

Rajoo Engineers Limited

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Rajkot - 360 024, India

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RAJOO[®]
excellence in extrusion

REF: BSE/ASCR/2020-21/REL.

1st July, 2021

To,
The Department of Corporate Services,
The Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
BSE Scrip Code: 522257

SUB: SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2021.

Dear Sir/ Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMDI /27/2019 dated 8th February 2019; we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2021 issued by Mr Maulik Sheth, Proprietor M/s Maulik Sheth & Associates, Practicing Company Secretaries and Secretarial Auditor of the Company.

This is for your information and record.

Thanking you,

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


(Darshak Thaker)
(Company Secretary & Compliance Officer)
(M.NO: A46919)
Encl: As Above







**Secretarial Compliance Report of Rajoo Engineers Limited for the year
Ended on 31.03.2021**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Rajoo Engineers Limited**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification

For the year ended **31st March 2021 (Review Period)** in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<u>SEBI (LODR) Regulation, 2015</u> Regulation 22(1) The listed entity shall formulate a vigil mechanism/whistle blower policy for directors and employees to report genuine concerns.	<i>Company has not formulated such policy.</i>	<i>Board to adopt the policy in the meeting to be held on 5th June 2021.</i>
2.	<u>SEBI (LODR) Regulation, 2015</u> Regulation 23 (1) The board of directors are required to review policy on materiality of related party transactions at least once every three years and update accordingly.	<i>Company failed to review policy on materiality of related party transactions within stipulated period of three years.</i>	<i>Board to review the policy in the meeting to be held on 5th June 2021.</i>
3.	<u>SEBI (LODR) Regulation, 2015</u> Regulation 23(3)(a) audit committee is required to lay down the criteria for granting the omnibus approval in line with the policy on related party transactions.	<i>Audit committee approves transaction on case to case basis without laying down policy for it.</i>	<i>Audit committee took note of the same and committed to lay down the proper policy for Omnibus RPT approvals.</i>



4.	<p>SEBI (LODR) Regulation, 2015 Regulation 36(b) Listed Company shall send Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of Companies Act, 2013 or rules made thereunder to those shareholder(s) who have not Registered their Email Address.</p>	<p><i>Company failed to send hard Copies as required under Regulation 36(b)</i></p>	<p><i>Management believes in green initiative and company has sent annual report physically to the shareholders who requested for the same.</i></p>
5.	<p>SEBI (LODR) Regulation, 2015 Regulation 46(2) The listed entity shall disseminate information under a separate section on its website.</p>	<p><i>Company delays in timely disclosure of information on website and maintenance of information on website as required under the said Regulation.</i></p>	<p><i>Company has designated roles and responsibility to specific person who shall maintain and update website on time.</i></p>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
N.A.	N.A.	N.A.	N.A.	N.A.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Company Delayed in Updating Events/Information on Website Within Stipulated time Of 2 Working Days.	2019-2020	Company is in process of updating website in accordance with applicable Regulation	<i>Company has designated roles and responsibility to specific person who shall maintain and update website on time.</i>
2.	Company failed to send hard Copies as required under Regulation 36(b)	2019-2020	Company believes in Green initiative and on the basis of requests received, efforts are made to dispatch and comply the same on time.	<i>Management believes in green initiative and company has sent annual report physically to the shareholders who requested for the same.</i>

FOR, MAULIK SHETH & ASSOCIATES

PLACE: Rajkot
DATE: 05/06/2021



MAULIK SHETH
PROPRIETOR

FCS: 10095 CP No.: 11441
UDIN: F010095C000432957