

REF: BSE/ASCR/2021-22/REL.

May 27, 2022

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, 2022.

Dear Sir/ Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD /27/2019 dated 8th February 2019; we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2022 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**

(Signature)
(J T Jhalavadia)
(Chief Financial Officer)
Encl: As Above



Rajoo Engineers Limited

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

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CIN : L27100GJ1986PLC009212 GSTN : 24AABCR3204M1ZL





**Secretarial Compliance Report of Rajoo Engineers Limited for the year
Ended on 31.03.2022**

We have examined:

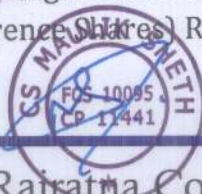
- (a) All the documents and records made available to us and explanation provided by **Rajoo Engineers Limited**,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied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

For the year ended **31st March 2022 (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.	<i>SEBI (LODR) Regulation, 2015 Regulation 46(2) The listed entity shall disseminate information under a separate section on its website.</i>	<i>Company being late on some occasion in disseminated various information required under the Regulation.</i>	<i>Proper Mechanism shall be adopted for dissemination of information on website</i>

(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.
1	<i>BSE LIMITED</i>	<i>violation of Regulation 13 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018</i>	<i>Fine Levied 4,36,600/-</i>	-



(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... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<u>SEBI (LODR) Regulation, 2015 Regulation 22(1)</u> The listed entity shall formulate a vigil mechanism/whistle blower policy for directors and employees to report genuine concerns.	2020-2021	Board adopted the policy in the meeting to be held on 5 th June 2021	listed entity Complied with Observations made in the secretarial compliance report
2.	<u>SEBI (LODR) Regulation, 2015 Regulation 23 (1)</u> The board of directors are required to review policy on materiality of related party transactions at least once every three years and update accordingly.	2020-2021	Board reviewed the policy in the meeting to be held on 5 th June 2021.	listed entity Complied with Observations made in the secretarial compliance report
3.	<u>SEBI (LODR) Regulation, 2015 Regulation 23(3)(a)</u> audit committee is required to lay down the criteria for granting the omnibus approval in line with the policy on related party transactions.	2020-2021	Audit committee took note of the same and committed to lay down the proper policy for Omnibus RPT approvals.	listed entity Complied with Observations made in the secretarial compliance report
4.	<u>SEBI (LODR) Regulation, 2015 Regulation 36(b)</u> 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.	2020-2021	Management believes in green initiative and company has sent annual report physically to the shareholders who requested for the same.	



5.	<u>SEBI (LODR) Regulation, 2015</u> Regulation 46(2) The listed entity shall disseminate information under a separate section on its website.	2020-2021	Company Designated roles and responsibility to specific person who shall maintain and update website on time.	Listed entity need to strictly monitor compliances by devising proper mechanism
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DATE: 24/05/2022

PLACE: Rajkot

FOR, MAULIK SHETH & ASSOCIATES



**MAULIK SHETH
(PROPRIETOR)**

FCS: 10095 CP No.: 11441

PR No. 877/2020

UDIN: F010095D000375548