

# Rajoo Engineers Limited

Rajoo Avenue  
Survey No. 210, Plot No.1  
Industrial Area, Veraval (Shapar)  
Rajkot - 360 024, India

Phone : +91-97129-62704/52701/32706  
Fax : +91-2827-252700  
E-mail : rel@rajoo.com  
Web : www.rajoo.com

**RAJOO**<sup>®</sup>  
excellence in extrusion

31<sup>st</sup> August, 2018

To,  
**The Department of Corporate Services,**  
**The Bombay Stock Exchange Ltd.,**  
**Phiroz Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai – 400 001.**

**BSE Scrip Code: 522257**

Dear Sir,

## **Sub:- Notice of Book Closure and Annual General Meeting.**

Pursuant to Regulation 42 and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that:

1. 31<sup>st</sup> Annual General Meeting of the Company (AGM) of the Members of the Company will be held on Tuesday, 25<sup>th</sup> September, 2018. A copy of 31<sup>st</sup> AGM is enclosed herewith.
2. Share Transfer Books and the Register of Members of the Company will be closed from Saturday, 15<sup>th</sup> September, 2018 to Tuesday, 25<sup>th</sup> September, 2018 (Both days inclusive) for the purpose of Annual General Meeting. A duly completed Form being intimation of the Book Closure is enclosed herewith for your information and record.

Further as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of Listing Regulations, the Company is providing facility to the members to cast their votes by electronic means on all the resolution set forth in the Notice of 31<sup>st</sup> AGM. A copy of the e-voting instruction slip is also enclosed.

Please take the same on your records and oblige.

Thanking you,

Yours faithfully,  
**For RAJOO ENGINEERS LIMITED,**

*Jadejavijay*  
**(CS. Vijay Jadeja)**  
**Compliance Officer**



# Rajoo Engineers Limited

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Survey No. 210, Plot No.1  
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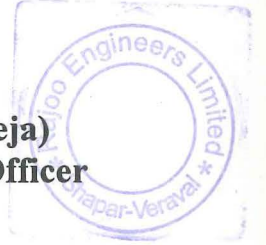
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excellence in extrusion

Name of the Company: **Rajoo Engineers Limited**

Security Code	Type of Security	Book Closure		Record Date	Purpose
		From	To		
522257	Equity shares	15 <sup>th</sup> September, 2018	25 <sup>th</sup> September, 2018	--	Annual General Meeting

**For RAJOO ENGINEERS LIMITED,**

*Jadejavijay*  
**(CS. Vijay Jadeja)**  
**Compliance Officer**



## AGM Notice

Notice is hereby given that thirty first Annual General Meeting of the Members of the Company will be held on Tuesday, 25th September, 2018 at 11:00 a.m. at the Registered Office of the Company situated at Junagadh Road, Manavadar-362 630, Dist. Junagadh, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors Report thereon; and
2. To declare a Final Dividend of Rs.0.25 per equity share for the Financial Year 2017-18.
3. To appoint Director in place of Khushboo Chandrakant Doshi (DIN:00025581) who is liable to retire by rotation and, being eligible, offers herself for reappointment.
4. To appoint Director in place of Sunil Jain (DIN:00043541) who is liable to retire by rotation and, being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

5. Appointment of Statutory Auditor for next 5 year:

To appoint M/s. Pankaj K. Shah Associates, Chartered Accountants, as Statutory Auditors of the Company and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** subject to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Pankaj K. Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 107352W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of 31st Annual General Meeting, for a single tenure of 5 (five) years, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

**"RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution."

6. To ratify the appointment of Cost Auditor for the Financial Year 2018-2019 by passing the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Shailesh Thaker & Associates, Cost Accountants (Firm Registration No. 101454 ), appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March, 2019, amounting Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable tax and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is here by approved."

7. To pass, with or without modification, the following Resolution, as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, as well as in accordance with the provisions as contained in the Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Rajesh N. Doshi, Chairman & Managing Director of the Company w.e.f. 1st July, 2018 for the period of three years, on following terms and conditions:

**Salary**

Rs. 6,00,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, and conveyance allowance and leave travel allowance.

Further, Mr. Rajesh N. Doshi, shall also be entitled to

- i) Medical reimbursement of Self and family members of the actual amount incurred.
- 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 Car along with facility of driver and reimbursement of maintenance expenses of car.
- v) Encasements of un-availed leaves as per Rules of the Company.
- vi) Reimbursement of Travel Expenses of Self and family members.
- vii) Reimbursement of electricity expenses of residence.

**"RESOLVED FURTHER THAT** where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Rajesh N. Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule V to the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution"

8. To pass, with or without modification, the following Resolution, as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, as well as in accordance with the provisions as contained in the Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Ms. Khushboo Chandrakant Doshi, Whole Time Director of the Company w.e.f. 1st July, 2018 for the period of three years, on following terms and conditions:

#### Salary

Rs. 3,15,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, conveyance allowance and leave travel allowance.

Further, Ms. Khushboo Chandrakant Doshi, shall also be entitled to

- i) 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.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- iv) Encasements of un-availed leaves as per Rules of the Company.

**"RESOLVED FURTHER THAT** where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Ms. Khushboo Chandrakant Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule V to the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution"

9. To pass, with or without modification, the following Resolution, as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, as well as in accordance with the provisions as contained in the Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Utsav K. Doshi, Whole Time Director of the Company w.e.f. 1st July, 2018 for the period of three years, on following terms and conditions:

#### Salary

Rs. 2,67,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, conveyance allowance and leave travel allowance.

Further, Mr. Utsav K. Doshi, shall also be entitled to

- i) 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.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- iv) Encasements of un-availed leaves as per Rules of the Company.

**"RESOLVED FURTHER THAT** where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Utsav K. Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule V to the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution"

- i) 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.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- iv) Encasements of un-availed leaves as per Rules of the Company.

**"RESOLVED FURTHER THAT** where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Utsav K. Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule V to the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution"

Date: 27/05/2018  
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of  
**Rajoo Engineers Limited**

**(R. N. DOSHI)**  
Chairman & Managing Director

**Notes:**

1. Information regarding appointment/Re-appointment of Directors/Auditors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
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.
3. Corporate Members intending to send their authorized representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 15th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive).
5. The Notice of 31st AGM and the Annual Report 2017-18 will also be available on the Company's Website [www.rajoo.com](http://www.rajoo.com) for download by the Members. Physical copies of the aforesaid documents will also be available at the Registered Office and Corporate Office for inspection during business hours.
6. Members holding shares in the physical mode are requested to notify the immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository participants.
7. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
8. The balance lying in the unpaid dividend account of the Company in respect of dividend declared on for the financial year 2010-11 will be transferred to the Investor Education and protection Fund of the Central Government by 20th August, 2018. Members who have not encased their dividend warrants pertaining to the said year may approach the Company or its share transfer agent for obtaining payments thereof by 20th August, 2018.
9. The route map showing directions to reach the venue of the 31st AGM is annexed.
10. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail 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 e-mail addresses, physical copies are being sent by the permitted mode.

## 11. 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 31st 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 Central Depository Service Limited (CDSL):

### INSTRUCTIONS FOR E-VOTING

#### The instructions for shareholders voting electronically are as under:

- i) The remote e-voting period begins on 22nd September, 2018 10.00 a.m and ends on 24th September, 2018, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 18th September, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for Rajoo Engineers Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's Mobile app m-Voting Available for Android Based Mobile. The M-Voting App Can Be Downloaded From Google Play Store, Apple and Windows phone. Please follow The instructions as prompted by the mobile app while voting on your mobile.
- (xvii) voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- (xviii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- (xix) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

(xxii) Paras Savjani, Partner of Dodiya Mehta & Co., Practising Chartered Accountant (Membership No. 126601) Rajkot, has been appointed as the Scrutiniser to scrutinize the e – Voting Process as well as the voting by way of poll, to be conducted at the EGM, in fair and transparent manner.

**Contact Details:**

<b>Company :</b>	<b>Rajoo Engineers Limited</b>
Registrar & Transfer Agent :	Link Intime India Pvt. Ltd
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 Tel: +91-79-26465179
E- Voting Agency :	Central Depository Services (India) Limited Email: <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> Phone: 022-22723333/8588
Scrutinizer :	Mr. Paras Savjani Partner of Dodiya Mehta & Co, Practicing Chartered Accountants, Rajkot. Email: <a href="mailto:paras.savjani@gmail.com">paras.savjani@gmail.com</a>

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](http://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.

**EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013 AND /OR REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No.5**

A Letter Received from M/s. N. R. Dhaduk & Co., Chartered Accountants, Statutory Auditor of the Company was received intimating their inability to continue as Statutory Auditor of the Company and conduct the Audit for the Financial Year 2017-18 due to health issue of Mr. Nirav R. Dhaduk Proprietor of M/s. N. R. Dhaduk & Co., Chartered Accountants, Rajkot w.e.f 23/04/2018.

Board of Directors at their meeting held on 30th April, 2018, on the recommendation of the Audit Committee appointed M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad having Firm Registration No. 107352(W) to fill the casual vacancy created due to resignation of M/s. N. R. Dhaduk & Co., Chartered Accountants subject to the approval of members at the Extra ordinary General Meeting.

Extra ordinary General Meeting was held on 29th July, 2018 were members approved the Appointment of M/s. Pankaj K. Shah Associates, Chartered Accountants as Statutory Auditors of the Company to hold the office from 30th April, 2018 until the conclusion of 31st Annual General Meeting of the Company.

Further, the Company has proposed their appointment in the item number 5 of the notice, for the period of 5 (five) years subject to the ratification by the members at every Annual General Meeting.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

**Item No.6**

The Board, on recommendation of the Audit Committee has approved the appointment and remuneration of M/s. Shailesh Thaker & Associates, Cost Accountant, Ahmedabad as Cost Auditors of the Company to conduct the audit of the cost records of the company for the Financial Year 2018- 19 at a fee of Rs. 40,000/- plus applicable taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the F.Y. 2018-19.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

**Item No. 7,8 & 9**

**Increase in remuneration of Mr. R. N. Doshi Chairman & Managing Director of the Company:**

Shri R.N.Doshi is a talent strategist , Executive coach, veteran entrepreneur. He is the co-founder of this company. He has more than 35 years of experience in plastic processing, machinery manufacturing, engineering and product innovation and development. He is a profound innovator. This foundational capacity is the underpinning of his smart approach to resolve complex business challenges. 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. Considering his experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to him need to be revised to make it fair, reasonable and also in line with the remuneration package prevailing in the industry.

**Increase in remuneration of Ms. Khushboo Chandrakant Doshi, Whole Time Director of the Company:**

Khushboo Chandrakant Doshi is a second generation entrepreneur, with over 11 years of experience in the area of HR, Business Development, Customer Care and Finance.

Khushboo 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 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 is one of the first companies in Saurashtra Region of Gujarat to employ women in the engineering functions.

She has won many recognitions in the industry. Phulchhab newspaper bestowed the "Nari Gaurav Award" in recognition of her outstanding contribution to the business and recently was felicitated with the Plasticon Award from Plastindia as the "Best Performing Female Entrepreneur".

Considering her experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to her need to be revised to make it fair, reasonable and also in line with the remuneration package prevailing in the industry.

The Audit Committee, the Remuneration Committee and the Board of Directors of the Company at its Meeting held on 27th May, 2018 have approved the revision in remuneration payable to Ms. Khushboo Chandrakant Doshi w.e.f. July 1, 2018.

In terms of the provisions Section 197 read with Schedule V of the Companies Act, 2013, the proposed special resolution seeks approval of the Members of the Company for revision in remuneration payable to Ms. Khushboo Chandrakant Doshi w.e.f. July 1, 2018, The Board of Directors of the Company recommends the resolution for approval of the Members.

Except Ms. Khushboo Chandrakant Doshi being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

**Increase in remuneration of Mr. Utsav K. Doshi, Whole Time Director of the Company:**

Utsav 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.

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 Doshi is an integral part of the senior management that is leading the company in the next phase of expansion in the global market. Considering her experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to him need to be revised to make it fair, reasonable and also in line with the remuneration package prevailing in the industry.

The Audit Committee, the Remuneration Committee and the Board of Directors of the Company at its Meeting held on 27th May, 2018 have approved the revision in remuneration payable to Mr. Utsav Doshi w.e.f. July 1, 2018.

In terms of the provisions Section 197 read with Schedule V of the Companies Act, 2013, the proposed special resolution seeks approval of the Members of the Company for revision in remuneration payable to Mr. Utsav Doshi w.e.f. July 1, 2018, The Board of Directors of the Company recommends the resolution for approval of the Members.

Except Mr. Utsav Kishorbhai Doshi being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

**Information Required Under Section II, Part II Of Schedule V Of The Companies Act, 2013**

<b>I. General Information</b> <b>Nature of Industry</b>	<b>Manufacturer of Plastic Extrusion Machinery</b>
<p>Date or expected date of commencement of Commercial production</p>	<p>The Company commenced business on 8th December, 1986.</p>
<p>In case of new companies, expected date of commencement of the activities as per project approved by the financial institutions appearing in the prospectus</p>	<p>Not Applicable.</p>
<p>Financial performance based on given indicators</p>	<p>The details of financial performance of the Company for the years 2016-17 and 2017-18 are provided in the Annual Report 2018 which accompanies this Notice.</p>
<p>Foreign Investments or collaborations, if any</p>	<p>Company has a 49:51 joint venture with B a u s a n o Holdings SRL, Italy under the name of Rajoo Bausano Extrusion Private Limited to manufacture and market pipe and profile extrusionlines including for wood composite profiles in India, with a special emphasis on Africa, Gulf and SAARC markets.</p>

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 technical collaboration with Commodore LLC., USA

The Company has no subsidiaries as on 31.03.2018

## II Information about the appointees

	<b>R. N. Doshi</b>	<b>Khushboo Doshi</b>	<b>Utsav Doshi</b>
<b>Background details</b>	35 years of technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing, which will be a great asset to the Company.	Initially started as head MarCom now looking after MarCom, HR, Customer Care, Trial & Testing and Accounts & Finance.	Utsav Doshi has technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing.
<b>Job Profile and his/her suitability</b>	Shri R.N.Doshi is a talent strategist Executive coach, veteran entrepreneur. He has 35 years of experience in plastic processing, machinery manufacturing, engineering and product innovation and development.. He is the co-founder of this company. He is a profound innovator. This foundational capacity is the underpinning of his smart approach to resolve complex business challenges. 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.	Khushboo Chandrakant Doshi is a second generation entrepreneur, with over 11 years of experience in the area of HR, Business Development, Customer Care and Finance. Khushboo 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 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.	Utsav Doshi, a second generation entrepreneur, joined Rajoo Engineers in 2011 as an Engineer Vender Development. He holds a Bachelor's Degree in Mechanical Engineering with a Masters in Polymer technology from HTW Aalen University, Germany. Utsav has cross functional expertise in Design and Operations. Utsav is an integral part of the senior management and responsible for entire manufacturing activity at Rajoo.
<b>Past Remuneration</b>	Detailed information of appointees are provided below in head - Details of Directors seeking reappointment and Directors whose remuneration is proposed to be increased. Remuneration drawn by R. N. Doshi, Khushboo Chandrakant Doshi and Utsav Doshi during the Financial Year ended 31st March, 2018 has been mentioned in the Report of Board of Directors on Corporate Governance.		
<b>Recognition or awards Remuneration</b>	The Company has received various awards and recognition under leadership of Board.		

<b>Remuneration proposed</b>	As mentioned in the resolution.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.</b>	<p>The remuneration is as per Section 197 &amp; 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.</p> <p>The profile of R. N. Doshi, Khushboo Chandrakant Doshi and Utsav Doshi, their responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration. The remuneration proposed to be paid to R. N. Doshi, Khushboo Chandrakant Doshi and Utsav Doshi is purely based on merit.</p>
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.</b>	Except for the proposed remuneration and their Shareholding in the Company, R. N. Doshi, Khushboo Chandrakant Doshi and Utsav Doshi do not have any pecuniary relationship with the Company or with any Managerial personnel. Their transactions with the Company are disclosed under "Related Party Transactions" in Notes to balance sheet.

**III. Other Information**

**Reason for loss or inadequate profits**

**The Company is profit making Company.**

**Steps taken or proposed to be taken for improvement**

Control of operating expenses and overheads across the organization is being exercised.  
 The company has completely renewed its production and quality departments.  
 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, economy in operations and strengthening core competencies.

**Expected increase in productivity and profits in measurable terms**

In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability.

**IV. Disclosure:**

**As required, the information is provided under Corporate Governance Section of Annual Report 2018.**

The Directors recommend the Resolution set in Item No. 8, 9 & 10 for approval of Shareholders by way of Special Resolution.

Date: 27/05/2018  
 Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of  
**Rajoo Engineers Limited**  
 ( R. N. DOSHI )  
 Chairman & Managing Director

**Annexure 1**

**Details of Directors seeking reappointment and Directors whose remuneration is proposed to be increased.**

Director's Name	Rajesh N. Doshi
DIN No.	00026140
Date of Birth	07.03.1961
Date of Appointment	09.12.1986
Qualification	B.Sc.
Experience in specific functional area	32 years of technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing, which will be a great asset to the company
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	Rajoo Cotex Limited
Membership /Chairmanship of Committees Indian Companies (excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	2940200

Director's Name	Sunil B. Jain
DIN No.	00043541
Date of Birth	25.12.1955
Date of Appointment	30.06.2002
Qualification	B. E Honours (Mechanical)
Experience in specific functional area	Mr. Sunil Jain has 31 Years experience in the field of flexible packaging and international marketing.
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	- Plastic Machinery Manufacturers Association of India. -Wonderpack Formers Private Limited
Membership /Chairmanship of Committees Indian Companies (excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	17150



Director's Name	Khushboo Chandrakant Doshi
DIN No.	00025581
Date of Birth	24.07.1982
Date of Appointment	01.01.2012
Qualification	B. Arch, M.I.P.D. & D.F.B.M.
Experience in specific functional area	Initially started as head MarCom now looking after MarCom, HR, Customer Care, Trial & Testing and Accounts and Financial matters
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.)	- Avantgarde Design Studio Pvt. Ltd. - Rajoo Bausano Extrusion Private Limited
Membership / Chairmanship / Committees Indian Companies (excluding Membership / Chairmanship of any Committee / Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	4867042

Director's Name	Utsav Kishor Doshi
DIN No.	00174486
Date of Birth	25.12.1985
Date of Appointment	13.05.2016
Qualification	B. E. in Mechanical
Experience in specific functional area	Utsav Doshi has technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing.
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.)	-Rajoo Bausano Extrusion Private Limited -Wonderpack Formers Private Limited
Membership / Chairmanship / Committees Indian Companies (excluding Membership / Chairmanship of any Committee / Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	2919372

**Form No. MGT 11  
RAJOO ENGINEERS LIMITED**

Regd. Office: Junagadh Road, Manavadar-362 630, Dist. Junagadh  
Plant location: Suvey No 210, Plot No 1, Industrial Area, Veraval (Shapar), Dist. Rajkot-360 024  
Phone: +91-97129-62704 / 52701/ 32706, Email: [rel@rajoo.com](mailto:rel@rajoo.com), Web: [www.rajoo.com](http://www.rajoo.com)  
**CIN: L27100GJ1986PLC009212**



**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 :

We being the member(s) holding of \_\_\_\_\_ shares of Rajoo Engineers Limited, hereby appoint:

Name: _____	Email: _____	Address _____
_____	Signature _____	Or failing him/her
Name: _____	Email: _____	Address _____
_____	Signature _____	Or failing him/her
Name: _____	Email: _____	Address _____
_____	Signature _____	

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on the 25th September, 2018 at 11.00 A.M at Junagadh Road, Manavadar - 362630 Dist:Junagadh 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:

ORDINARY BUSINESS	TICK APPROPRIATELY
1 Adoption of Financial Statement for the year ended 31st March, 2018.	For/Against
2 Declaration of dividend on Equity Shares for the F.Y. 2017-2018.	For/Against
3 Appointment of Director in place of Khushboo Chandrakant Doshi (DIN: 00025581) who is liable to retire by rotation and, being eligible, offers herself for reappointment.	For/Against
4 Appointment of Director in place of Sunil Jain (DIN: 00043541) who is liable to retire by rotation and, being eligible, offers himself for reappointment.	For/Against
SPECIAL BUSINESS	
5 Apoinment of M/s. Pankaj K. Shah Associates, Chartered Accountants as Statutory Auditor of the Company.	For/Against
6 Ratification of the remuneration of M/s. Shailesh Thaker & Associates, Cost Auditors of the Company.	For/Against
7 Increase in the remuneration payable to Mr. R. N. Doshi, Chairman and Managing Director of the Company.	For/Against
8 Increase in the remuneration payable to Ms. Khushboo Chandrakant Doshi, Whole Time Director of the Company.	For/Against
9 Increase in the remuneration payable to Mr. Utsav K. Doshi, Whole Time Director of the Company.	For/Against

Signed this \_\_\_ day of \_\_\_ 2018

Signature of shareholder \_\_\_\_\_ Signature of Proxyholder \_\_\_\_\_

- 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 'v' 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 jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

Signature of the proxy holder(s)  
Affix Re. 1  
Revenue Stamp



excellence in extrusion

**RAJOO ENGINEERS LIMITED**  
(CIN:L27100GJ1986PLC009212)

Registered Office:Junagadh Road, Manavadar - 362630 Dist :Junagadh. (Gujarat).  
Phone: +91-97129-62704/52701/32706 Email: rel@rajoo.com Web: www.rajoo.com

**ATTENDANCE SLIP**  
(To be presented at the entrance)

**31<sup>ST</sup> ANNUAL GENERAL MEETING ON TUESDAY SEPTEMBER 25, 2018 AT 11.00 A.M.**

Junagadh Road, Manavadar - 362630 Dist :Junagadh. (Gujarat).

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

- 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.

**Venue of 31st AGM**

