

September 02, 2025

To,  
**BSE Limited (BSE)**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai - 400 001

To,  
**National Stock Exchange of India Ltd (NSE)**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400051

**BSE Script Code: 522257**

**NSE Symbol: RAJOOENG**

**Sub: Submission of Notice of the 38<sup>th</sup> Annual General Meeting of Rajoo Engineers Limited for the Financial Year Ended March 31, 2025**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations]**

Dear Sir/ Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI Listing Regulations, we hereby submit the Notice of the 38<sup>th</sup> Annual General Meeting ("AGM") of Rajoo Engineers Limited ("the Company") scheduled to be held on Saturday, September 27, 2025, at 12:00 p.m. at the registered office of the Company situated at Rajoo Avenue, Survey No. 210, Plot No. 1, Industrial Area, Veraval (Shapar), Rajkot -360 024, Gujarat

The Notice of the 38<sup>th</sup> AGM along with the Annual Report for the financial year ended March 31, 2025, are being sent through electronic mode to all eligible shareholders whose email addresses are registered with the Company and/or Depository Participant (s). Physical copies of the Annual Report will be provided to members upon request.

The Notice of the 38<sup>th</sup> AGM is also available on the Company's website and can be accessed at the following link:

<https://www.rajoo.com/pdf/Announcements/notice-of-38th-agm-29-aug-2025.pdf>

This submission is being made for your information and record.

Thanking you,

Yours faithfully,  
**For Rajoo Engineers Limited**

**Nikhil Gajjar**  
**Company Secretary & Compliance Officer**

Encl: a/a



**Rajoo Engineers Limited**

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

+91-97129-62704/52701/32706

+91-90990 96292

rel@rajoo.com

www.rajoo.com

CIN : L27100GJ1986PLC009212 GSTN : 24AABCR3204M1ZL



## **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-Eighth Annual General Meeting (38th AGM)** of the Members of **RAJOO ENGINEERS LIMITED** will be held on **Saturday, September 27, 2025 at 12:00 p. 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, 2025, 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 for the financial year ended March 31, 2025, together with the Report of Auditors thereon.

#### **3. Declaration of Final Dividend for FY 2024-25**

To declare a Dividend of Rs. 0.15 per equity share of face value of Re. 1 each (15%) of the Company, for the financial year ended March 31, 2025.

#### **4. Appointment of a Director retiring by rotation**

To appoint a director in place of Mr. Rajesh Nanalal Doshi (DIN: 00026140), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

#### **5. Appointment of a Director retiring by rotation**

To appoint a director in place of Mr. Sunil Jain (DIN: 00043541), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

### **SPECIAL BUSINESS**

#### **6. Ratification of Cost Auditor's Remuneration for FY 2025-26**

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, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs.

40,000 (Rupees Forty Thousand only) plus applicable Goods and Services Tax (GST) and reimbursement of out-of-pocket expenses at actuals, as approved by the Board of Directors, payable to M/s. Shailesh Thaker & Associates, Cost Accountants (Mem No.: 6239 & Firm Registration No.: 101454), who have been re-appointed as Cost Auditors of the Company to conduct the audit of the Cost Records for the Financial Year 2025–26, be and is hereby ratified and confirmed;

**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.”

**7. To appoint CS Nirav D. Vekariya, Practising Company Secretary (Membership No. F11660, CP No. 17709) as Secretarial Auditors of the Company for a term of five consecutive years from financial year 2025-26:**

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 204 of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant circulars issued by SEBI, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of CS Nirav D. Vekariya, Practising Company Secretary (Membership No. F11660, CP No. 17709), as the Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 43rd Annual General Meeting to be held in the year 2030, to conduct secretarial audit for the financial years 2025–26 to 2029–30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company (including its committees thereof), in consultation with the Secretarial Auditors;

**RESOLVED FURTHER THAT** to give effect to the above resolution, the Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things, in this regard.”

**8. Authorisation under Section 186 of the Companies Act, 2013 for loans, guarantees, securities and investments exceeding prescribed limits:**

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

**“RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at their meeting held on September 27, 2024, and pursuant to the provisions of Section 186 (3) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Articles of Association of the Company and such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted by the Board or any person (s) authorized by the Board in this behalf) to make investments, whether by way of subscription, purchase or otherwise, in the securities of any other body corporate; give loans to any person or other body corporate; give any guarantee or provide any security in connection with a loan to any person or other body corporate, whether in India or outside India, from time to time, in one or more tranches, as may be deemed appropriate by the Board, for an amount not exceeding

Rs. 500,00,00,000/- (Rupees Five Hundred Crores only), notwithstanding that such investments, loans, guarantees or securities, together with the Company's existing investments, loans, guarantees or securities, may exceed the limits prescribed under Section 186 (3) of the Companies Act, 2013, i.e., sixty percent of the Company's paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the terms and conditions of such investments, loans, guarantees, or securities, and to take such steps as may be necessary or desirable in this regard, and to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, proper or desirable, including finalizing the terms and conditions, executing necessary documents, and dealing with all matters connected therewith and incidental thereto."

**9. Increase in the overall limit of remuneration payable to Directors under Section 197 of the Companies Act, 2013:**

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 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions, and sanctions as may be required, consent of the members of the Company be and is hereby accorded to increase the overall maximum limit of remuneration payable to all the directors (including Managing Director and Joint Managing Director,), in any financial year, to 21% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, or such other limit as may be prescribed or approved from time to time, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 (1) of the said Act.

**RESOLVED FURTHER THAT** to give effect to the above resolution, the Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things, in this regard."

Veraval (Shapar)  
August 29, 2025

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

**Regd. Office:**

Rajoo Engineers Limited  
[CIN: L27100GJ1986PLC009212]  
Rajoo Avenue, Survey No. 210, Plot No. 1,  
Industrial Area, Veraval (Shapar)  
Dist: Rajkot – 360024, Gujarat  
Tel: +91 97129 62704 / 52701

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

Email ID: [compliances@rajoo.com](mailto:compliances@rajoo.com)  
Website: [www.rajoo.com](http://www.rajoo.com)

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the special business under Item Nos. 6 to 9 of the accompanying Notice of the 38th Annual General Meeting ("Notice"), is annexed hereto and forms part of this Notice.
2. Additional information, pursuant to Regulation 36 of the SEBI Listing Regulations, in respect of the directors seeking reappointment at the AGM, forms part of this Notice.
3. In terms of the MCA Circulars and SEBI Circular dated October 03, 2024, the Notice of the 38th AGM and Annual Report for the financial year ended March 31, 2025 ("Annual Report for the financial year 2024-25"), will be available on the Company's website ([www.rajoo.com](http://www.rajoo.com)), BSE Limited's (BSE) website ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited's (NSE) website ([www.nseindia.com](http://www.nseindia.com)); and National Securities Depository Limited's (NSDL) website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
4. 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](mailto:csniravkariya@gmail.com) with a copy marked to [compliances@rajoo.com](mailto:compliances@rajoo.com).

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

5. **Book Closure :-** The Register of Members and Transfer Books of the Company will be closed from Sunday, September 21, 2025 to Saturday, September 27, 2024 (both days inclusive) for the purpose of Dividend and AGM.

Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on Friday, September 19, 2025 ('cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.

6. **Dividend:-** The dividend on equity shares for the financial year ended March 31, 2025, 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 19, 2025 to those shareholders or their mandates:

a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, September 19, 2025 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 19, 2025 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.

7. **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@in.mpms.muvg.com by Friday, September 19, 2025. 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@in.mpms.muvg.com. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, September 19, 2025.

8. **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 19, 2025.**

**b) In case Shares held in physical form:** Members are requested to send the following documents in original to RTA i.e. MUFG Intime India Private Limited (Formerly, Link Intime India Private Limited) latest by Friday, September 19, 2025 :

- 1) Form ISR-1 along with the supporting documents. The said form is available on the website of the RTA.  
Link: [https://web.in.mpm.s.mufg.com/admin/DownloadFiles/W-Link\\_ISR-1\\_%20Request%20form%20for%20Registering%20Pan,Bank,KYC\\_.pdf](https://web.in.mpm.s.mufg.com/admin/DownloadFiles/W-Link_ISR-1_%20Request%20form%20for%20Registering%20Pan,Bank,KYC_.pdf)
- 2) 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.
- 3) Self-attested photocopy of the PAN Card of all the holders; and
- 4) 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.

- 9. Unpaid/Unclaimed Dividend Confirm:-** 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. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline.

Accordingly, the Company has transferred the unclaimed/unpaid dividends upto FY 2016-17 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 2017-18 will be transferred to the Investor Education and Protection Fund of the Central Government by November 23, 2025. 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 23, 2025.

Members who have not yet encashed dividend warrants from the FY 2017-18 are requested to contact the Company at [compliances@rajoo.com](mailto: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](http://www.iepf.gov.in)) along with applicable requisite fees, if any. The Member/Claimant can file only one

consolidated claim in a financial year as per the IEPF Rules. It is in Members' interest to claim any unencashed 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.

## **10. 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. MUFG Intime India Private Limited at the E-mail ID: ahmedabad@in.mpms.mufig.com

As per SEBI circular, non-availability of any of the above documents/details with MUFG 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.

## **11. Transfer & Transmission of Shares**

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

As per Regulation 40 of the SEBI 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.

## **12. NOTICE OF AGM**

The Notice calling the 38th AGM has been uploaded on the website of the Company at [www.rajoo.com](http://www.rajoo.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.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>.

## **13. ROUTE MAP**

The route map giving directions to reach the venue of the 38th AGM is given at the end of the Notice.

## **14. 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. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) having their office at 5th Floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Near St. Xavier's College Corner Off C. G. Road, Navarangpura, Ahmedabad – 38 009, Gujarat or send an E-mail at: [ahmedabad@in.mpms.mufg.com](mailto:ahmedabad@in.mpms.mufg.com) and Members holding shares in dematerialised form need to contact their respective Depository Participants for availing this facility.

## **15. 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.

## **16. 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 38th 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 Wednesday, September 24, 2025, at 09:00 A.M. (IST) and ends on Friday, September 26, 2025, 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 19, 2025 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/0155 dated November 11, 2024 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 November 11, 2024 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. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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><b>NSDL Mobile App is available on</b></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>
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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p>

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

Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:csniravvekariya@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [compliances@rajoo.com](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto: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](mailto: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 November 11, 2024 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**

<b>Company</b>	<b>RAJOO ENGINEERS LIMITED</b>
Registrar & Transfer Agent	<b>MUFG Intime India Private Limited</b>
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 Email ID: <a href="mailto:ahmedabad@in.mpms.mufg.com">ahmedabad@in.mpms.mufg.com</a> Tel: +91-79264 65179
E- Voting Agency	<b>National Securities Depository Limited</b> E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Phone: 022 - 4886 7000 and 022 - 2499 7000
Scrutinizer	<b>CS Nirav D. Vekariya</b> Practising Company Secretary E-mail: <a href="mailto:csniravvekariya@gmail.com">csniravvekariya@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.

17. Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the Company's website <https://www.rajoo.com>.

18. 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 29, 2025

**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](mailto:compliances@rajoo.com)  
Website: [www.rajoo.com](http://www.rajoo.com)

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

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 6:- Ratification of remuneration to Cost Auditors for FY 2025-26**

In accordance with 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 maintain cost records and have them audited by a qualified Cost Accountant for certain products/activities as prescribed under the Rules.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the re-appointment of M/s. Shailesh Thaker & Associates, Cost Accountants (Firm Registration No. 101454, Membership No. 6239), as the Cost Auditors of the Company for conducting the audit of the cost records for the financial year ending March 31, 2026, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus GST and reimbursement of out-of-pocket expenses at actuals.

Pursuant to Section 148 (3) of the Act and Rule 14 of the Rules, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board is required to be ratified by the members of the Company.

The Board of Directors recommends the Ordinary Resolution for ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2026. The approval of the members is sought by way of an Ordinary Resolution, as set out in Item No. 6 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

### **Item No. 7:- To appoint CS Nirav D. Vekariya, Practising Company Secretary (Membership No. F11660, CP No. 17709) as Secretarial Auditors of the Company for a term of five consecutive years from financial year 2025-26:**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), CS Nirav D. Vekariya, Practising Company Secretary (Mem. No.: FCS 11660, C.P. No. 17709) was appointed as the Secretarial Auditor of the Company for the financial year 2024-25.

Regulation 24A of the SEBI Listing Regulations, effective from 1st April 2025, mandates that a company must appoint either:

- an individual practicing company secretary for not more than one term of five consecutive years, or
- a firm of practicing company secretaries for not more than two terms of five consecutive years.

Such appointment must be approved by the members at the Annual General Meeting ("AGM"), and the auditor must be a peer-reviewed entity with no disqualifications as specified under the SEBI Listing Regulations. Notably, any prior association of the individual or firm as secretarial auditors before March 31, 2025 will not count towards the calculation of tenure under the new regime.

Considering regulatory requirements, proposals received, and criteria such as technical capability, independence, industry experience, team structure, audit quality, and prior engagement, the Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Cs Nirav Vekariya, Practising Company Secretary, as the Secretarial Auditors of the Company for a term of five consecutive years, commencing from the conclusion of this (38th) AGM until the conclusion of the 43rd AGM to be held in the year 2030. This term will cover the financial years ending March 31, 2026, through March 31, 2030, subject to approval by the members.

The Board, in consultation with the Audit Committee and CS Nirav Vekariya, will determine the amount of remuneration payable, along with applicable taxes and reimbursement of out-of-pocket expenses, at a later stage, in accordance with applicable laws and mutual agreement.

CS Nirav Vekariya, has provided their written consent confirming:

- Their eligibility and willingness to act as Secretarial Auditors;
- Compliance with the provisions of the Act and the SEBI Listing Regulations;
- Possession of a valid Peer Review Certificate issued by ICSI; and
- That none of the disqualifications specified under SEBI regulations apply to them.

CS Nirav Vekariya, Practising Company Secretary, being peer-reviewed, is duly authorized to act and sign. The Board and the Audit Committee may, in consultation, modify the terms and conditions of the appointment, including remuneration, as mutually agreed.

The Board of Directors recommends the Ordinary Resolution for the appointment of Secretarial Auditors for a term of five consecutive financial years, commencing from the financial year ending March 31, 2026. The approval of the members is sought by way of an Ordinary Resolution, as set out in Item No. 7 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 8:- Authorisation under Section 186 of the Companies Act, 2013 for loans, guarantees securities and investments exceeding prescribed limits.**

The members of the Company, at their meeting held on September 27, 2024, had passed a Special Resolution under Section 186 of the Companies Act, 2013 ("the Act") authorizing the Board of Directors to make investments, grant loans, and provide guarantees or securities in connection with loans to any person or body corporate, up to the limits specified in that resolution.

In view of the Company's current and future business requirements, including strategic investments, inter-corporate loans, or guarantees for group companies, joint ventures, or other potential business opportunities in India or abroad, the Board of Directors of the Company considers it necessary to enhance the overall limit for such investments, loans, guarantees, or securities to Rs. 500,00,00,000/- (Rupees Five Hundred Crores only).

Pursuant to Section 186 (3) of the Companies Act, 2013, the Company can give loans, guarantees, or make investments 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 higher, only with the prior approval of the shareholders by way of a special resolution.

This resolution is proposed in supersession of the earlier resolution passed on September 27, 2024.

Accordingly, the approval of the members is being sought, by way of a Special Resolution, as set out in Item No. 8 of the accompanying Notice, to authorize the Board of Directors (which includes any Committee of the Board or person(s) authorized by the Board) to make investments, grant loans, and provide guarantees or securities, from time to time, for an aggregate amount not exceeding Rs. 500 Crores, notwithstanding that the same may exceed the limits prescribed under Section 186 (3) of the Act.

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

**Item No. 9 :- Increase in the overall limit of remuneration payable to Directors under Section 197 of the Companies Act, 2013:**

Pursuant to Section 197 of the Companies Act, 2013 ("the Act"), the total managerial remuneration payable by a public company to its directors, including the Managing Director, Joint Managing Director, and other directors, in any financial year shall not exceed 11% of the company's net profits for that year, as calculated in accordance with the provisions of Section 198 of the Act.

Conversely, pursuant to the Companies (Amendment) Act, 2017, effective from September 12, 2018, companies are permitted to pay remuneration exceeding the prescribed limit of 11%, subject to compliance with the provisions of Schedule V of the Act. Such payment must be approved by the members of the company through a Special Resolution passed at a general meeting, even if it exceeds the other specified limits.

The Board acknowledges the importance of prudent financial management in the current business environment. While the Company has demonstrated consistent stability and growth, we believe that exercising fiscal discipline remains crucial. By maintaining a cap on managerial remuneration, we aim to ensure optimal resource allocation, support long-term profitability, and enable the execution of key strategic initiatives. This approach reflects our on-going commitment to responsible governance and sustainable value creation.

Accordingly, in the above context, the Board of Directors, subject to the approval of the members of the Company, approved the proposal to increase the overall limit of maximum remuneration payable to the Directors, including the Managing / Joint Managing Director, as set out in the accompanying Notice.

The proposed increase in the overall limit of maximum remuneration payable to the Directors, including the Managing / Joint Managing Director, is intended solely to provide the Board of Directors with the necessary authority to pay remuneration up to the revised limit, as specified in the relevant resolution, during challenging times. It is not intended to grant any additional remuneration to the managerial personnel at present.

The Company has not defaulted in the repayment of dues to any bank, financial institution, convertible debenture holders, or any other secured creditors, if any.

Except for the proposed change in the overall limit of maximum remuneration, as detailed in the relevant resolution(s), all other terms and conditions of the appointment or reappointment of Managing / Joint Managing Director and other Directors, as previously approved by the members, shall remain unchanged.

In light of the above and pursuant to the provisions of Section 197, Schedule V, and other applicable

provisions of the Companies Act, 2013, along with the rules and regulations made thereunder (as amended), the approval of the members is sought by way of a special resolution.

The Board of Directors recommends the Special Resolution for increasing the limit of overall managerial remuneration payable to all the Directors. The approval of the members is sought by way of a Special Resolution, as set out in Item No. 9 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested in the resolution, except to the extent of their respective remuneration and/or shareholding in the Company, if any.

Veraval (Shapar)  
August 29, 2025

**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 38th Annual General Meeting pursuant to Regulation 36(3) of the SEBI Listing Regulations.

<b>Name of Director</b>	Rajesh Nanalal Doshi	Sunil Jain
<b>Designation</b>	Chairman and Director	Director
<b>DIN</b>	00026140	00043541
<b>Age</b>	64 Years	69 Years
<b>Date of first appointment on the Board</b>	09/12/1986	30/06/2002
<b>A Brief Resume of the Director &amp; Nature of her Expertise in Specific Functional Areas;</b>	Mr. Rajesh N. Doshi is the Chairman and Executive Director of the Company. He holds a degree of B.Sc. from Saurashtra University. As a co-founder of the Rajoo Group, he is involved in the day-to-day operations of the company. He has more than three decades of experience in plastic processing, machinery manufacturing, and product development. His keen ability to spot new technologies and find ways to manage costs effectively without sacrificing quality has helped the company maintain its strong position in the industry. He is highly skilled in managing and executing projects.	Mr. Sunil Jain is Executive Director of the Company. He is responsible for the significant success achieved by Rajoo in the local and global markets as well as for strong relations that he has created and nurtured with customers, overseas partners and collaborators. The overall marketing, business development efforts, technology sourcing and strategic areas at the corporate level are the responsibility of Mr. Jain. A Mechanical Engineer (from prestigious BITS, Pilani) by qualification, he comes with an experience of over 25 years in the field of plastics and packaging coupled with marketing of plastic extrusion machinery. He also possesses a special ability to motivate team members and get the best possible outcome even under the most demanding market situations.
<b>Disclosure of Relationships Between Directors Inter-Se</b>	Ms. Khushboo Doshi – Niece Mr. Utsav Doshi - Nephew	Not any
<b>Names of Listed Entities in which the person also holds the Directorship and the Membership/Chairmanship of Committees of the Board</b>	None	None
<b>Names of the listed entities from which Director has resigned in the past three years</b>	None	None
<b>Shareholding of Non-Executive Director in the Company, including shareholding as a Beneficial Owner</b>	Not Applicable	Not Applicable



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## 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)

**38<sup>th</sup> Annual General Meeting - Saturday, September 27, 2025 at 12:00 P. 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 : \_\_\_\_\_

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on the Saturday, September 27, 2025 at 12:00 P. M. at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar – 360 024, 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, 2025.		
2	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025.		
3	Declaration of a final dividend for the financial year ended March 31, 2025.		
4	Re-appointment of Mr. Rajesh Nanlal Doshi (DIN: 00026140), as Director, liable to retire by rotation.		
5	Re-appointment of Mr. Sunil Jain (DIN: 00043541), as Director, liable to retire by rotation.		
6	Ratification of Cost Auditor's Remuneration for FY 2025-26		
7	Appointment of CS Nirav D. Vekariya, Practicing Company Secretary (Membership No. F11660, CP No. 17709) as Secretarial Auditors of the Company for a term of five consecutive years from financial year 2025-26		
8	Authorisation to Board of Directors under Section 186 of the Companies Act, 2013 for loans, guarantees securities and investments exceeding prescribed limits		
9	Increase in the overall limit of remuneration payable to Directors under Section 197 of the Companies Act, 2013		

Signed this \_\_\_\_\_ day of September \_\_\_\_\_ 2025

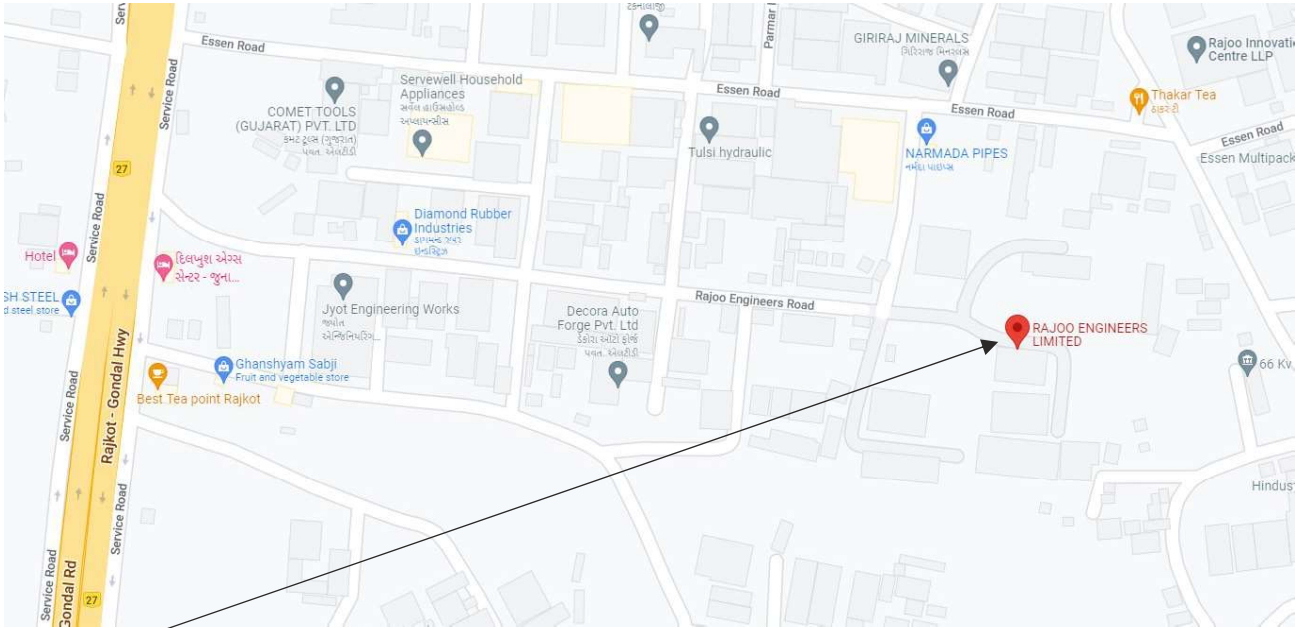
Signature of shareholder \_\_\_\_\_ Signature of Proxy-holder \_\_\_\_\_

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 '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 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 38<sup>th</sup> 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**