

## **NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of the Company will be held on Wednesday, 7<sup>th</sup> Day of June, 2017 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:

### **Special Business:**

#### **1. To issue Convertible Warrants to Promoters and/or promoter group and other individual investors on Preferential basis:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(C), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with there relevant rules made thereunder including any statutory modification(s) thereof (the “Act” ) with enabling provisions of the Memorandum and Articles of association of the Company and in accordance with the provisions of preferential Issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended [“SEBI (ICDR) Regulations”], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Foreign Exchange Management Act, 1999 as amended and the rules, regulations, notifications and circulars issued thereunder and other rules/regulations/guidelines, notifications, circulars and clarifications issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (“the Board”) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches up to 35,00,000 (Thirty five lakh) convertible warrants (“the Warrants”) on preferential basis to the Promoters and/or promoter group and other individual investors as mentioned in the Statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Shares of the face value of Rs. 1/- each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of the warrants in one or more tranches, in such manner for cash consideration at a price of Rs. 19.10/- each (i.e. at a premium of Rs. 18.10/- per share) by way of preferential allotment as determined by the Board in accordance with the SEBI(ICDR) Regulations or other applicable laws in this respect.”

**“RESOLVED FURTHER THAT**, in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Warrants is **May 6, 2017**, which is 30 days prior to the date of this Extraordinary General Meeting i.e. **June 7, 2017**, and the floor price so calculated is Rs. 18.70. (Rupees Eighteen & Paise Seventy only).”

**“RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to promoters and individuals other than promoters within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i. The equity shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- ii. A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrant.
- iii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- vi) In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the SEBI (ICDR) Regulations and other applicable law.
- vii) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialized form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- viii) The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities, professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Date: 13/05/2017  
Place: Rajkot

By order of the Board of Directors  
**For, RAJOO ENGINEERS LIMITED,**

SD/-  
R. N. Doshi  
**Chairman and Managing Director**

## **Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMEBR OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A proxy form is being sent herewith.
3. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
4. Only registered members of the Company or any proxy appointed by such registered members may attend the EGM as provided under the provisions of the Companies Act, 2013.
5. The Notice of the EGM 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.

## **6. 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 Extra Ordinary General Meeting (EGM) 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 EGM (“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 4<sup>th</sup> June, 2017 10.00 a.m and ends on 6<sup>th</sup> June, 2017, 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on 31<sup>st</sup> May, 2017 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
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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) <ul style="list-style-type: none"> <li>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.</li> </ul>
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. <ul style="list-style-type: none"> <li>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).</li> </ul>

- (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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Rajoo Engineers Limited on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians

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.

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.

- (xx) 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).
- (xxi) M. N. Manvar, Proprietor of M. N. Manvar & Co, Practicing Chartered Accountant (Membership No. 036292) Rajkot, has been appointed as the Scrutinizer 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:**

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**Company :****Rajoo Engineers Limited**Registrar & Transfer Agent:  
Ahmedabad Office:Link Intime India Pvt. Ltd  
5<sup>th</sup> 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- Voting Agency:

Central Depository Services (India) Limited  
Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Scrutinizer:

Mr. M. N. Manvar,  
Proprietor of M. N. Manvar & Co,  
Practising Chartered Accountants, Rajkot.  
Email: [ca.mnmanvar@gmail.com](mailto:ca.mnmanvar@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 three days of conclusion of the meeting, 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**

The following Statement pursuant to Section 102 of the Companies Act, 2013, set out all material facts relating to the business mentioned under the accompanying Notice:

**ITEM NO. 1:**

**BREIF NOTE ON THE COMPANY'S OPERATION AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUE:**

Your Company is a Market leader in blown film lines, sheet lines and thermo formers in the Indian sub-continent and stands in position of leadership among Asian manufacturers of similar equipment. Your company is sought-after name in global markets – exports accounting to over 50% of sales is indicative. While installations are spread across 52 countries, installations in Germany, Spain and U.K stand out as acceptance by the most stringent and developed markets of the world.

The Company needs to augment funds to meet its working capital requirements for its existing as well as new growth opportunities. To enhance its long term resources and thereby strengthening the financial structure, the company has been exploring various options for raising funds.

The Company, subject to the necessary approvals, is proposing to issue and allot, on a preferential basis:

(1) Share Warrants to Promoters and individual other than Promoters, which may be exercised to receive Equity Shares at a Price of Rs. 19.10/- (Rupees Nineteen & Paise Ten only) determined in accordance with the ICDR Regulations.

**Salient features of the preferential issue of Equity Shares and preferential issue of Warrants are as under:**

The proposed issue and allotment of Shares Warrants on a preferential basis, shall be governed by the applicable Provisions of the ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Shares Warrants are:

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares and Equity Warrants is **May 6, 2017**, being 30 days prior to the date of this Extraordinary General Meeting i.e. **June 7, 2017**.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Shares Warrants is **Rs. 18.70** (Rupees Eighteen and Paise Seventy Only) being higher of (a) the average of the high and low of the closing prices at the Bombay Stock Exchange Limited for 26 weeks prior to the relevant date viz. **Rs.17.43** (Rupees Seventeen & Paise Forty Three), and (b) the average of the high and low of the closing prices at the Bombay Stock Exchange of Limited for 2 weeks prior to the relevant date viz. **Rs.18.70** (Rupees Eighteen & Seventy Paise only).
- 25% of the amount for preferential issue of Share Warrants shall be received by the Company prior to the allotments.
- The Share Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Share Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Share Warrants so being exercised.
- Post conversion of the Share Warrants (assuming full conversion), the increase in equity share capital would be Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only ) increase in securities premium, it would be Rs. 6,33,50,000/- (Rupees Six Crore Thirty Three lakhs and Fifty Thousand only).
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year.

The Promoters and individual other than promoters whom the preferential allotment of Shares Warrant is proposed to make have not sold any Equity Shares during the six months preceding the Relevant Date.

**THE OTHER INFORMATION PRESCRIBED UNDER REGULATION 73 OF THE ICDR REGULATIONS IS AS FOLLOWS:**

**a) Object of the preferential issue of Shares Warrants and details of utilization of proceeds:**



The proceeds of the preferential offer are proposed to be issued to meet increased working capital requirement of the company and maintain adequate liquidity for future requirements in line with our growth strategy.

**b) Intention of the promoter/ directors/ key management personnel to subscribe to the proposed preferential issue:**

Except Utsav Kishorbhai Doshi, Karishma Rajeshbhai Doshi and Utkarsh Rajeshbhai Doshi, Promoter Group and Mr. J. T. Jhalavadia, Key Managerial Personnel who will be subscribing to Share warrants in the Preferential Issue, none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any of the Shares Warrants.

**c) Shareholding pattern pre and post preferential offer:**

Shareholding pattern giving the present position as also considering full allotment of Warrants to promoters and individuals other than Promoter Group and equity shares arising out of conversion thereof, as per Special Resolution of the Notice are given below:

Sr. No.	Category	Pre-issue Equity Shareholding		After Preferential allotment of Share Warrants	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/ Hindu Undivided Family	38567440	66.46	40487440	65.80
(b)	Central Government/ State Government(s)	0	0	0	0
(c)	Bodies Corporate	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0
	<b>Sub Total(A)(1)</b>	38567440	66.46	40487440	65.80
<b>2</b>	<b>Foreign</b>				
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0
b	Bodies Corporate	0	0	0	0
c	Institutions	0	0	0	0
d	Any Others(Specify)	0	0	0	0
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	38567440	66.46	40487440	<b>65.80</b>
<b>(B)</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds/ UTI	3000	0.01	3000	0.00

(b)	Financial Institutions / Banks	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Any Other (specify)	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate				
(b)	Individuals				
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	16697583	28.77	18277583	29.70
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	510000	0.88	510000	0.83
(c)	Hindu Undivided Family	977383	1.68	977383	1.59
(d)	Non Resident Indians (Non-Repat)	27379	0.05	27379	0.04
(e)	Non Resident Indians (Repat)	295434	0.51	295434	0.48
(f)	Clearing Members	515319	0.89	515319	0.84
(g)	Body Corporate	437212	0.75	437212	0.72
	<b>Sub-Total (B)(2)</b>	<b>58030750</b>	<b>100</b>	<b>61530750</b>	<b>100</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>				
	<b>TOTAL (A)+(B)</b>				
<b>(C)</b>	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>58030750</b>	<b>100</b>	<b>61530750</b>	<b>100</b>

Note: - Post issue Capital includes 35,00,000 Share Warrants proposed to be issued after approval of shareholders in their meeting to be held on 7<sup>th</sup> June, 2017.

The post issue shareholding pattern is on the assumption that:

- All the warrants being proposed are fully subscribed and allotted.
- Post warrants-conversion equity percentages of other categories of shareholders remain same
- All proposed warrants holder(s) exercise their option for conversion into Equity Shares of the Company.

**d) The post allotment shareholding of the proposed allottees will be as under:**

The identity of the proposed allottees, their shareholding pre-issue and post-issue of equity share on conversion of warrant is as under:

Name	Pre issue		Proposed Warrants to be issued	Post-issue	
	No. of Shares held	% of holding		No. of Shares held	% of holding
<b>A) Promoters</b>					
Utsav Kishorbhai Doshi	2299372	3.96	620000	2919372	4.74
Karishma Rajeshbhai Doshi	2433395	4.19	500000	2933395	4.77
Utkarsh Rajeshbhai Doshi	909090	1.57	800000	1709090	2.78
<b>Total "A"</b>	<b>5641857</b>	<b>9.72</b>	<b>1920000</b>	<b>7561857</b>	<b>12.31</b>
<b>B) Non- Promoter</b>					
Rishabh Hardik Mithani	0	0.00	100000	100000	0.16
Hetal Hardik Mithani	0	0.00	100000	100000	0.16
Mily Milan Mithani	0	0.00	100000	100000	0.16
Hardik Manoj Shah	0	0.00	500000	500000	0.81
Vaishali Yatin Shah	0	0.00	500000	500000	0.81
Sangeeta Pareekh	0	0.00	200000	200000	0.33
Manish Chhaganlal Doshi	34500	0.06	20000	54500	0.09
Paresh Chhaganlal Doshi	108000	0.19	20000	128000	0.21
Piyush Chhaganlal Doshi	108500	0.19	20000	128500	0.21
Jayantilal T. Jhalavadia	2500	0.00	20000	22500	0.04
<b>Total "B"</b>	<b>253500</b>	<b>0.44</b>	<b>1560000</b>	<b>1833500</b>	<b>2.98</b>
<b>Total (A+ B)</b>	<b>5895357</b>	<b>10.16</b>	<b>3500000</b>	<b>9395357</b>	<b>15.29</b>

Note: - The above post issue pattern is based on the assumption of full subscription of the warrants and the subsequent allotment of equity shares on conversion of warrants into one equity share of Rs. 1 each.

**e) Change in control:**

As a result of the proposed preferential issue of Shares Warrants, and upon conversion of the Shares Warrants, there will be no change in the control of the Company.

**f) Proposed time within which the allotment shall be completed:**

The allotment of warrants shall be completed within a period of 15 days from the date of passing of the Special Resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including Stock Exchanges, the allotment shall be completed by the company with in a period of 15 days from the date of such approvals.

**g) Lock-in-period :**

**Pre-preferential allotment holding of Equity Shares, non disposal of Equity Shares and lock-in period of the Equity Shares**

- i) The Equity Shares to be allotted on a preferential basis to Promoters and Promoter Group of Company, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the ICDR Regulations.
- ii) The Equity Shares allotted on a preferential basis to the Investors other than Promoters and Promoters Group shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 78(2) of the ICDR Regulations.
- iii) The entire pre-preferential allotment shareholding of Promoters and investor other than promoters, whom the Share Warrants shall be allotted, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

**h) Auditor's Certificate:**

A copy of the Certificate of the Auditors of the Company, M/s M N Manvar & Co., Chartered Accountants, Rajkot, confirming that the proposed issue of warrants convertible into Equity shares are in accordance with the SEBI (Disclosure and Investor Protection) Guidelines, 2000, is open for inspection at the Registered office of the Company during the working hours between 9.30 a.m to 6.00 p.m. except on holidays up to the date of Extraordinary General Meeting. Copies of the above mentioned Statutory Auditor's Certificate shall also laid before the Extra Ordinary General Meeting.

The Board has already approved the issue and allotment of Shares Warrants on preferential basis to the Promoters and Individual other than Promoters, in the manner stated hereinabove.

None of the Directors and Key Managerial Personnel except Utsav K. Doshi, Director and Mr. J. T. Jhalavadia Chief Financial Officer to the extent Share Warrants proposed to be issued to him are interested in these resolutions.

Date: 13/05/2017  
Place: Rajkot

By order of the Board of Directors  
**For, RAJOO ENGINEERS LIMITED,**

SD/-  
**R. N. Doshi**  
**Chairman and Managing Director**



**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)

**EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, JUNE 7, 2017 AT 11.00 A.M.**

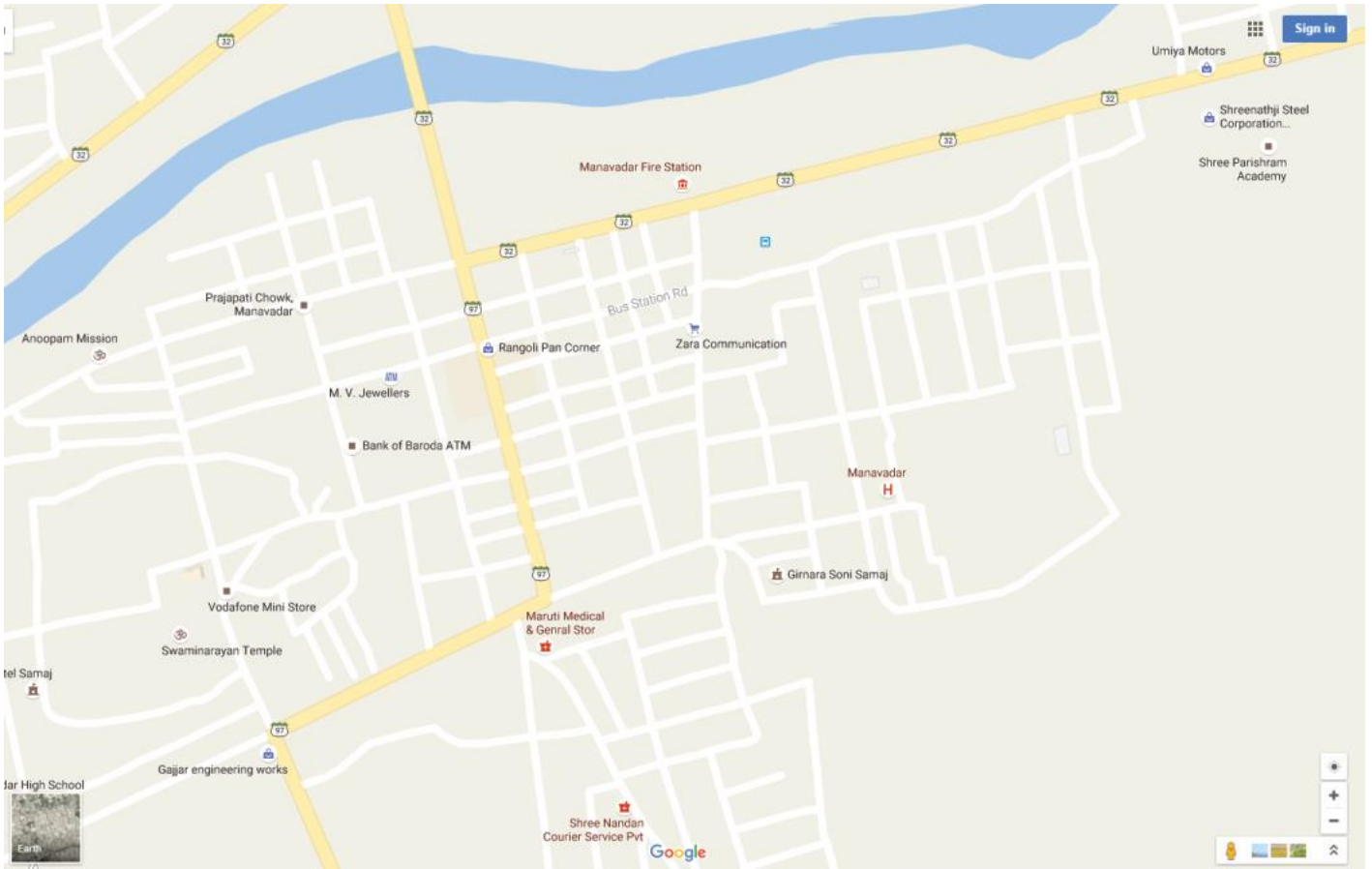
Junagadh Road, Manavadar - 362630 Dist :Junagadh. (Gujarat).

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

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

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

- 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.
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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 :
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I/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:..... 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 Extra Ordinary General Meeting of the Company, to be held on the 7<sup>th</sup> June, 2017 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:

Sr. No.	SPECIAL BUSINESS	TICK APPROPRIATELY	
		For	Against
1.	To issue Convertible Warrants to Promoter and Non Promoter Group of the Company on Preferential basis		

Signed this \_\_\_ day of \_\_\_\_ 2017

Signature of shareholder

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

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed , not less than 48 hours before the time for holding the meeting. For the Resolutions, explanatory statement and notes please refer to the Notice of the Extra Ordinary General Meeting.