

RAAJ MEDISAFE INDIA LIMITED

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Website: www.raajmedisafeindia.com

April 6, 2024

To,
The Corporate Relationship Department
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Ref: **RAAJ MEDISAFE INDIA LIMITED (Scrip Code: BSE: 524502)**

Sub: Submission of Proceedings and Minutes of the Extra-ordinary General Meeting held on March 27, 2024

Dear Sirs,

Pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the proceedings and Minutes of the Extra-ordinary General Meeting of the Members of the Company held on March 27, 2024.

Please take the same on records.

Thanking you,

Yours faithfully,
FOR RAAJ MEDISAFE INDIA LIMITED

ARPIT BANGUR
DIRECTOR
DIN:02600716

EOGM – 27 MARCH, 2024

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF RAAJ MEDISAFE INDIA LIMITED HELD ON WEDNESDAY 27TH DAY OF MARCH 2024 AT 4.00 P.M THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") AND CONCLUDED AT 4.21 P.M. FOR WHICH PURPOSE THE REGISTERED OFFICE I.E 75/2 & 3, INDUSTRIAL AREA, MAXI ROAD, UJJAIN-456010, OF THE COMPANY SHALL BE DEEMED AS THE VENUE OF THE MEETING

Present

Directors

Shri Arpit Bangur	:: Chairman
Shri Navin Jhawar	:: Managing Director
Shri Rajesh Kumar Gupta	:: Director
Shri V.K. Sood	:: Director

In Attendance:

Ms. Ankita Jain - Chief Financial Officer
Shri Sachin Sarada - Company Secretary and Compliance Officer
Shri Manish Maheshwari – Scrutinizer appointed by the board for EOGM

Proceeding of the Meeting:

Total of 41 Members attended the meeting through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM").

Shri Sachin Sarada, Company Secretary of the Company welcomed all Members, Directors and Scrutinizer (Shri Manish Maheshwari, Practicing Company Secretary was appointed as a Scrutinizer for Remote E-voting and Venue E-voting) to the Extra Ordinary General Meeting (EOGM) of the members of Raaj Medisafe India Limited held on Wednesday, the 27th day of March 2024 at 4.00 PM through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Leave of Absence was granted to Shri Rakesh Agrawal and Smt. Krishna Jajoo, Directors of the Company as they were not present in the meeting due to their pre-occupation.

It was informed that the meeting was held through VC / OAVM without the physical presence of the members at a common venue in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. All the Directors, KMP's and Scrutinizer for the EOGM of the Company attended the meeting through Video Conferencing.

Company Secretary informed the members about the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, providing for remote e-voting facility to the members. At this EOGM, the Company provided members the facility of venue e-voting. Only those shareholders, who were not done vote through Remote E-voting during Remote E-voting period, are hereby requested to vote through Venue E-voting mode and cast their vote. The Venue E-voting period started from 4.00 PM and close after 15 minutes from the conclusion of the EOGM. Shri Manish Maheshwari, Practicing Company Secretary was appointed as a Scrutinizer for remote E-voting and Venue E-voting.

Company Secretary informed that the company is having total 8320 shareholders (Eligible for Vote in the Meeting) as of the cutoff date of 20th March, 2024 and needs 30 members to constitute the Quorum hence adequate quorum for the meeting was present, then Company Secretary informed that as per section 104 of the Companies Act, 2013.

The quorum was present throughout the meeting.

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CHAIRMAN OF THE MEETING

Mr. Arpit Bangur, being Chairman of the Board, took the Chair and welcomed all members present at the Extra Ordinary General Meeting of the Company. The Chairman thereafter introduced all the directors present in the Extra Ordinary General Meeting and with the permission of the members he took the Notice convening the meeting as read.

The following resolutions were proposed to be passed at this meeting:

1. The first item on the Notice relates to the Increase in Authorised Capital from Rs. 12,25,00,000 (Rupees Twelve Crores Twenty-Five Lakhs only) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).
2. The second item on the Notice relates to issuance of equity shares on preferential basis.

Thereafter, Chairman informed about the shareholders who were registered as speaker at this Extra Ordinary General Meeting and also defined the process of the same and take their questions, comments and suggestions one by one.

Speaker has placed the queries one by one with Chairman and then Shri Arpit Bangur, Chairman of the meeting responded to all the questions/queries raised by the member of the Company.

DECLARATION OF RESULTS OF THE VOTING AT EXTRA ORDINARY GENERAL MEETING BY E-VOTING AND REMOTE E-VOTING ON 28TH MARCH 2024

Upon the receipt of the Scrutinizer Report dated March 28th, 2024. The Chairman declared following results on March 28th, 2024 for the Extra Ordinary General Meeting held on March 27th, 2024 and also declared that the date of the passing of the resolutions shall be the date of the Extra Ordinary General Meeting i.e. March 27th, 2024 for all the purposes.

The Following resolutions were approved at the Extra Ordinary General Meeting:-

Item No. 1 Increase in Authorised Capital from Rs. 12,25,00,000 (Rupees Twelve Crores Twenty-Five Lakhs only) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).

“RESOLVED THAT pursuant to the provisions of section 13 & 61 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provision (s), if any, and consent of the shareholders by Ordinary Resolution, consent of members be and is hereby accorded to the increase of authorized share capital of the company from Rs. 12,25,00,000 (Rupees Twelve Crores Twenty-Five Lakhs only) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) by the creation of 27,50,000 (Twenty-Seven Lakh Fifty Thousand) Equity Shares of Rs.10/- each of the company.”

FURTHER RESOLVED THAT clause V of the Memorandum of Association be altered accordingly.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and they are hereby severally authorized to file statutory applications and other forms, remit fees and to do all acts, deeds, things and matters as may be deemed expedient, desirable and necessary to give effect to this resolution.”

The Results of the voting are as under:

Manner of Voting	Remote E- Voting		Venue E-Voting		TOTAL	
	No. of Shares	% age	No. of Shares	% age	No.	% age
Votes in favour of the Resolution	82,32,942	100.00	0.00	0.00	82,32,942	100.00
Votes against the Resolution	100	0.00	0.00	0.00	100	0.00
Abstained /Invalid Votes	0.00	0.00	0.00	0.00	0.00	0.00
Total	82,33,042	100.00	0.00	0.00	82,33,042	100.00

Results:- The Ordinary Resolution was passed as requisite majority of votes were cast in favor of the resolution.

ITEM No. 2 Issuance of Equity Share on Preferential Basis

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited (the “Stock Exchange”) on which the Equity Shares of the Company having Face Value of Re. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to issue, offer and allot 22,75,000 (Twenty Two Lakh Seventy Five Thousand) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 44/- (Rupees Forty-Four) per Equity

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Share (including a premium of Rs. 34/- (Rupees Thirty-Four) per share ('Preferential Allotment Price'), aggregating to Rs. 10,01,00,000/- (Rupees Ten Crores One Lakh Only), to the below mentioned proposed allottee(s) (hereinafter referred to as "Investors" or "Allottees") by way of preferential issue ("Preferential Issue") on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottee	Category	Maximum No. of Shares to be allotted
1.	Anand Bangur	Individual (Promoter Group)	334000
2.	Arpit Bangur	Individual (Promoter Group)	334000
3.	Samiksha Bangur	Individual (Promoter Group)	334000
4.	Mangla Bangur	Individual (Promoter Group)	334000
5.	Vishnu Jajoo	Individual (Promoter Group)	334000
Total A			1670000
6.	Ramesh Chand Maheshwari	Individual (Non-Promoter)	320200
7.	Ruchin Agrawal	Individual (Non-Promoter)	28450
8.	Krati Agrawal	Individual (Non-Promoter)	28450
9.	Kanan Agrawal	Individual (Non-Promoter)	28450
10.	Suman Agrawal	Individual (Non-Promoter)	28450
11.	Manoj Maheshwari	Individual (Non-Promoter)	34000
12.	Dharmika Maheshwari	Individual (Non-Promoter)	23000
13.	Vinod Saboo	Individual (Non-Promoter)	57000
14.	Chitranjan Jain	Individual (Non-Promoter)	57000
Total B			605000
Grand Total (A+B)			2275000

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Rs. 44/-, 26th February, 2024 ("Relevant Date"), being the date 30 days prior to the date of this Extra-Ordinary General Meeting."

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“RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchange subject to receipt of necessary permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations or as may be required by BSE.
- d) The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary,

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desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

The Results of the voting are as under:

Manner of Voting	Remote E- Voting		Venue E- Voting		TOTAL	
	No. of Shares	% age	No. of Shares	% age	No.	% age
Votes in favour of the Resolution	1,99,317*	100.00	0.00	0.00	1,99,317*	100.00
Votes against the Resolution	100	0.00	0.00	0.00	100	0.00
Abstained /Invalid Votes	0.00	0.00	0.00	0.00	0.00	0.00
Total	1,99,417	100.00	0.00	0.00	1,99,417	100.00

11,50,028 votes were not taken into count as they belong to Promoters and their relatives who are interested in the above transaction.

Results:- The Special Resolution was passed as requisite majority of votes were cast in favor of the resolution.

VOTE OF THANKS

As there was no other business to be transacted, the meeting came to an end with a vote of thanks to the Chair.

Place: Ujjain
Date: 4th April, 2024

Arpit Bangur
CHAIRMAN