

- Electronic Weighing Scales & Systems
- Electronic Currency Counting Machines
- Electronic Fare Meters
- Home Automation

NITIRAJ ENGINEERS LTD.

CIN : L31909MH1999PLC119231

Listed on National Stock Exchange of India
ISO 9001: 2015 COMPANY

CORPORATE OFFICE & WORKS :

Plot No. J-25, J-26, MIDC, Awadhan,
Dhule - 424 006. (M.S.) INDIA

☎ : +91 - 2562 - 239331, 239080

E-mail : response@nitiraj.net

Web Site : www.nitiraj.net

Date: August 17, 2022

To,
The Manager
Listing Compliance Department,
National Stock Exchange of Limited
Exchange Plaza, BKC, Mumbai.

Dear Sir/ Madam,

Ref: Symbol "NITIRAJ"

Sub: Proceedings of Postal Ballot

This is with reference to our communication dated July 15, 2022 with respect to the Postal Ballot Notice dated July 14, 2022 for seeking the consent of the members for following business, by way of ordinary/special resolution:

1. Appointment of M/S. Sharp Aarth & Co (FRN-132748w) as Statutory Auditors of the Company;
2. Increase in overall managerial remuneration in case of inadequate profit paid to the Director of the company which is approved in Nomination Remuneration Committee Meeting;

In connection with the above, we would like to inform you that Resolution no 1 mentioned in the Postal Ballot Notice was passed by the members of the Company by requisite majority. The approval is deemed to have been received on the last date of e-voting i.e. August 16, 2022.

Please find enclosed herewith the proceedings of the Postal Ballot conducted vide Notice of Postal Ballot dated July 14, 2022 and voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with scrutinizer report.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For and on Behalf of Board of
Nitiraj Engineers Limited



Rajesh Bhatwal
Managing Director



• REGD.OFFICE : 306 A, Bhabha Bldg., N. M. Joshi Marg, MUMBAI - 400 011 (M.S.) ☎ : +91 - 22-23094161

• BRANCH OFFICES •

CHHATTISGARH

Bilaspur : 401606
Raipur : 4045448
Raigarh : 231140

MAHARASHTRA

Ahmednagar : 9168648056
Akola : 2422857
Aurangabad : 9372833300
Buldhana : 244854
Dhule : 240623
Jalgaon : 2217179
Nashik : 2316875
Parbhani : 9168880405

ORISSA

Balangir : 09338885585
Berhampur : 2224641
Bhubaneswar : 09337017086
Jeypore : 251572
Padampur : 09337368391
Sambalpur : 2541598
Sonapur : 09337134928

PROCEEDINGS OF THE POSTAL BALLOT CONDUCTED FOR THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED JULY 14, 2022

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on general meeting (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020 and 39/2020 dated 31 December 2020, 10/2021 dated June 23, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 08, 2021 (the "MCA Circulars"), Notice of postal ballot dated January 24, 2022 ("Notice") was sent by electronic mode to the shareholders at their email addresses registered with the Depository Participant / the Company on July 14, 2022 to obtain approval of shareholders through Postal Ballot for:

1. Appointment of M/S. Sharp Aarth & Co (FRN-132748w) as Statutory Auditors of the Company;
2. Increase in overall managerial remuneration in case of inadequate profit paid to the Director of the company which is approved in Nomination Remuneration Committee Meeting;

The Board of Directors had engaged services of National Securities Depository Limited ("NSDL") to provide e-voting facility to all the shareholders as on cut-off date i.e. Friday, 08th July, 2022. The voting period commenced on Monday, 18th July, 2022 (9:00 a.m. IST) and ends on Tuesday, 16th August, 2022 (5:00 p.m. IST).

The Board of Directors had appointed CA Piyush Agrawal, Chartered Accountant (Membership No. 135041) as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. The intimation about completion of dispatch of the Notice and the last date for e-voting was also intimated to the members by way of publication of newspaper advertisement in The Financial Express (English Newspaper) and Aapla Maharashtra (Marathi Newspaper) on July 15, 2022. After scrutiny of votes cast through e-voting facility as received up to 5.00 p.m. (IST) on Tuesday, 16th August, 2022, (being the last date fixed for e-voting), Mr. Piyush Agrawal, Scrutinizer submitted her report on Wednesday, 17th August, 2022.

Based on the Scrutinizer Report dated 17th August, 2022, the results of the Postal Ballot are as under:

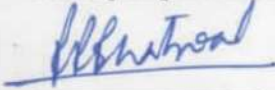
Sr. No	Particulars of Resolution	No. of Total Votes Polled	No. of Votes in favour	% of votes in favour	No. of votes in against	% of votes against	No. of Invalid/Abstained votes
1.	Appointment of M/S. Sharp Aarth and Co (FRN-132748w) as Statutory Auditors.	8286810	8286810	100	0	0	Nil
2.	Increase in overall managerial remuneration in case of inadequate profit paid to the Director.	8286810	8274080	99.85	12730	0.15	7531875

NITIRAJ ENGINEERS LTD.

On the basis of Scrutinizer's report, the result of Postal ballot was declared on 17th August, 2022.

1. The resolution no 1 as mentioned in the Notice of Postal Ballot dated July 14, 2022, were duly passed with requisite majority as on 16th August, 2022.
2. The resolution no 2 as mentioned in the Notice of Postal Ballot dated July 14, 2022, were not passed as votes in favour include invalid votes (Interested person).

For and on Behalf of Board of
Nitiraj Engineers Limited



Rajesh Bhatwal
Managing Director



Name of the Company:	Nitiraj Engineers Limited
Date of Declaration of Postal Ballot Results:	17 th August, 2022
Total number of shareholders on record date:	1631
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable (Resolution passed through Postal ballot)
Promoters and Promoters Group:	-
Public	-
No. of Shareholders :	Not Applicable (Resolution passed through Postal ballot)
Promoters and Promoter Group:	-
Public:	-

NITIRAJ ENGINEERS LTD.

Resolution No: 1- Appointment of M/S. Sharp Aarth and Co (FRN-132748w) as Statutory Auditors								
Resolution required: (Ordinary/Special) : Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled(2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votespolled (6)=[(4)/(2)]*100	% of Votes against on votespolled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7080000	6776750	95.72	6776750	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	7080000	6776750	95.72	6776750	0	100.00	0.00
Public Institutions Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions Holders	E-Voting	3171000	1510060	47.62	1510060	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3171000	1510060	47.62	1510060	0	100	0.00
		10251000	8286810	80.84	8286810	0	100	0.00

NITIRAJ ENGINEERS LTD.

Resolution No: 2- Increase in overall managerial remuneration in case of inadequate profit paid to the Director

Resolution required: (Ordinary/Special) : Special

Whether promoter/promoter group are interested in the agenda/resolution? : yes

Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	7080000	6776750	95.72	6776750	0	100.00	0.00	6699375
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total	7080000	6776750	95.72	6776750	0	100.00	0.00	
Public Institutions Holders	E-Voting	0	0	0.00	0	0	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00	0.00
Public-Non Institutions Holders	E-Voting	3171000	1510060	47.62	1497330	12730	99.16	0.84	832500
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total	3171000	1510060	47.62	1497330	12730	99.16	0.84	832500
		10251000	8286810	80.84	8274080	12730	99.85	0.15	7531875

*No. of votes polled include 'no. of votes invalid'

Notes:

- Voting rights on the shares transferred to 'Unclaimed Suspense Account and 'Investor Education and Protection Fund' are frozen.
- The votes cast does not include invalid votes and abstained votes.
- All the aforesaid resolutions were passed with requisite majority.

**For and on Behalf of Board of
Nitiraj Engineers Limited**

**Rajesh Bhatwal
Managing Director**





REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22
of the Companies(Management and Administration)Rules, 2014]

To,
The Chairman,
Nitiraj Engineers Limited,
306 A Babha Bldgn M Marg,
Near Police Station,
Mumbai - 400011

Subject: Scrutinizer's Report on Voting through electronic means, from a place other than the venue of meeting (hereinafter "Remote E-voting") conducted pursuant to provisions of Section 108 of the Act read with the Rules and Regulation 44 of the SEBI Listing Obligations Disclosure Requirements Regulations, 2015 (hereinafter "Listing Regulations, 2015") as amended from time to time and MCA Circulars and SEBI Circular and Voting through E-voting system at the AGM of the members of the Company

Dear Sir,

I, Piyush Ramesh Agrawal, Chartered Accountant in practice, having office at Shop No.6, Shakun Plaza, Jalna- 431203 (MH) was duly appointed as Scrutinizer by the Board of Directors of M/ Nitiraj Engineers Limited for the purpose of the Scrutinizing the process of voting through remote e-voting in a fair and transparent manner and also for ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to remote e-voting and e-voting on all the resolutions contained in the Notice of Postal Ballot.
- My responsibility as a Scrutinizer for the remote e-voting and e-voting process is restricted to make a Scrutinizer's report of the votes casted "in favour", "against" or "invalid"/abstain/by interested parties" for all resolution contained in the Notice of Postal Ballot.

JALNA OFFICE

Shop No. 6, 1st Floor
Above Dominos, Shakun Plaza,
Yadav Nagar, JALNA - 431 203



FRN : 116435W M.No.135041

PUNE OFFICE

Krishna Kunj, 1187/23,
Ghole Road, Shivajinagar,
PUNE - 411005



- The Remote E-Voting period remained open from Monday, 18th July, 2022 (9:00 a.m. IST) and ends on Tuesday, 16th August, 2022 (5:00 p.m. IST).
- The Shareholders holding shares as on the "cut-off date" i.e. the 8th July, 2022 were entitled to vote on the proposed 2 (Two) Resolutions as mentioned in the Notice of Postal Ballot of M/s Nitiraj Engineers Limited (Item No. 1 & 2 of the Notice of Postal Ballot of M/s Nitiraj Engineers Limited).
- The NSDL e-voting were unblocked on August 16, 2022 at 05.00 P.M. in the presence of 2 witnesses, namely Mr. Alok Gaud and Rohit Raut, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Alok Gaud
(Witness)


Rohit Raut
(Witness)

- Thereafter the details containing inter-alia, list of equity shareholders, who voted "for" and "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of NSDL.
- My Scrutinizer Report based on the reports generated from NSDL e-voting system in respect of remote e-voting.
- I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.



THE RESULTS OF REMOTE E-VOTING ON POSTAL BALLOT ARE AS UNDER:

(a) Resolution 1: Special Business (Ordinary Resolution)

1. Appointment of M/s. Sharp Aarth and Co (FRN-132748w) as Statutory Auditors.

Resolution No: 1- Appointment of M/S. Sharp Aarth and Co (FRN-132748w) as Statutory Auditors									
Resolution required: (Ordinary/Special) : Ordinary									
Whether promoter/promoter group are interested in the agenda/resolution? : No									
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes - in against (5)	% of Votes in favour on votespolled (6)=[(4)/(2)]*100	% of Votes against on votespolled (7)=[(5)/(2)]*100	Invalid Votes**
Promoter and Promoter Group	E-Voting	7080000	6776750	95.72	6776750	0	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total		6776750	95.72	6776750	0	100.00	0.00	
Public Institutions Holders	E-Voting	0	0	0.00	0	0	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00	0.00
Public- Non Institutions Holders	E-Voting	3171000	1510060	47.62	1510060	0	100	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total		1510060	47.62	1510060	0	100	0.00	0.00
		10251000	8286810	80.84	8286810	0	100	0.00	0.00



(b) Resolution 2: Special Business (Special Resolution)

Increase in overall managerial remuneration in case of inadequate profit paid to the Director.

Resolution No: 2- Increase in overall managerial remuneration in case of inadequate profit paid to the Director									
Resolution required: (Ordinary/Special) : Special									
Whether promoter/promoter group are interested in the agenda/resolution? : yes									
Category	Mode of Voting	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of Votes in favour on votespolled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes**
Promoter and Promoter Group	E-Voting	7080000	6776750	95.72	6776750	0	100.00	0.00	6699375
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total		6776750	95.72	6776750	0	100.00	0.00	
Public Institutions Holders	E-Voting	0	0	0.00	0	0	0.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00	0.00
Public- Non Institutions Holders	E-Voting	3171000	1510060	47.62	1497330	12730	99.16	0.84	832500
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00	0.00
	Total		1510060	47.62	1497330	12730	99.16	0.84	832500
		10251000	8286810	80.84	8274080	12730	99.85	0.15	7531875

*No. of votes polled include 'no. of invalid Votes'

* *Invalid vote consist votes done by interested person, Hence above Resolution not passed.

All documents/electronic records relating to voting were handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

For Agrawal Kucheriya And Co,
 Chartered Accountant,

CA Piyush Agrawal
 Scrutinizer

(FRN: 116435W FCA M. No. 135041)

Date: 17th August, 2022

Place: Jalna 1/DIN:- 22135041APFGPP8547

JALNA OFFICE

Shop No. 6, 1st Floor
 Above Dominos, Shakun Plaza,
 Yadav Nagar, JALNA - 431 203



FRN : 116435W M.No.135041

PUNE OFFICE

Krishna Kunj, 1187/23,
 Ghole Road, Shivajinagar,
 PUNE - 411005

NITIRAJ ENGINEERS LIMITED								
Date of the Postal Ballot			8/16/2022					
Total number of shareholders on record date			1631					
No. of shareholders present in the meeting either in person or throught proxy: Promoters and promoter Group: Public:			NA NA NA					
No. of shareholders attended the meeting throught Video Conferencing: Promoters and promoter Group: Public:			NOT ARRANGED					
Resolution 1 : Appointment of M/S. Sharp Aarth and Co (FRN-132748w) as Statutory Auditors.								
Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	7080000	6776750	95.72	6776750	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7080000	6776750	95.72	6776750	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	3171000	1510060	47.62	1510060	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3171000	1510060	47.62	1510060	0	100.00	0.00
TOTAL		10251000	8286810	80.84	8286810	0	100.00	0.00
Resolution 2 :Increase in overall managerial remuneration in case of inadequate profit paid to the Director.								
Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
P								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	7080000	6776750	95.72	6776750	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7080000	6776750	95.72	6776750	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	3171000	1510060	47.62	1497330	12730	99.16	0.84
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3171000	1510060	47.62	1497330	12730	99.16	0.84
TOTAL		10251000	8286810	80.84	8274080	12730	99.85	0.15