



RAJOO ENGINEERSLIMITED

Registered Office: Rajoo Avenue, Survey No. 210,
Plot No.1 Industrial Area, Veraval (Shapar), Dist- Rajkot – 360024 Gujarat – India.
CIN: L27100GJ1986PLC009212, **Email ID:** compliances@rajoo.com,
Contact No: +91 97129 62704 / 52701 / 32706,
Website: www.rajoo.com

Notice of Postal Ballot

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Rajoo Engineers Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the MCA (hereinafter collectively referred to as (“MCA Circulars”) and any Circular issued by the Securities and Exchange Board of India (“SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors has appointed CS Nirav D Vekariya Practicing Company Secretary (Member No. F11660/ COP: 17709) as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of NSDL as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on October 16, 2024
End of e-voting:	5:00 p.m. (IST) on November 14, 2024

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by NSDL.

The results of the Postal Ballot shall be announced by the Chairman of the Company or in his absence, any person authorized by him within 2 (two) working days from the last date of e-voting.

The results declared along with Scrutinizer's Report shall be placed on the Company's website <https://www.rajoo.com/> and on the website of NSDL's website <https://www.evoting.nsdl.com/> immediately. The Company shall simultaneously forward the results to the Stock Exchange i.e., **BSE Limited**, where the shares of the Company are presently listed.

The last date of the remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

By the Order of the Board
For **Rajoo Engineers Limited**

Rajesh Nanalal Doshi
Chairman & Director
DIN: 00026140

Date: October 14, 2024
Place: Veraval(Shapar)

Registered Office:
Rajoo Avenue, Survey No. 210, Plot No.1,
Industrial Area, Veraval (Shapar),
Dist: Rajkot - 360024
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Email ID: compliances@rajoo.com
Website: www.rajoo.com

SPECIAL BUSINESS

Item No. 1- Increase of Authorised Share Capital of the Company and the consequent amendment to Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and the rules issued there under and in accordance with the provisions of the Memorandum of Association of the Company, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent and approval of Members of the Company be and is hereby accorded to alter the Authorised Share Capital of Company from Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Re. 1/- (Rupee One) each to Rs. 18,00,00,000 (Rupees Eighteen Crore only) divided into 18,00,00,000 (Eighteen Crore) Equity Shares of Re. 1/- (Rupee One) each”;

RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and are hereby deleted and substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 18,00,00,000 (Rupees Eighteen Crore only) divided into 18,00,00,000 (Eighteen Crore) Equity Shares of Re. 1/- (Rupee One) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

Item No. 2- Bonus Issue of Equity Shares of face value of Re. 1/- each

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, relevant provisions of Memorandum and Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals as may be required in this regard, approval of the members be and is hereby accorded to capitalize a sum not exceeding Rs. 4,10,03,045/- (Rupees Four Crore Ten Lakhs Three Thousand and Forty Five only) or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of free reserves and/or the

securities premium account as at March 31, 2024, for the purpose of issuance of bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:3 i.e. 1 (One) New fully paid Equity Share for every 3 (Three) existing Equity Shares held on such date as may be fixed by the Board for this purpose ('Record Date') and the new bonus shares issued and allotted shall, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such member, and not as income;

RESOLVED FURTHER THAT the Board of Directors confirm with reference to the issue of bonus shares that:

- The existing equity shares of the company are fully paid up.
- The Bonus shares have not been issued in lieu dividend or out of reserves created of revaluation of assets.
- The Company is authorized by the Article to issue bonus shares, as being proposed in the resolution.
- There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- The Company has not defaulted in payment of statutory dues of employees such as contribution to PF, gratuity and bonus;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares on Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares;

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the New Equity Shares shall be credited in compliance with the guidelines issued SEBI and relevant authorities, in this regard;

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, if applicable and as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT in case of fractional shares, if any arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fraction and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one or more of the, Managing Director, Chief Financial Officer, Company Secretary or any other person / official to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

Item No. 3 Appointment of Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747) as a Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), in terms of Article of Associations of the Company, **Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747)**, who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an Additional Director in category of Non-Executive Independent Director of the Company with effect from October 01, 2024 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the director and declaration who meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a first term of 5(five) consecutive years from October 01, 2024 to September 30, 2029 (both the days inclusive) and who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 4 Revision in terms of remuneration of Ms. Khushboo Chandrakant Doshi, Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in partial modification of the Resolution No. 5 and 9 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Ms. Khushboo C. Doshi (DIN: 00025581) as the Managing Director with effect from June 01, 2021 to May 31, 2026 (hereinafter referred to as the Managing Director) on the terms and conditions of remuneration mentioned therein and Resolution No. 7 passed by the Members at the Thirty-Seventh Annual General Meeting of the Company held on September 27, 2024, for revision in terms of remuneration of Managing Director and pursuant to the provisions of Section 196, 197, 198 and 188 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and as per recommendation of the Nomination & Remuneration Committee, consent of the Members of the Company be and is hereby accorded for further revision in the terms of remuneration by increase in payment of Remuneration to the Managing Director not exceeding Rs. 1,20,00,000 (Rupees One Crore and Twenty Lakhs Only) per annum for the remainder period of the tenure of her appointment i.e. commencing from June 01, 2024 to May 31, 2026;

Remunerations:

Ms. Khushboo C. Doshi (DIN: 00025581) as the Managing Director will be paid remuneration upto Rs. 10,00,000/- (Rupee Ten Lakhs only) per month including all allowances, facilities and benefits w.e.f. June 01, 2024 and will be also be entitled (including in above remuneration) to:

- i) Reimbursement of medical expenses for Self and family members on the actual basis.
- ii) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- iii) Contribution towards Gratuity fund and benefits payable as per rules.
- iv) Use of Company's maintained Car along with facility of driver for performance of his official duties.
- v) Encashment of un-availed leaves as per Rules of the Company.
- vi) Reimbursement of Travel Expenses of Self and family members for Rs. 5,00,000/- on yearly basis.
- vii) Reimbursement of electricity expenses of residence.

RESOLVED FURTHER THAT subject to the provisions of Schedule V to the Companies Act, 2013 and/or any guidelines prescribed by the Government/ appropriate authority from time to time, the Board of Directors of the Company be and are hereby authorized to alter, vary and modify the aforesaid remuneration of Ms. Khushboo C. Doshi (DIN: 00025581), Managing Director of the Company, within the above stated maximum limit;

RESOLVED FURTHER THAT except for the revision in the terms of remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective;

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Ms. Khushboo C. Doshi (DIN: 00025581), Managing Director, the above referred remuneration shall be paid to her as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**By the order of the Board
RAJOO ENGINEERS LIMITED**

Rajesh Nanalal Doshi
Chairman & Director
DIN: 00026140

**Date: October 14, 2024
Place: Veraval (Shapar)**

Registered Office:
Rajoo Avenue, Survey No. 210, Plot No.1,
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Website: www.rajoo.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice. It also contains all the disclosures as specified in the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are also annexed to this Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ Link Intime India Private Limited the Company's Registrar and Transfer Agents ("RTA") as on Friday, October 11, 2024 ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice.

Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email IDs to our RTA by sending an e-mail on ahmedabad@linkintime.co.in and in marked to the Company compliances@rajoo.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the share certificate for registering their email address and receiving the Postal Ballot Notice and the e-voting instructions.

Members may note that this Postal Ballot Notice will also be available on the Company's website at <https://www.rajoo.com/>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.

3. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
4. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. November 14, 2024.
5. The instructions for remote e-voting are as under:
 - i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI master circular dated July 11, 2023 in relation to "e-voting facility provided by Listed Entities", the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL on the resolution set forth in this Notice.
 - ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. **The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, October 16, 2024, and ends at 5.00 p.m. (IST) on Thursday, November 14, 2024. The e-voting module shall be disabled by NSDL thereafter.** Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
 - iii) The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI master circular dated July 11, 2023 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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 CDSL 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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
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 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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	Your 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 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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'?
1. 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 mailbox. 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'.
 2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
1. 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.
 2. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 3. 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 etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 e-mail to csniravvekariya@gmail.com with a copy marked to compliances@rajoo.com and evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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.

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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliances@rajoo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliances@rajoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI master circular dated July 11, 2023 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LODR REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THIS POSTAL BALLOT NOTICE

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI LODR Regulations and Secretarial Standard-2, sets out all material facts relating to the items of Special Businesses set out in this Postal Ballot Notice.

Item No. 1 and 2 of the Notice

The equity shares of your Company are presently listed and actively traded on the BSE Limited. Over the years, the Company has performed satisfactorily well both in terms of profit and business. As on March 31, 2024 total free reserves and surplus of the Company is Rs. 11234.06 Lakhs including Security Premium Account of Rs. 1133.82 Lakhs. With a view to capitalize the Reserves and surplus and to rationalize the capital structure, and in appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on October 14, 2024, subject to the consent of the Members of the Company, approved and recommended for consideration of members, the bonus issue of equity shares of Re. 1/- (Rupee One) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of Re. 1/- (Rupee One) each for every 3 (Three) existing fully paid-up equity shares of Re. 1/- (Rupee One) each held by them as on the record date to be fixed by the Board, by capitalizing such sum standing credit to Reserves and Surplus of the Company as on March 31, 2024.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in the Postal Ballot Notice.

At present, the Authorised Share Capital of your Company is of Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore) equity shares of Re. 1/- each and issued and subscribed capital is of Rs. 12,30,09,148 (Rupees Twelve Crore Thirty Lakhs Nine Thousand One Hundred and Forty Eight only) divided into 12,30,09,148 (Twelve Crore Thirty Lakhs Nine Thousand One Hundred and Forty Eight) Equity Shares of Re. 1/- (Rupee One) each.

The Revised Authorised Share Capital consequent to the increase in authorized share capital will be Rs. 18,00,00,000 (Rupees Eighteen Crore only) divided into 18,00,00,000 (Eighteen Crore) equity shares of Re. 1/- (Rupee One) each.

The total paid up share capital post bonus issue will be approx. Rs. 16,40,12,197 (Rupees Sixteen Crore Forty Lakhs Twelve Thousand One Hundred and Ninety Seven only) which shall not exceed the present Authorised Share Capital of the Company.

To accommodate the further issue of shares on account of Bonus, as mentioned in item No.2 of the Notice it is necessary to alter the capital clause of the Memorandum of Association of the Company, as mentioned in item No.1 of the Notice.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board after the approval of the Members is obtained.

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, the proposed increase of Authorized Share Capital of the Company requires approval of the Members. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

The Board of Directors recommends an Ordinary Resolution set out at item no. 01 and 02 of the Notice for approval by members of the Company.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

Item No. 3 of the Notice

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed **Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747)** as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from October 01, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”), the Additional Director shall hold the office as a director up to the next Annual General Meeting or the last date on which the Annual General Meeting should have been held. However, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next Annual General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, the approval of the members is sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

In terms of the provisions of Sections 149, 151, 152 and other applicable provisions of the Act, Members’ approval is sought through this Notice for appointment of **Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747)** as a **Non-Executive Independent Director** to hold office for a first term of 5(five) consecutive years from October 01, 2024 to September 30, 2029 (both the days inclusive) and who shall not be liable to retire by rotation.

The Company has received a notice in writing, as required under the provisions of Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747) as a candidate for the office of Director of the Company.

Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747) is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director.

The Company has received requisite consent/declarations for the appointment of Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747) as an Independent Director of the Company, as required under the Act and Rules made thereunder and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747) is independent of the management of the Company and fulfils the criteria of independence, as prescribed in the Companies Act, 2013, the rules made thereunder, and Regulation 16 of the Listing Regulations for the appointment as an Independent Director. Further, the Nomination and Remuneration Committee and the Board of Directors of the Company is of the opinion that Mr. Sureshchandra Gokaldas Vaja (DIN: 10785747) is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as under:

Sr. No.	Particulars	Details
1	Brief Resume & expertise in specific functional areas	
	DIN	10785747
	Date of Birth	November 01, 1957
	Age	66
	Original Date of Appointment on the Board of Directors	October 01, 2024
	Qualification	A graduate in Bachelor of Commerce from the Maharaja Sayajirao University of Baroda on 10 th December, 1977
	Experience and expertise	Mr. Suresh G Vaja has completed Bachelor of Commerce from the

	in specific functional areas, Job Profile and his suitability	Maharaja Sayajirao University of Baroda on 10th December, 1977. Mr. Suresh G Vaja, with his extensive 35-year career as a Central Government Officer, brings a wealth of regulatory knowledge and expertise in government compliance, customs, and taxation. His deep experience in the Central Excise Department and as a Preventive Officer positions him as a valuable asset for Rajoo Engineers Limited, particularly in ensuring adherence to GST, customs, and excise regulations. His experience in the Preventive & Intelligence Section, along with his work in Land Customs and International Airport operations, enables him to provide strategic insights into import-export regulations, helping the company navigate complex global trade compliance. His leadership as Assistant Commissioner of GST & Customs reflects his ability to manage and streamline government processes, which could contribute to improving operational efficiencies at Rajoo Engineers. By leveraging his regulatory and compliance acumen, Rajoo Engineers can minimize risks, optimize tax strategies, and ensure smooth international transactions, thus he will be adding significant value to the company's growth and global operations.														
2	Remuneration to be paid	Nil														
3	Shareholding in Rajoo Engineers Limited	Mr. Suresh G Vaja does not hold any shares of the Company.														
4	Inter-se Relationship with other Directors /Key Managerial Personnel	Mr. Suresh G Vaja is not related to any of the directors, manager or any other Key Managerial Personnel of the Company.														
5	Directorship, Membership / Chairmanship of Committees of other Board	<p>Directorship in: NIL</p> <p>Membership/Chairmanship: NIL</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of the Company</th> <th colspan="2">Committee details</th> </tr> <tr> <th>Chairmanship</th> <th>Membership</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Name of the Company	Committee details		Chairmanship	Membership									
Name of the Company	Committee details															
	Chairmanship	Membership														
6	Listed companies (other than Rajoo Engineers Limited) holds directorship and committee membership	NIL														

Accordingly, the Board recommends the appointment of Mr. Suresh G Vaja as an Independent Director of the Company for a first term of 5(five) consecutive years from October 01, 2024 to September 30, 2029 (both the days inclusive).

The Board of Directors recommends a Special Resolution set out at item no. 03 of the Notice for approval by members of the Company.

Further, in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018, Mr. Suresh G Vaja is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

None of the directors, or key managerial personnel or their relatives, except Mr. Suresh G Vaja (whose appointment is proposed in the resolution), is concerned or interested, financially or otherwise, except to the extent of his or his relative's respective shareholding, if any, in the Company.

Item No. 4 of the Notice

The Members of the Company at the 34th AGM had approved the appointment of Ms. Khushboo C. Doshi (DIN: 00025581) as Managing Director of the Company with effect from June 01, 2021 to May 31, 2026 and at the 37th AGM revised the terms and conditions of the remuneration payable to her.

Taking into consideration the intrinsic growth and performance of the Company and based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its Meeting held on October 14, 2024, approved further revision in the terms of remuneration of Mr. Khushboo C. Doshi by increasing the remuneration to Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs Only) per annum for the remainder period of the tenure of her appointment i.e. May 31, 2026.

The additional information as required by Schedule V to the Companies Act, 2013:

I. General information:

- a. **Nature of Industry:** Manufacturer of Plastic Extrusion Machinery
- b. **Date or expected date of commencement of commercial production:** The Company commenced business on December 08, 1986
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- d. Financial performance based on given indicators as per audited financial results for the year ended March 31, 2024

Particulars	Rs. in Lakhs
Turnover & Other Income	20,128.63
Net profit as per Statement of Profit & Loss (After Tax)	1,970.63
Net Worth	11,849.10

e. **Foreign investments or collaborations, if any**

Company has a 49:51 joint venture with Bausano & Figli S.p.A., Italy under the name of Rajoo Bausano Extrusion Private Limited to manufacture and market pipe and profile extrusion lines including for wood composite profiles in India, with a special emphasis on Africa, Gulf and SAARC markets.

Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases.

The Company has no subsidiaries as March 31, 2024.

II. Information about the appointee:

- a. **Background details:** Ms. Khushboo C. Doshi has cross functional expertise in marketing, corporate branding, PR and Communications strategy. As a Product Manager of Rajoo's foam business, she was responsible for introducing this concept for the Company and co-ordinating with the collaborators Commodore of US. At Rajoo, she is also responsible for human capital management, financial management and most important, after-sales-service. As Director of the Company, Ms. Khushboo C. Doshi is an integral part of the senior management that is leading the company in the next phase of expansion in the global market.
- b. **Past Remuneration:** Rs. 59.27 Lakhs paid to director during the financial year ended March 31, 2024
- c. **Recognition or awards:** Nil
- d. **Job profile and her suitability:** Over 15 years of experience in the area of Marketing, Business Development, HR, Customer Care and Finance. Ms. Khushboo Doshi is an architect by education and holds a Master's Degree in Industrial Product Design from U K. She is also a "Masters in Management for Entrepreneurs" from IIM Ahmedabad and "Family Businesses" from IIM Bangalore. Sales and Marketing is her passion and has been responsible for establishing brand "*Rajoo*" in the industry - both in the country and globally. A firm believer in Woman Empowerment, Rajoo Engineers Limited is one of the first companies in Saurashtra Region of Gujarat to employ women in the engineering functions.
- e. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration is as per Section 197 & 198 of the Companies Act,

2013 read with Schedule V and is comparable to the remuneration of MD/WTD levels of similar sized Plastic Extrusion machine manufacturing Companies in India.

- f. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Except for the proposed remuneration and her shareholding in the Company, she does not have any pecuniary relationship with the Company or with any Managerial personnel or other directors.

III. Other information:

- a. **Reasons of loss or inadequate profits:** The Company is profit making Company.
- b. **Steps taken or proposed to be taken for improvement:** The Company has set up in house R & D Centre in order to develop new products for better realization and continuously efforts to expand marketing and economy in operations.
- c. **Expected increase in productivity and profits in measurable terms:** The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures: As required, the information is provided under Corporate Governance Section of Annual Report.

Save and except Ms. Khushboo C. Doshi and her relatives to the extent of their shareholding in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends a Special Resolution set out at item no. 04 of the Notice for approval by members of the Company.

**By the order of the Board
RAJOO ENGINEERS LIMITED**

Rajesh Nanalal Doshi
Chairman & Director
DIN: 00026140

Date: October 14, 2024
Place: Veraval (Shapar)

Registered Office:
Rajoo Avenue, Survey No. 210, Plot No.1,
Industrial Area, Veraval (Shapar),
Dist: Rajkot - 360024
CIN: L27100GJ1986PLC009212
Tel: +91 97129 62704 / 52701
Email ID: compliances@rajoo.com
Website: www.rajoo.com