

RAJOO ENGINEERS LIMITED

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 is hereby given that **Thirty-Seventh Annual General Meeting (37th AGM)** of the Members of **RAJOO ENGINEERS LIMITED** will be held on **Friday, September 27, 2024 at 11:00 A.M.** at the Registered Office of the Company situated at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar), Dist. Rajkot, Gujarat - 360024, India to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its associate for the financial year ended March 31, 2024, together with the Report of Auditors thereon.

3. Declaration of Final Dividend for FY 2023-24

To declare a Dividend of Rs. 0.125 per equity shares of face value of Rs. 1 each (12.5%) of the Company, for the financial year ended March 31, 2024.

4. Appointment of a Director retiring by rotation

To appoint a director in place of Ms. Khushboo Chandrakant Doshi (DIN: 00025581), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS

5. Ratification of Cost Auditor's Remuneration for FY 2024-25

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of Rs. 40,000 (Rupees Forty Thousands only) plus GST and out-of pocket expenses as per actual payable to M/s. Shailesh Thaker & Associates, Cost Accountants (Membership No: 6239, FRN: 101454) who have been re-appointed as the Cost Auditors of the Company by the Board of Directors to the conduct of the audit of the cost records of the Company for the financial year 2024-25 be and is hereby ratified .”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) 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.”

6. Revision in terms of remuneration of Mr. Rajesh Nanalal Doshi, Chairman and 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. 4 and 8 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Mr. Rajesh N. Doshi (DIN: 00026140) as the Chairman with effect from June 01, 2020 to May 31, 2026 (hereinafter referred to as the Chairman) on the terms and conditions of remuneration mentioned therein 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 revision in the terms of remuneration by increase in payment of Remuneration to the Chairman not exceeding Rs. 1,80,00,000 (Rupees One Crore Eighty Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. commencing from June 01, 2024 to May 31, 2026;

Remunerations:

Mr. Rajesh N. Doshi (DIN: 00026140) as the Chairman will be paid remuneration upto Rs. 15,00,000/- (Rupees Fifteen 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 Mr. Rajesh N. Doshi (DIN: 00026140), Chairman & 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 Mr. Rajesh N. Doshi (DIN: 00026140), Chairman & Director, the above referred remuneration shall be paid to him 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."

7. 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 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 revision in the terms of remuneration by increase in payment of Remuneration to the Managing Director not exceeding Rs. 75,00,000 (Rupees Seventy Five 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. 6,25,000/- (Rupee Six Lakhs Twenty Five Thousand 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.”

8. Revision in terms of remuneration of Mr. Utsav Kishorbhai Doshi, Joint 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. 6 and 10 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Mr. Utsav K. Doshi (DIN: 00174486) as the Joint Managing Director with effect from June 01, 2021 to May 31, 2026 (hereinafter referred to as the Joint Managing Director) on the terms and conditions of remuneration mentioned therein 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 revision in the terms of remuneration by increase in payment of Remuneration to the Joint Managing Director not exceeding Rs. 75,00,000 (Rupees Seventy Five Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. commencing from June 01, 2024 to May 31, 2026;

Remunerations:

Mr. Utsav K. Doshi (DIN: 00174486) as the Joint Managing Director will be paid remuneration upto Rs. 6,25,000/- (Rupee Six Lakhs Twenty Five Thousand 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 Mr. Utsav K. Doshi (DIN: 00174486) as the Joint 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 Mr. Utsav K. Doshi (DIN: 00174486) as the Joint Managing Director, the above referred remuneration shall be paid to him 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."

9. Revision in terms of remuneration of Mr. Sunil Jain, Executive Professional 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. 7 and 11 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional) with effect from July 01, 2021 to June 30, 2026 (hereinafter referred to as the Executive Director) on the terms and conditions of remuneration mentioned therein 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 revision in the terms of remuneration by payment of Professional Fees to the Executive Director not exceeding Rs. 60,00,000 (Rupees Sixty Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. commencing from July 01, 2024 to June 30, 2026;

Remunerations:

Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional) will be paid remuneration upto Rs. 5,00,000/- (Rupee Five Lakhs only) per month including all allowances, facilities and benefits w.e.f. July 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 Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional) 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 Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional), the above referred remuneration shall be paid to him 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."

10. Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Section 188 and applicable provisions, if any, of the Companies Act, 2013 (the Act), read with relevant Rules, if any, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year), with the following Party for an amount not exceeding the limits as detailed below, at arm's length price basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:

	Name of the Related Party	Nature of Relationship	Transaction upto (Amount in Rs.)	Nature of Transaction
1	Rajoo Bausano Extrusion Private Limited	Joint Venture Company	30.00 Crore	Sale or Purchase of Goods; Rendering or Availing of Services

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) 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.”

11. Authority to the Board of Directors to borrow money pursuant to Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members of the company be and is hereby accorded providing authority to Board of Directors of the Company to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors (including its Committee thereof) be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

12. Empower Board of Directors of the Company for creation of security on the properties, assets or undertaking(s) of the Company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded providing authority to Board of Directors of the Company for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc.;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

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.”

13. Authorize Board of Directors to make Investments, give Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the company be and is hereby accorded providing authority to board for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more;

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."

Veraval (Shapar)
August 24, 2024

**By order of the Board of Directors
For Rajoo Engineers Limited**

Regd. Office:

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

Rajesh N. Doshi
Chairman & Director
(DIN: 00026140)

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India ('ICSI') and Regulation 36(3) and (5) of The SEBI Listing Regulations setting out material facts concerning the business under Item Nos. 5 to 13 of the Notice respectively, is annexed hereto and part of this Notice.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.

Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, as the case may be, to attend and vote on their behalf at the AGM are requested to send a certified copy of the Board Resolution to the Scrutinizer by email id on csniravkariya@gmail.com, with a copy marked to compliances@rajoo.com.

Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

3. Book Closure

The Register of Members and Transfer Books of the Company will be closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of Dividend and AGM.

4. DIVIDEND

The dividend on equity shares for the financial year ended March 31, 2024, as recommended by the Board of Directors and if declared at the AGM, will be paid/ dispatched by the Company, through permitted modes, after Friday, September 27, 2024 to those shareholders or their mandates:

- a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, September 20, 2024 i.e. Cut-off/Record date in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in dematerialised form; and

b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, September 20, 2024 i.e. Cut-off/Record date in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission / transposition of shares and lodged with the Company or Registrar and Transfer Agent on or before Friday, September 20, 2024.

5. TDS ON DIVIDEND

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to ahmedabad@linkintime.co.in by Friday, September 20, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to ahmedabad@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, September 20, 2024.

6. UPDATION OF MANDATE FOR RECEIVING DIVIDENDS DIRECTLY IN BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS IN A TIMELY MANNER IS AS UNDER:

SEBI has made it mandatory for listed companies to make all payments to investors including dividend to Members, by using any RBI approved electronic mode of payment viz. Electronic Clearing Service / Direct Credit / Real Time Gross Settlement / National Electronic Fund Transfer etc. Members are, therefore, requested to add / update their bank account details as under:

- a) **In case Shares held in electronic/demat form** : Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate details by **Friday, September 20, 2024**.
- b) **In case Shares held in physical form**: Members are requested to send the following documents in original to RTA i.e. Link Intime India Private Limited latest by **Friday, September 20, 2024**:
- i) Form ISR-1 along with the supporting documents. The said form is available on the website of the RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>
 - ii) Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-

- a. cancelled cheque in original.
 - b. bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- iii) Self-attested photocopy of the PAN Card of all the holders; and
- iv) Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/demand draft to such Members.

7. UNPAID/UNCLAIMED DIVIDEND

Members are requested to note that dividend not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's unpaid dividend account shall be transferred to the Investors Education & Protection Fund (IEPF) established by the Central Government. Accordingly, the Company has transferred the unclaimed / unpaid dividends upto FY 2015-16 to the Investor Education and Protection Fund (IEPF) established by Central Government and The balance lying in the unpaid dividend account of the Company in respect of dividend declared for the financial year 2016-17 will be transferred to the Investor Education and Protection Fund of the Central Government by November 19, 2024. Members who have not encashed their dividend warrants pertaining to the said year may approach the Company or its share transfer agent for obtaining payments thereof by November 19, 2024.

The Company has uploaded the information in respect of the unclaimed dividends of the Financial Years from March 31, 2017 onwards, as on date of the 37th Annual General Meeting held on September 24, 2022 on the Company website, www.rajoo.com. Members who have not yet encashed dividend warrants from the FY 2016-17 are requested to contact the Company at compliances@rajoo.com to claim their unclaimed dividends.

The Members / Claimants whose unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with applicable requisite fee. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules. The Company has uploaded the information in respect of the unclaimed dividends on its website at www.rajoo.com. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to Members' account on time.

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of Seven Consecutive years or more shall be transferred to the Demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, Company shall send individual notice to all the members whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement in this regard.

8. UPDATION OF MANDATORY KYC DETAILS

(a) Shares held in physical form:

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 read with clarificatory Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB /P/CIR/2021/687 dated December 14, 2021, has mandated physical shareholders to furnish PAN, nomination, contact details (postal address with PIN, mobile number & E-mail address), bank account details (bank name & branch, bank account number and IFSC code) and specimen signature ('mandatory KYC'). Accordingly, Members holding shares in physical form are requested to complete the mandatory KYC by sending an E-mail request along with duly signed Form ISR-1 and other relevant forms to RTA i.e. Link Intime India Private Limited at the E-mail ID: ahmedabad@linkintime.co.in.

As per SEBI circular, non-availability of any of the above documents/details with Link Intime India Private Limited on or after April 01, 2023 will result in freezing of the physical shareholders' folios.

(b) Shares held in dematerialised form:

Members holding shares in dematerialized form are requested to submit/update their KYC details with their respective Depository Participant.

9. TRANSFER & TRANSMISSION OF SHARES

(a) Mandatory processing of Transfer & Transmission request in Demat form:

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has with effect from January 24, 2022 mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition, etc.

In view of the above and to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialised form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of Link Intime India Private Limited to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdsindia.com/investors/open-demat.html> for further understanding the demat procedure.

(b) Simplified Procedure for transmission of securities and Issuance of Duplicate Share certificates:

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022 has simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circular.

10. NOTICE OF AGM

The Notice calling the 37th AGM has been uploaded on the website of the Company at www.rajoo.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The said Notice of the AGM is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at <https://eservices.nsdl.com>.

11. ROUTE MAP

The route map giving directions to reach the venue of the 37th AGM is given at the end of the Notice.

12. NOMINATION

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA i.e. Link Intime India Private Limited having their office at 5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad, Gujarat, 380009 or send an E-mail at: ahmedabad@linkintime.co.in and Members holding shares in dematerialised form need to contact their respective Depository Participants for availing this facility.

13. JOINT SHAREHOLDERS

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

14. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies Management and Administration) Rules, 2015, and Regulation 44 of Listing Regulations, the Company is pleased to provide Members with a facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL):

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on Tuesday, September 24, 2024, at 09:00 A.M. (IST) and ends on Thursday, September 26, 2024, at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 20, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

- 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 Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and 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.

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

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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <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>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting</p>

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

Type of shareholders	Login Method
	<p>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.</p> <p>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.</p> <p>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	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.

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 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 e-Voting 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'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your 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'.
 - (ii) 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:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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 is in active status.
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 CS Nirav Vekariya csniravvekariya@gmail.com with a copy marked to evoting@nsdl.co.in and compliances@rajoo.com. 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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL Official at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories 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 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.
- v. CS Nirav D. Vekariya, Practising Company Secretary. (Membership No. F11660 and COP: 17709) at Rajkot, has been appointed as the Scrutiniser to scrutinize the remote e – Voting Process as well as the voting by way of poll, to be conducted at the AGM, in fair and transparent manner.

CONTACT DETAILS

Company	RAJOO ENGINEERS LIMITED
Registrar & Transfer Agent	Link Intime India Private Limited
Ahmedabad Office	5th Floor, 506 to 508, Amarnath Business, Centre – 1 (ABC-1), Beside Gala Business, Centre, Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad-380009 E-mail ID: ahmedabad@linkintime.co.in Tel: +91-79264 65179
E- Voting Agency	National Securities Depository Limited E-mail: evoting@nsdl.co.in Phone: 022 - 4886 7000 and 022 - 2499 7000
Scrutinizer	CS Nirav D. Vekariya Practising Company Secretary E-mail: csnirawekariya@gmail.com

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would Count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the

conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajoo.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

15. Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members, who have not registered their email addresses, may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://www.rajoo.com>.

16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with Company's R & T Agent / Depository Participants, in respect of shares held in physical / electronic mode respectively.

Veraval (Shapar)
August 24, 2024

**By order of the Board of Directors
For Rajoo Engineers Limited**

Regd. 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

Rajesh N. Doshi
Chairman & Director
(DIN: 00026140)

EXPLANATORY STATEMENTS AS PER SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2

ITEM NO. 5

As per the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Shailesh Thaker & Associates, Cost Accountants (Membership No: 6239, FRN: 101454), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2025, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus GST and out-of pocket expenses as per actual payable to.

In pursuance of Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2025.

The Board of Directors recommends an Ordinary Resolution set out at item no. 05 of the Notice for approval by members of the Company.

None of the Director, Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6

The Members of the Company at the 34th Annual General Meeting of the Company held on September 25, 2021 (34th AGM), had approved the appointment of Mr. Rajesh N. Doshi (DIN: 00026140) as Chairman of the Company with effect from June 01, 2021 to May 31, 2026 and the terms and conditions of the remuneration payable to him.

Taking into consideration the intrinsic growth and performance of the Company under the strategic guidance and leadership of Mr. Rajesh N. Doshi and based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its Meeting held on July 15, 2024, approved revision in the terms of remuneration of Mr. Rajesh N. Doshi by increasing the remuneration to Rs. 1,80,00,000 (Rupees One Crore Eighty Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. up to 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 :** Mr. Rajesh N. Doshi is responsible for the overall operations including production, new developments and services, is the co-founder of this company. He has more than 30 years of experience in plastic processing, machinery manufacturing, engineering and product innovation and development. He is adept in selection of world class inputs for our products, cost reduction and inventory control to ensure our continued competitiveness. His extensive management experience includes several start-ups, plant installations and significant processing improvements in record time.

b. **Past remuneration :** Rs. 1.39 Crores paid to director during the financial year ended March 31, 2024.

c. **Recognition or awards :** Nil

d. **Job profile and his suitability :**

Defines and evolves the company's strategic direction and spectrum of offerings, while cultivating a strong leadership team to drive its execution. He has more than three decades of experience in the plastics industry. He oversees the business enablement, a new product development. His extensive management experience includes several start-ups, enterprises, executing business turnarounds and managing successful acquisitions.

e. **Remuneration proposed :** Rs. 1.80 Crores per annum

f. **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/MTD levels of similar sized Plastic Extrusion machine manufacturing Companies in India.

- g. **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 his shareholding in the Company, he 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 Mr. Rajesh N. Doshi and his 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. 6 of the Notice.

The Board of Directors recommends a Special Resolution set out at item no. 06 of the Notice for approval by members of the Company.

ITEM NO. 7

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 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 July 15, 2024, approved revision in the terms of remuneration of Mr. Khushboo C. Doshi by increasing the remuneration to Rs. 75,00,000 (Rupees Seventy Five 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. 7 of the Notice.

The Board of Directors recommends a Special Resolution set out at item no. 07 of the Notice for approval by members of the Company.

ITEM NO. 8

The Members of the Company at the 34th AGM, had approved the appointment of Mr. Utsav K. Doshi (DIN: 00025581) as Joint Managing Director of the Company with effect from June 01, 2021 to May 31, 2026 and the terms and conditions of the remuneration payable to him.

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 July 15, 2024, approved revision in the terms of remuneration of Mr. Utsav K. Doshi by increasing the remuneration to Rs. 75,00,000 (Rupees Seventy Five Lakhs Only) per annum for the remainder period of the tenure of his 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 :** Mr. Utsav K. Doshi, a second generation entrepreneur, joined Rajoo Engineers Limited in 2011 as Head of Vendor Development. He is Engineer by education and holds a Bachelor's Degree in Mechanical Engineering with a Masters in Polymer technology from HTW Aalen University, Germany.

b. **Past Remuneration :** Rs. 50.00 Lakhs paid to director during the financial year ended March 31, 2024

c. **Recognition or awards :** Nil

d. **Job profile and his suitability :** Mr. Utsav K. Doshi has Functional expertise in Design and Operations and responsible for entire manufacturing activity at REL. As Director of the Company, Mr. Utsav K. Doshi is an integral part of the senior management that is leading the company in the next phase of expansion in the global market.

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, he 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 Mr. Utsav K. Doshi and his 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. 8 of the Notice.

The Board of Directors recommends a Special Resolution set out at item no. 8 of the Notice for approval by members of the Company.

ITEM NO. 9

The Members of the Company at the 34th AGM, had approved the re-appointment of Mr. Sunil Jain (DIN: 00043541) as Executive Director (Professional) of the Company with effect from July 01, 2021 to June 30, 2026 and the terms and conditions of the remuneration payable to him.

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 July 15, 2024, approved revision in the terms of remuneration of Mr. Sunil Jain by payment of Professional Fees of not exceeding Rs. 60,00,000 (Rupees Sixty Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. June 30, 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 :** Mr. Sunil Jain has vast experience in the field of flexible packaging and international marketing.
- b. **Past Remuneration :** Rs. 48 Lakhs paid to director during the financial year ended March 31, 2024.
- c. **Recognition or awards :** Nil
- d. **Job profile and his suitability :** Overall marketing, business development, diversification and growth strategies at the corporate level are the responsibilities of Mr. Sunil Jain. He has more than 35 years of experience in the flexible packaging industry and plastic extrusion machinery industry. He has successfully developed key relationships with our esteemed customers and overseas partners. Prior to joining Rajoo, he worked with various flexible packaging conversion Units, holding various senior managerial and technical positions. He is a graduate in Mechanical Engineering from BITS (Pilani), a reputed institute of India.
- 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 his shareholding in the Company, he 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 Mr. Sunil Jain and his relatives to the extent of their shareholding in the Company, if any, 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. 9 of the Notice.

The Board of Directors recommends a Special Resolution set out at item no. 09 of the Notice for approval by members of the Company.

ITEM NO. 10

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, states that all Material Related Party Transaction(s) ('RPT') with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not. It is in the above context that Resolution No. 10 is placed for the approval of the Members.

Background, details and benefits of the transaction :

Rajoo Bausano Extrusion Private Limited (RBEPL) is a joint venture between Rajoo Engineers Limited (REL) and Bausano & Figli S.p.A. RBEPL was established and incorporated under the provisions of the Companies Act, 1956 and having registered office at Survey No.210, Plot No.1, Industrial Area, Veraval(Shapar) – 360024 Rajkot, Gujarat, India and engaged in manufacturers, traders, suppliers, merchant & commission agents, importers, exporters, stockiest, distributors and dealers of all kinds of plastic processing plants, briquetting plants, machineries as part of manufacturing lines. REL holds 49% stake in RBEPL.

REL and RBEPL are related party as per section 2(76) of the Companies Act, 2013 and/or under applicable accounting standard.

Nature, Concept, Benefit and Rationale of transaction (s):

The REL is engaged in the business of manufacturers, traders, suppliers, commission agents, importers, exporters, stockiest, distributors and dealers of all kinds of plastic processing plants, briquetting plants and machineries.

The management of REL has provided the Audit Committee with the details of proposed material RPTs. The Audit Committee, after reviewing all necessary information, has recommended entering into proposed material RPTs with RBEPL for an aggregate value not exceeding Rs. 30.00 Crore to be entered during FY 2024-25 for sale of goods and services and providing services. The Audit Committee has noted that the said transactions will be executed in the ordinary course of business and at arm's length price basis.

The REL being a flagship entity sells goods and material as well as provides services to RBEPL on need basis. Considering the nature of the business of your company and the relevance of the transactions in the business, the same shall be without interruptions and in line of generation of revenue and business of both the companies to cater to their business requirements.

Information pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

Description	Details
1 A summary of information provided by the management to the Audit Committee :	
a. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Rajoo Bausano Extrusion Private Limited (RBEPL) is a Joint Venture company of Rajoo Engineers Limited holding 49 % stake in RBEPL.
b. Name of the director or key managerial personnel who is related, if any and nature of relationship	Ms. Khushboo Chandrakant Doshi, Managing Director, and Mr. Utsav Kishorbhai Doshi, Joint Managing Director are the Director on the Board of Directors of RBEPL.
c. Type, material terms and particulars of the proposed transaction	The transactions involve Sale or Purchase of Goods; Rendering or Availing of Services to/from RBEPL in ordinary course of business and at arm's length price basis.
d. Value of Proposed RPTs	Up to Rs. 30.00 Crore - Sale or Purchase of Goods; Rendering or Availing of Services;
e. Tenure of Proposed RPTs	During the financial year 2024-25
f. Value of proposed RPT as % of Company's audited consolidated annual turnover of Crores for the financial year 2023-24.	15.20%
g. If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
(i) details of the source of funds in connection with the proposed transaction;	Not Applicable
(ii) Details of financial indebtedness Incurred.	Not Applicable

Description	Details
(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
(iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.	Not Applicable
h. Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	87.46%
i. Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, except to their equity holdings and Directorships in the Company, if any, in the Resolution set out at Item No. 10 of the accompanying Notice.

The Board of Directors recommends an Ordinary Resolution set out at item no. 10 of the Notice for approval by members of the Company.

ITEM NO. 11 & 12

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 200 Crores (Rupees Two Hundred Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/ agent(s)/ trustees. Further, the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence it shall be necessary to obtain

approval for the same from the Shareholders.

None of the Director, Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolutions set out at item no. 11 & 12 of the Notice for approval by members of the Company.

ITEM NO. 13

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other body corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores, as proposed in the Notice.

The Board of Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommends the Special Resolutions set out at item no. 13 of the Notice for approval by members of the Company.

None of the Directors of the Company or Key managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Veraval (Shapar)
August 24, 2024

**By order of the Board of Directors
For Rajoo Engineers Limited**

Regd. 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

Rajesh N. Doshi
Chairman & Director
(DIN: 00026140)

Annexure to the Notice

Details of Directors seeking Appointment/Re-appointment at the Thirty-Seventh Annual General Meeting

Name of Director	Khushboo Chandrakant Doshi
Designation	Managing Director
DIN	00025581
Age	42 Years
Date of first appointment on the Board	01/01/2012
A Brief Resume of the Director & Nature of her Expertise in Specific Functional Areas;	She is an architect by education and holds a Master's Degree in Industrial Product Design from UK. She is also a Masters in Management for Entrepreneurs from IIM, Ahmedabad. She has cross functional expertise in marketing, corporate branding, PR and Communications strategy. As Product Manager of Rajoo's foam business, she was responsible for introducing this concept for the Company and co-ordinating with the collaborators. At Rajoo, she is also responsible for human capital management, financial management and most important - after sales-service. As Director of the Company, she is an integral part of the senior management that is leading the company in the next phase of expansion in the global market.
Disclosure of Relationships Between Directors Inter-Se	Mr. Rajesh N. Doshi – Uncle Mr. Utsav K. Doshi – Cousin
Names of Listed Entities in which the person also holds the Directorship and the Membership/ Chairmanship of Committees of the Board	None
Names of the listed entities from which Director has resigned in the past three years	None
Shareholding of Non-Executive Director in the Company, including shareholding as a Beneficial Owner	Not Applicable



excellence in extrusion

RAJOO ENGINEERS LIMITED

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

ATTENDANCE SLIP

(To be presented at the entrance)

Thirty-Seventh Annual General Meeting on Friday, September 27, 2024 at 11:00 A.M.

Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

Form No. MGT - 11

RAJOO ENGINEERS LIMITED

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

PROXY FORM

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

Name of the member (s)	:	_____
Registered Address	:	_____
E mail Id	:	_____
Folio No./Client Id	:	_____
DP ID	:	_____

I/We being the member(s) holding _____ shares of Rajoo Engineers Limited, hereby appoint :

1. Name : _____ Email : _____

Address : _____

Signature : _____ or failing him/her

2. Name : _____ Email : _____

Address : _____

Signature : _____ or failing him/her

3. Name : _____ Email : _____

Address : _____

Signature : _____ or failing him/her

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on the Friday, September 27, 2024 at 11:00 A.M. at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat and at any adjournment thereof in respect of the following resolutions as are indicated below :

**** I wish my above Proxy to vote in the manner as indicated in the box below :**

Sr. No.	Resolutions	TICK APPROPRIATELY	
		For	Against
1	Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024.		
2	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024.		
3	Declaration of a final dividend for the financial year ended March 31, 2024.		
4	Re-appointment of Ms. Khushboo Chandrakant Doshi (DIN: 00025581), as Director, liable to retire by rotation.		
5	Ratification remuneration of Cost Auditors for the Financial Year 2024-25.		
6	Revision in terms of remuneration of Mr. Rajesh Nanalal Doshi, Chairman and Director of the Company		
7	Revision in terms of remuneration of Ms. Khushboo Chandrakant Doshi, Managing Director of the Company		
8	Revision in terms of remuneration of Mr. Utsav Kishorbhai Doshi, Joint Managing Director of the Company		
9	Revision in terms of remuneration of Mr. Sunil Jain, Executive Professional Director of the Company		
10	Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited		
11	Authority to the Board of Directors to borrow money pursuant to Section 180(1)(c) of the Companies Act, 2013.		
12	Empower Board of Directors of the Company for creation of security on the properties, assets or undertaking(s) of the Company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies Act, 2013		
13	Authorize Board of Directors to make Investments, give Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013		

Signed this _____ day of _____ 2024

Signature of shareholder _____ Signature of Proxy-holder _____

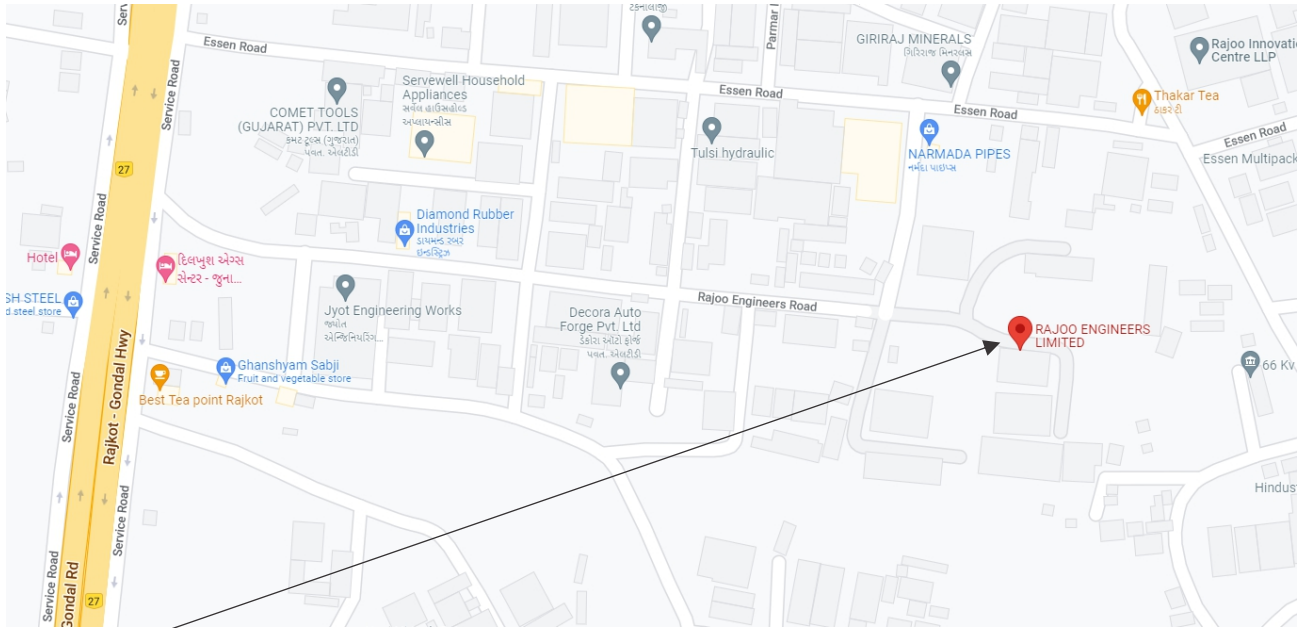
Signature of the
proxy holder(s)

Affix Re.1
Revenue Stamp

NOTES

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- **2. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Route Map for Venue of 37th Annual General Meeting of Rajoo Engineers Limited



Rajoo Engineers Limited

Address: Rajoo Avenue, Survey No. 210, Plot No. 1, Rajoo Engineers Road,
Industrial Area, Veraval (Shapar) – 360024 Rajkot, Gujarat

Land Mark: Next to Essen Road and Near Narmada Pipes factory