

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 :** compliances@rajoo.com
Contact : +91 97129 62704 / 52701 / 32706 **Website :** www.rajoo.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that (01/2023-24) Extra-ordinary General Meeting (“EGM”) of the Members of **RAJOO ENGINEERS LIMITED** will be held on **Friday, May 05, 2023 at 11:00 A.M.** at the Registered Office of the Company situated at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar) Dist- Rajkot - 360024, , Gujarat - India to transact the following business:

SPECIAL BUSINESS :-

1. Appointment of Mr. Pratik Rajendrabhai Kothari (DIN: 03550736) as a Non-Executive Independent Director of the Company.

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 Sections 149, 150, and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), in terms of Article of Associations of the Company, Mr. Pratik Rajendrabhai Kothari (DIN: 03550736), who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an additional Director in category of Non-Executive Independent Director of the Company with effect from February 13, 2023 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the director and declaration who meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a first term of 5(five) consecutive years from February 13, 2023 to February 12, 2028 (both the days inclusive) and who shall not be liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

2. Appointment of Mr. Dr. Shital Bharatkumar Badshah (DIN: 10039677) as a Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), in terms of Article of Associations of the Company, Mr. Dr. Shital Bharatkumar Badshah (DIN: 10039677), who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an additional Director in category of Non-Executive Independent Director of the Company with effect from February 13, 2023 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the director and declaration who meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a first term of 5(five) consecutive years from February 13, 2023 to February 12, 2028 (both the days inclusive) and who shall not be liable to retire by rotation.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

“RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

Date : 07/04/2023

Place : Veraval (Shapar), Rajkot

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 : compliances@rajoo.com
Website : www.rajoo.com

**For and on behalf of the Board of Directors of
RAJOO ENGINEERS LIMITED**

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

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India ('ICSI') and Regulation 36(3) and (5) of The SEBI Listing Regulations setting out material facts concerning the business under Item Nos. 1 and 2 of the Notice respectively, is annexed hereto and part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.

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 EGM are requested to send a certified copy of the Board Resolution to the Scrutinizer by email id on csnirawekariya@gmail.com, with a copy marked to compliances@rajoo.com

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

3. Book Closure

The Register of Members and Transfer Books of the Company will be closed from Saturday, April 29, 2023 to Friday, May 05, 2023 (both days inclusive) for the purpose of EGM.

4. 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. Link Intime India Private Limited at the E-mail : ahmedabad@linkintime.co.in.

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

5. TRANSFER & TRANSMISSION OF SHARES

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

As per Regulation 40 of the 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.

6. NOTICE OF EGM

The Notice calling the EGM is being uploaded on the website of the Company at www.rajoo.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The said Notice of the EGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com

7. ROUTE MAP

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

8. 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. Link Intime India Private Limited having their office at 5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad, Gujarat, 380009 or send an E-mail at: ahmedabad@linkintime.co.in and Members holding shares in dematerialised form need to contact their respective Depository Participants for availing this facility.

9. JOINT SHAREHOLDERS

In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

10. 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 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 Tuesday, May 02, 2023, 09.00 A.M. and ends on Thursday, May 04, 2023, 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, April 28, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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 Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below :

Type of shareholders	Type of shareholders
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for Rajoo Engineers Limited where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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,

	<p>there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN Individual Shareholders holding securities in Demat mode with NSDL	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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
PAN/Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

NOTES :

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the Rajoo Engineers Limited on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz: csniravvekariya@gmail.com and to the Company at the email address viz; compliances@rajoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xviii. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like 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 to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

xix. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

xx. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xxi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

xxii. Mr. Nirav D Vekariya, Company Secretary in Practice (having membership No.:F11600 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 EGM, in fair and transparent manner.

CONTACT DETAILS:

Company	:	RAJOO ENGINEERS LIMITED
Registrar & Transfer Agent	:	Link Intime India Private Limited
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: ahmedabad@linkintime.co.in Tel: +91-79264 65179
E- Voting Agency	:	Central Depository Services (India) Limited Email : helpdesk.evoting@cdslindia.com Phone: 022-22723333/8588
Scrutinizer	:	CS Nirav D Vekariya Company Secretary in Practice Practising Chartered Accountant Email : csniravvekariya@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 48 hours of the conclusion of the EGM, 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 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.

11. Notice of the EGM 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, physical copies are being sent by the permitted mode. Members may note that the Notice of EGM will also be available on the Company's website <https://www.rajoo.com>.

12. 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.

Date : 07/04/2023

Place : Veraval (Shapar), Rajkot

**For and on behalf of the Board of Directors of
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 : compliances@rajoo.com
Website : www.rajoo.com

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

NOTES :

EXPLANATORY STATEMENTS AS PER SECTION 102 OF THE COMPANIES ACT, 2013, AND/OR SECRETARIAL STANDARD-2 AND /OR REGULATION 36 (3) and (5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 1

Appointment of Mr. Pratik Rajendrabhai Kothari (DIN: 03550736) as a Non-Executive Independent Director of the Company

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed **Mr. Pratik Rajendrabhai Kothari (DIN: 03550736)** as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from February 13, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Additional Director shall hold the office as a director up to the next Annual General Meeting or the last date on which the Annual General Meeting should have been held. However, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next Annual General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, the approval of the members is sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

In terms of the provisions of Sections 149, 151, 152 and other applicable provisions of the Act, Members approval is sought through this Notice for appointment of **Mr. Pratik Rajendrabhai Kothari (DIN: 03550736)** as a **Non-Executive Independent Director** to hold office for a first term of 5(five) consecutive years from February 13, 2023 to February 12, 2028 (both the days inclusive) and who shall not be liable to retire by rotation.

The Company has received a notice in writing, as required under the provisions of Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Pratik Rajendrabhai Kothari as a candidate for the office of Director of the Company.

Mr. Pratik Rajendrabhai Kothari is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director.

The Company has received requisite consent/declarations for the appointment of Mr. Pratik Rajendrabhai Kothari as an Independent Director of the Company, as required under the Act and Rules made thereunder and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Pratik Rajendrabhai Kothari is independent of the management of the Company and fulfills the criteria of independence, as prescribed in the Companies Act, 2013, the rules made thereunder, and Regulation 16 of the Listing Regulations for the appointment as an Independent Director. Further, the Nomination and Remuneration Committee and the Board of Directors of the Company is of the opinion that Mr. Pratik Rajendrabhai Kothari is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as under:

Sr. No.	Particulars	Details
1	Brief Resume & expertise in specific functional areas	
	DIN	03550736
	Date of Birth	June 17, 1988
	Age	34
	Original Date of Appointment on the Board of Directors	February 13, 2023

	Qualification	A graduate in Bachelor of Commerce from Saurashtra University														
	Experience and expertise in specific functional areas, Job Profile and his suitability	Mr. Pratik Rajendrabhai Kothari is graduate in commerce and having vast experience of 15 years in plastic industry with manufacturing of flexible packaging and trading of polymer, chemicals and ink. With depth knowledge of polymer processing, technology and converting, he also associated to many processing house														
2	Remuneration to be paid	Nil														
3	Shareholding in Rajoo Engineers Limited	Mr. Pratik Rajendrabhai Kothari does not hold any shares of the Company.														
4	Inter-se Relationship with other Directors /Key Managerial Personnel	Mr. Pratik Rajendrabhai Kothari is not related to any of the director, manager and other Key Managerial Personnel of the Company.														
5	Directorship, Membership / Chairmanship of Committees of other Board	<p>Directorship in: Essen Speciality Films Limited</p> <p>Membership/Chairmanship:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of the Company</th> <th colspan="2">Committee details</th> </tr> <tr> <th>Chairmanship</th> <th>Membership</th> </tr> </thead> <tbody> <tr> <td rowspan="4">Essen Speciality Films Limited</td> <td>Audit</td> <td>Nomination and Remuneration</td> </tr> <tr> <td></td> <td>Stakeholder Relationship</td> </tr> <tr> <td></td> <td>Corporate Social Responsibility</td> </tr> <tr> <td></td> <td></td> </tr> </tbody> </table>	Name of the Company	Committee details		Chairmanship	Membership	Essen Speciality Films Limited	Audit	Nomination and Remuneration		Stakeholder Relationship		Corporate Social Responsibility		
Name of the Company	Committee details															
	Chairmanship	Membership														
Essen Speciality Films Limited	Audit	Nomination and Remuneration														
		Stakeholder Relationship														
		Corporate Social Responsibility														
6	Listed companies (other than Rajoo Engineers Limited) holds directorship and committee membership	NIIL														

Accordingly, the Board recommends the appointment of Mr. Pratik Rajendrabhai Kothari as an Independent Director of the Company for a first term of 5(five) consecutive years from February 13, 2023 to February 12, 2028 (both the days inclusive).

The Board recommends special resolution as set out in item no. 1 for your approval.

Further, in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018, Mr. Pratik Rajendrabhai Kothari is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

None of the directors, or key managerial personnel or their relatives, except Mr. Pratik Rajendrabhai Kothari (whose appointment is proposed in the resolution), is concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

ITEM NO. 2

Appointment of Mr. Dr. Shital Badshah (DIN: 10039677) as a Non-Executive Independent Director of the Company

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed **Mr. Dr. Shital Badshah (DIN: 10039677)** as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect

from February 13, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Additional Director shall hold the office as a director up to the next Annual General Meeting or the last date on which the Annual General Meeting should have been held. However, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next Annual General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, the approval of the members is sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

In terms of the provisions of Sections 149, 151, 152 and other applicable provisions of the Act, Members approval is sought through this Notice for appointment of **Mr. Dr. Shital Badshah (DIN: 10039677)** as a Non-Executive Independent Director to hold office for a first term of 5(five) consecutive years from February 13, 2023 to February 12, 2028 (both the days inclusive) and who shall not be liable to retire by rotation.

The Company has received a notice in writing, as required under the provisions of Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Dr. Shital Badshah as a candidate for the office of Director of the Company.

Mr. Dr. Shital Badshah is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director.

The Company has received requisite consent/declarations for the appointment of Mr. Dr. Shital Badshah as an Independent Director of the Company, as required under the Act and Rules made thereunder and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Dr. Shital Badshah is independent of the management of the Company and fulfills the criteria of independence, as prescribed in the Companies Act, 2013, the rules made thereunder, and Regulation 16 of the Listing Regulations for the appointment as an Independent Director. Further, the Nomination and Remuneration Committee and the Board of Directors of the Company is of the opinion that Mr. Dr. Shital Badshah is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as under:

Sr. No.	Particulars	Details
1	Brief Resume & expertise in specific functional areas	
	DIN	10039677
	Date of Birth	October 03, 1979
	Age	43
	Original Date of Appointment on the Board of Directors	February 13, 2023
	Qualification	1. A graduate in Bachelor of Engineering from LD College of Engineering from Ahmedabad. 2. Post Graduate Diploma in Business Management (PGDBM) from Som Lalit Institute of Management from Ahmedabad. 3. Doctor of Philosophy (PHD) in Leadership from Ganpat University, Mehsana.

	Experience and expertise in specific functional areas, Job Profile and his suitability	<p>Mr. Dr. Shital Badshah works as Leadership Coach and Management Consultant. He completed his engineering from LD College of Engineering, post-graduation diploma in business management from Som Lalit Institute of Management, and PhD from Ganpat University.</p> <p>He pursued his PhD in the field of Leadership under the guidance of Dr. DM Pestonjee (Retd Professor – IIMA) and underwent certification program on Senior Executive Coaching from IIM Bangalore.</p> <p>Since 2015, he has been working as Coach and Consultant to many reputed organisations such as L&T, Jubilant LifeSciences, Reserve Bank of India, Varmora, Suryam, to name few. Prior to that, he has served ABB, Masibus, Center for Monitoring India Economy, Rushil Décor and Ganpat University.</p>														
2	Remuneration to be paid	Nil														
3	Shareholding in Rajoo Engineers Limited	Mr. Dr. Shital Badshah does not hold any shares of the Company.														
4	Inter-se Relationship with other Directors /Key Managerial Personnel	Mr. Dr. Shital Badshah is not related to any of the director, manager and other Key Managerial Personnel of the Company.														
5	Directorship, Membership / Chairmanship of Committees of other Board	<p>Directorship in: Essen Speciality Films Limited</p> <p>Membership/Chairmanship:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of the Company</th> <th colspan="2">Committee details</th> </tr> <tr> <th>Chairmanship</th> <th>Membership</th> </tr> </thead> <tbody> <tr> <td rowspan="4">Essen Speciality Films Limited</td> <td>Audit</td> <td>Nomination and Remuneration</td> </tr> <tr> <td></td> <td>Stakeholder</td> </tr> <tr> <td></td> <td>Relationship</td> </tr> <tr> <td></td> <td>Audit</td> </tr> </tbody> </table>	Name of the Company	Committee details		Chairmanship	Membership	Essen Speciality Films Limited	Audit	Nomination and Remuneration		Stakeholder		Relationship		Audit
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	Chairmanship	Membership														
Essen Speciality Films Limited	Audit	Nomination and Remuneration														
		Stakeholder														
		Relationship														
		Audit														
6	Listed companies (other than Rajoo Engineers Limited) holds directorship and committee membership	NIL														

Accordingly, the Board recommends the appointment of Mr. Dr. Shital Badshah as an Independent Director of the Company for a first term of 5(five) consecutive years from February 13, 2023 to February 12, 2028 (both the days inclusive).

The Board recommends special resolution as set out in item no. 2 for your approval.

Further, in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018, Mr. Dr. Shital Badshah is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

None of the directors, or key managerial personnel or their relatives, except Mr. Dr. Shital Badshah (whose appointment is proposed in the resolution), is concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

Date : 07/04/2023

Place : Veraval (Shapar), Rajkot

**For and on behalf of the Board of Directors of
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 : compliances@rajoo.com
Website : www.rajoo.com

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

ROUTE MAP TO THE VENUE OF EGM RAJOO ENGINEERS LIMITED

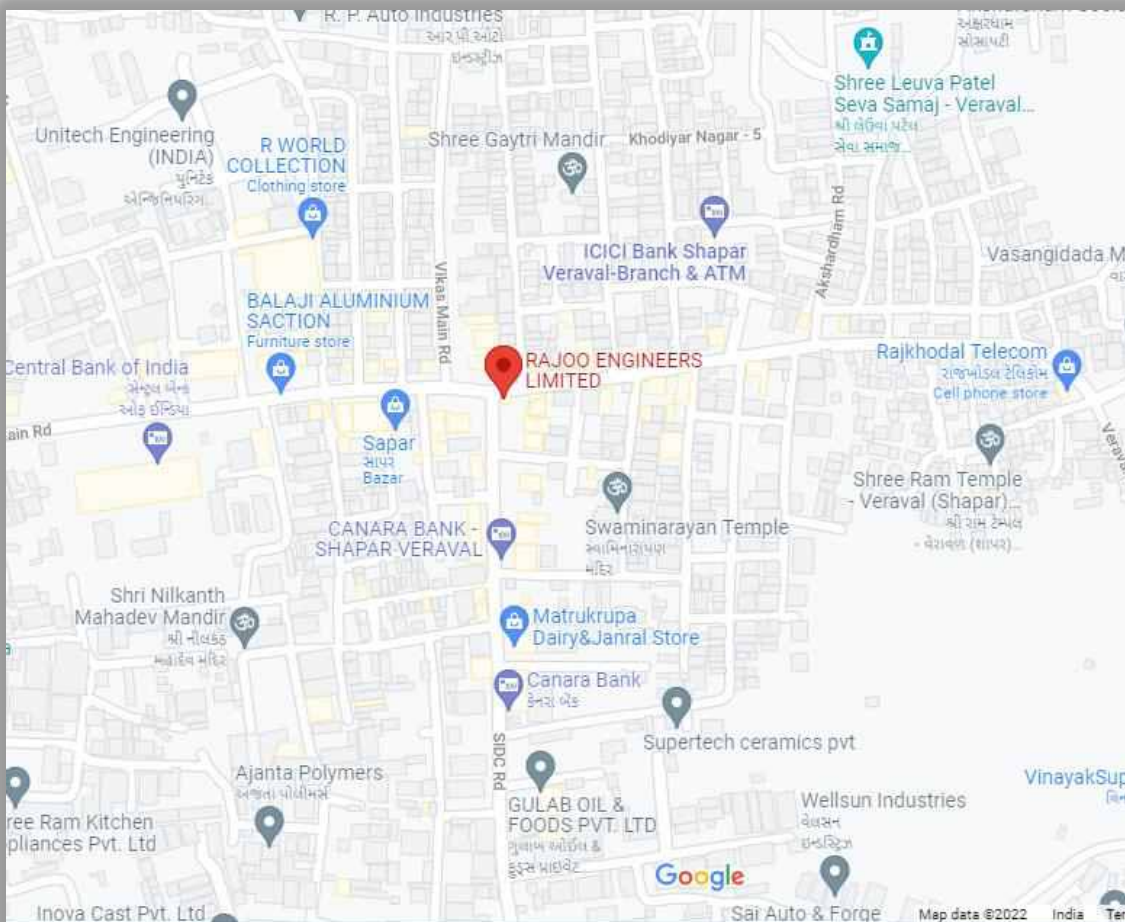
Venue : Rajoo Avenue, Survey No. 210, Plot No. 1, Rajoo Engineers Road, Industrial Area, Veraval (Shapar) – 360024 Rajkot, Gujarat

Land Mark : Next to Essen Road and Near Narmada Pipes factory

Date : 05th May, 2023

Day and Time : Friday, 11.00 a.m.

ROUTE MAP TO THE VENUE OF REL



ATTENDANCE SLIP

RAJOO ENGINEERS LIMITED

Registered Office: Rajoo Avenue, Survey No. 210,
Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat
CIN: L27100GJ1986PLC009212, **Email ID:** compliances@rajoo.com
Contact No: +91 97129 62704 / 52701 / 32706, **Website:** <https://www.rajoo.com>

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA-ORDINARY GENERAL MEETING ON FRIDAY, MAY 05, 2023 AT 11:00 AM.

Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat
Gujarat India).

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.

ATTENDANCE SLIP

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, **Email ID:** compliances@rajoo.com

Contact No: +91 97129 62704 / 52701 / 32706, **Website:** https://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 : _____ 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 Friday, May 05, 2023 at 11.00 A.M. at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar - 360024 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 APPOPRIATELY	
		For	Against
1	Appointment of Mr. Pratik Rajendrabhai Kothari (DIN: 03550736) as a Non-Executive Independent Director of the Company.		
2	Appointment of Mr. Shital Bharatkumar Badshah (DIN: 10039677) as a Non-Executive Independent Director of the Company.		

FORM NO. MGT 11

Signed this.....day of _____ 2023

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.

