & Managing Director
DIN: 00402482

R J SHAH AND COMPANY LIMITED

:REGD. OFFICE:

Mahul Road, Antop Hill, Mumbai - 400037

CIN: L45202MH1957PLC010986 Email ID: rjshahandco191@gmail.com

Tel No: +91 9869083044

NOTICE

NOTICE is hereby given that the 67th (Sixty Seventh) Annual General Meeting (AGM) of the Members of **R J Shah and Company Limited** will be held on Monday, September 22, 2025, at 3.00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt** the Audited Financial Statements for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. **To declare Dividend** of 25% i.e Rs. 2.50 per Equity Share of face value of Rs. 10/- each for the Financial Year ended March 31, 2025.
3. **To appoint a Director** in place of Mr. Sunil Pitamber Masand (DIN: 00371211) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Secretarial Auditor:**

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

“RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Alpesh Vekariya & Associates, Company Secretaries (FRN: S2018GJ652400/ PRC 1799/2022), be and is hereby appointed as the Secretarial Auditor of the Company to hold office for the first term of five consecutive years i.e. from the financial year 2025-26 till the financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to revise/alter/modify/amend the terms and conditions and/or remuneration, from time to time, in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT any one director of the Company and Company Secretary of the Company be and are hereby authorized severally to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

5. **To approve Related Party Transactions:**

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

“RESOLVED THAT the authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in the ordinary course of business at arm's length with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or reenactment thereof for the time being in force) and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company.

RESOLVED FURTHER THAT any one director of the Company and Company Secretary of the Company be and are hereby authorized severally to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

By Order of the Board of Directors
For R J Shah and Company Limited

Sd/-
Kalindi Rajendra Shah
Chairperson & Managing Director
(DIN: 00402482)

Date : July 24, 2025

Place : Mumbai

Registered Office:

Mahul Road, Antop Hill, Mumbai,

Maharashtra, India – 400 037

CIN: L45202MH1957PLC010986

Website: www.rjshahandco.com

Email: rjshahandco191@gmail.com

Contact: +91 98690 83044

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts in respect of the Special Business as per Item No. 1 herein above is annexed hereto and forms part of this Notice.
2. Pursuant to the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including Regulation 36(3) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the details and a Statement containing brief resume of Director seeking re-appointment/appointment together with the details of shares held by him/her, if any, is annexed hereto.
3. Pursuant to the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including Regulation 36(3) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the details and a Statement containing brief resume of Director seeking re-appointment/appointment together with the details of shares held by him/her, if any, is annexed hereto.
4. Pursuant to Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, General Circular No. 09/2023 dated September 25, 2023 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") issued by the Ministry of Corporate Affairs (MCA) and SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 3, 2024 and October 7, 2023 respectively read with SEBI Master circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 (collectively, the "said Circulars"), companies are allowed to hold Extra-Ordinary General Meeting ("AGM") through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
5. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
7. Pursuant to the provisions of Section 113 of the Companies Act, 2013 Body Corporates/ Institutional/ Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company on rjshahandco191@gmail.com with a copy marked to service@satellitecorporate.com and evoting@cdisl.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
8. Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
10. In line with the aforesaid Circulars, the Notice of AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice has been uploaded on the website of the Company at <https://www.rjshahandco.com>. The Notice can also

be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsi.com.

11. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
12. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for inspection. During the 67th AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at rjshahandco191@gmail.com.
13. Since the AGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the AGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.
14. SEBI has mandated submission of PAN by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their pan details to the Company's RTA and submit the KYC forms along with the supporting documents to avoid any further inconvenience. KYC form can be downloaded from following link: <http://www.satellitecorporate.com/Write%20up%20on%20KYC.pdf> (INVESTOR SERVICE-KYC UPDATION)
15. The Board of Directors of the Company at their Meeting held on 20th May, 2025 has recommended a Dividend of Rs. 2.50/- per equity share (25%) for the financial year ended 31st March 2025 and the said Dividend will be payable within 30 days after the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company to be held on 22nd day of September, 2025.

A Resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail of the benefit of non-deduction of tax at source, by sending the declarations on rjshahandco191@gmail.com on or before 15th September, 2025. Members are requested to note that in case their valid PAN linked with Aadhar is not registered, the tax will be deducted at a higher rate of 20%.

Members will be entitled to receive the aforesaid interim dividend through electronic mode as per the updated bank mandate in the physical and/ or demat holding. As per SEBI circulars amended from time to time, effective from 01-04-2024 dividend amount will be withheld wherever KYC details are not updated.

16. The Company has fixed Friday, 12th September, 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended 31st March, 2025, if approved at the AGM
17. UNCLAIMED DIVIDEND / IEPF: Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Unpaid Dividend payable to the Shareholders in respect of the 60th Dividend for the year ended 31st March, 2018 shall be transferred to the Investor Education and Protection Fund under the amended provisions of the Companies Act, 2013 on the expiry of the 7th year from the

date of such transfer to unpaid dividend account and hence unpaid dividend for the year 2017-2018 declared on 28th September, 2018 will be transferred to the said Account of Central Government on or before 23/11/2025.

18. Members are requested to note that the payment of dividend to the shareholders who have not opted for electronic mode or to whom the said dividend is required to be paid through issuance of Dividend Warrants/Demand Drafts (DDs) including the NEFT/RTGS/NACH/NECS return cases and for whom in terms of General Circular No. 20/2020 dated 5 May 2020, issued by the Ministry of Corporate Affairs, Government of India, the Company shall dispatch the dividend warrants/demand drafts through post or other permitted mode of dispatch. Members may also note that the Company is fully committed to make its best efforts to dispatch the Dividend Warrants/DDs to the aforesaid shareholders

19. Process and manner for members opting for voting through Electronic means:

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited ("CDSL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, 15th September, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, 15th September, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on Wednesday, September 17, 2025 at 9.00 a.m. and will end on Sunday, September 21, 2025 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Thursday, 15th September, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- e) Once the vote on a resolution is casted by the member, he/she/it shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, 15th September, 2025.

20. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Wednesday, September 17, 2025 at 9.00 a.m. and will end on Sunday, September 21, 2025 at 5.00 p.m.** 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 **Thursday, 15th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page.

	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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 toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rjshah_191@hotmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rjshah_191@hotmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rjshah_191@hotmail.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

The Company has appointed M/s. Alpesh Vekariya & Associates, Company Secretaries (Membership No. FCS 11100 and C.P. No. 21541), to act as the Scrutinizer for the remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, within two working days from the conclusion of the AGM,

a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchange, where equity shares of the Company are listed and will also be displayed on the Company's website, <https://www.rjshahandco.com/>

Contact Details

Company:

R. J. SHAH & COMPANY LIMITED (CIN: L45202MH1957PLC010986)

Regd. Office: "Mahul Road, Antop Hill, Mumbai – 400 037

E-mail ID: rjshahandco191@gmail.com

Ph.: 98690 83044

Registrar and Transfer Agent:

SATELLITE CORPORATE SERVICES PVT LTD

A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai — 400072

Tele.: +91-22- 28520461/462

E-mail ID: service@satellitecorporate.com

e-Voting Agency:

Central Depository Services (India) Limited

5th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound,

NM Joshi Marg, Lower Parel (E), Mumbai – 400 013.

E-mail ID: helpdesk.evoting@cdslindia.com

Call on 022-23058542/4 or Helpline No. 1800225533

Scrutinizer:

M/s. Alpesh Vekariya & Associates, Company Secretaries,

915, One World West, Iskcon-Ambli Road, Ambli, Ahmedabad-380058,

Email Id: csalpeshvekariya@gmail.com,

Ph.: +91 027-17464687

By Order of the Board of Directors
For R J Shah and Company Limited

Sd/-

Kalindi Rajendra Shah

Chairperson & Managing Director

(DIN: 00402482)

Date : July 24, 2025

Place : Mumbai

Registered Office:

Mahul Road, Antop Hill, Mumbai,

Maharashtra, India – 400 037

ANNEXURE TO NOTICE

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

Item No. 4: -

In terms of the requirements of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the Company is required to annex to the report of the Board of Directors, a Secretarial Audit report, given by a Company Secretary in practice, in such form as prescribed under the Companies Act, 2013. Regulation 24A of the Listing Regulations, stipulates that basis the recommendation of the Board of Directors, the appointment of secretarial auditor shall be approved by the shareholders of the Company.

The Board of Directors of the Company at its meeting held on 24th July, 2025 considering the past performance, understanding of the Company's operations, systems and processes, and experience and expertise, has approved the appointment of M/s. Alpesh Vekariya & Associates, Company Secretaries (FRN: S2018GJ652400/ PRC 1799/2022) as the Secretarial Auditors of the Company to hold office for the first term of five consecutive years i.e. from the financial year 2025-26 till the financial year 2029-30.

The said firm holds the 'Peer Review' certificate issued by the Institute of Company Secretaries of India and have further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations.

The proposed remuneration payable to M/s. Alpesh Vekariya & Associates, Company Secretaries (FRN: S2018GJ652400/ PRC 1799/2022) for conducting the secretarial audit for FY2025-26 is to be mutually agreed between Secretarial Auditor and Chairperson, from time to time plus applicable taxes (in addition to the out of pocket expenses on actuals as may be incurred in the discharge of their functions). The Board of Directors will decide the remuneration payable for the subsequent years of their proposed term of 5 consecutive years as mentioned above, and also the terms and conditions of such appointment, as may be mutually agreed with the said secretarial auditors. Additionally, the Company would also from time to time avail certification/ reporting services from M/s. Alpesh Vekariya & Associates, as may be required by banks/ lenders/ government bodies/ other persons, and also such other permitted services that the secretarial auditors, can render under the applicable law, for which they shall be remunerated separately as per the approval of the Board of Directors and as mutually agreed with M/s. Alpesh Vekariya & Associates

The brief profile of M/s. Alpesh Vekariya & Associates is as under:

M/s. Alpesh Vekariya & Associates is a leading firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India and have dedicated team capable of offering services across a range of disciplines at any location. The firm is peer reviewed firm bearing peer review certificate no. 1799/2022 and based in Ahmedabad, Gujarat and engaged in providing services to the reputed listed and unlisted entities under Corporate Laws, Foreign Exchange Management Act (FEMA), Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, NBFC Regulations and other allied Laws.

Your Directors recommend the resolutions set out at item no. 4 to be passed as an ordinary resolution by the members. None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at item no. 4

Item No. 5: -

Your Company routinely enters into transactions including contracts and/or arrangements, repetitive in nature and in the ordinary course of business at arm's length basis with related parties from time to time, including but not limited to availing

or rendering of services, labour charges, sale, purchase etc. Based on the transactions hitherto undertaken with related parties, transactions to be undertaken for FY 2025–2026 are given in Table below, in respect whereof Audit Committee of Board of Directors of your Company have accorded Omnibus approval following provisions of Section 177 of the Companies Act, 2013.

Kalindi Engineering Industries Private Limited: (A Company in which Director is Director and Member)	
Nature of Transaction	Amount (Rs. In Lakhs)
Availing or rendering of services, labour charges, sale, purchase etc	10.00

Rajendra Shipping Private Limited: (A Company in which Director is Director and Member)	
Nature of Transaction	Amount (Rs. In Lakhs)
Availing or rendering of services, labour charges, sale, purchase etc	10.00

Although in respect of aforesaid related party transactions, no express permission is required. Your Directors recommend passing of proposed Ordinary Resolution as an abundant precaution and good corporate governance practices.

Ms. Kalindi Shah, Managing Director of the Company is a Director and Member in above mentioned companies.

The Board of Directors recommends the Ordinary resolution set out at item No. 5 of the Notice for approval by the Members.

Brief resume of Directors to be appointed/re-appointed at the forthcoming Annual General Meeting are given below pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Refer Item No. 3, 5 and 6 of the Notice):

Name of Director	Mr. Sunil Masand
Date of Birth	25 th March, 1962
Nationality	Indian
Brief Resume of the Wider Experience in Wider Experience in He is Self Employed and Director	Wider Experience in Finance and Accounts
Date of Appointment	29/06/1996
DIN	00371211
PAN	AAEPM7207K
Experience (Yrs.)	More than 25 years
Expertise	Finance & Accounts
Other Directorship (as on 31st March, 2024)	Nil
Chairpersonship / Membership of Committees of other Companies	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	No
Shareholding (individual) in Company	2400
Education	B. Com, LLB(GEN), FCA

By Order of the Board of Directors
For **R J Shah and Company Limited**

Sd/-
Kalindi Rajendra Shah
Chairperson & Managing Director
(DIN: 00402482)

Date : July 24, 2025
Place : Mumbai