

REF: BSE/ Reg 44/2023-24

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Fort, Mumbai – 400 001.  
**BSE Scrip Code: 522257**  
**BSE Scrip ID: RAJOOENG**

**Sub: Voting Results and Scrutinizer's Report of 36<sup>th</sup> Annual General Meeting.**

**Ref: Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. (SEBI Listing Regulations)**

Dear Sir/ Madam,

With reference to the captioned subject and pursuant to the provisions of Regulation 44(3) of SEBI Listing Regulations, we are enclosing herewith the Voting Results in prescribed format along with Scrutinizer's Report on remote e-voting and voting through poll/ballot papers in respect of 36<sup>th</sup> Annual General Meeting (AGM) of the Company held on Saturday, September 23, 2023.

Kindly take the above information on your record and acknowledge the receipt of the above.

Thanking you.

Yours faithfully,

**For Rajoo Engineers Limited**

**Khushboo C. Doshi**

Managing Director

DIN: 00025581

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



### Voting results

Record date	15-09-2023
Total number of shareholders on record date	23795
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	10
b) Public	39
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40813140	40513140	99.2649	40513140	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		40813140	40513140	99.2649	40513140	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	20717610	248347	1.1987	248347	0	100	0
	Poll		363108	1.7527	363108	0	100	0
	Postal Ballot (if applicable)							
	Total		20717610	611455	2.9514	611455	0	100
Total		61530750	41124595	66.8358	41124595	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40813140	40513140	99.2649	40513140	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		40813140	40513140	99.2649	40513140	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	20717610	248347	1.1987	248347	0	100	0
	Poll		363108	1.7527	363108	0	100	0
	Postal Ballot (if applicable)							
	Total		20717610	611455	2.9514	611455	0	100
Total		61530750	41124595	66.8358	41124595	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of a final dividend for the financial year ended March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40813140	40513140	99.2649	40513140	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		40813140	40513140	99.2649	40513140	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	20717610	248347	1.1987	248347	0	100	0
	Poll		363108	1.7527	363108	0	100	0
	Postal Ballot (if applicable)							
	Total		20717610	611455	2.9514	611455	0	100
Total		61530750	41124595	66.8358	41124595	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Utsav Kishorbhai Doshi (DIN: 00174486) as Director, liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40813140	37593768	92.1119	37593768	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		40813140	37593768	92.1119	37593768	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	20717610	248347	1.1987	248347	0	100	0
	Poll		363108	1.7527	363108	0	100	0
	Postal Ballot (if applicable)							
	Total		20717610	611455	2.9514	611455	0	100
Total		61530750	38205223	62.0913	38205223	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of Cost Auditors for the Financial Year 2023-24.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40813140	40513140	99.2649	40513140	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		40813140	40513140	99.2649	40513140	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	20717610	248347	1.1987	248247	100	99.9597	0.0403
	Poll		363108	1.7527	363108	0	100	0
	Postal Ballot (if applicable)							
	Total		20717610	611455	2.9514	611355	100	99.9836
Total		61530750	41124595	66.8358	41124495	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Approval of materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40813140	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		40813140	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	20717610	236847	1.1432	234347	2500	98.9445	1.0555
	Poll		331548	1.6003	331548	0	100	0
	Postal Ballot (if applicable)							
	Total		20717610	568395	2.7435	565895	2500	99.5602
Total		61530750	568395	0.9238	565895	2500	99.5602	0.4398
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for giving loan or guarantee or providing security in connection with loan availed by any person in whom any of the director of the company is interested as specified under section 185 of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40813140	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		40813140	0	0	0	0	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	20717610	236847	1.1432	234247	2600	98.9022	1.0978
	Poll		331548	1.6003	331548	0	100	0
	Postal Ballot (if applicable)							
	Total		20717610	568395	2.7435	565795	2600	99.5426
Total		61530750	568395	0.9238	565795	2600	99.5426	0.4574
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**FORM No. MGT-13**

**Report of Scrutinizer(s) - Combined**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman,  
Annual General Meeting of the Equity Shareholders of  
M/s. Rajoo Engineers Limited Held on 23<sup>rd</sup> September, 2023 at  
Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area,  
Veraval (Shapar) Dist- Rajkot – 360024 Gujarat – India.

Dear Sir,

I CS Nirav D. Vekariya, Practicing Company Secretary, Rajkot, appointed as Scrutinizer by the Board of Directors of M/s. Rajoo Engineers Limited in their meeting held on August 27, 2023 for the purpose of the scrutinizing remote e-voting process and voting at Annual General Meeting (AGM) as per Section 108 and 109 of the Companies Act, 2013 and read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time and Secretarial Standard -2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution(s) set out in the notice dated August 27, 2023 convening the Annual General meeting of the Equity Shareholders of Rajoo Engineers Limited, held on September 23, 2023 at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar) Dist. Rajkot – 360024 Gujarat – India, in a fair and transparent manner. I hereby submit my report as under in respect of the below mentioned resolution(s):

**Responsibility of the Management of the company:**

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-voting and voting by use of ballots by the shareholders on the resolution (s) set out in the notice convening the Annual General Meeting of the Company is the responsibility of the Management.

**My responsibility as Scrutinizer:**

My responsibility, as a scrutinizer for the e-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions set out in the notice convening Annual General Meeting, based on the reports

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generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company for providing e-voting facilities and also at the time of poll at the Annual General Meeting.

1. The Company completed dispatch of notice(s), forms/or electronic notice on Tuesday, August 29, 2023 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL as on August 25, 2023 and the notice is sent to its members through email whose email id is registered with the company, Registrar & Transfer Agent (RTA) and depository (ies) and also sent in physical mode to the shareholders who had requested for the same.
2. The Company has provided e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company. Further I am also duly registered with the National Securities Depository Limited (NSDL) as a Scrutinizer and the Members opting for e-voting facility, had casted their votes on the designated website <https://eservices.nsdl.com>.
3. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in —The Economic Times (English) and Navgujarat Samay (Gujarati) on Thursday, August 31, 2023, informing about the completion of dispatch/electronic transmission of notices, to the Members along with other related matters mentioned therein.
4. I had monitored the process of voting through physical poll and electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
5. The electronic ballots were maintained by NSDL in electronic registry.
6. I had downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting.
7. The e-voting period commenced on Wednesday, September 20, 2023, 10.00 A.M. and ended on Friday, September 22, 2023, 5.00 P.M.
8. All related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
9. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).





# CS Nirav D. Vekariya

ACS, B.Com.  
Practicing Company Secretary

10. The Votes on e-voting were unblocked on September 23, 2023, at time 01.26 p.m. in the presence of two witnesses, Mr. Praveen Amrabhai Solanki, Residing at: Nyara, Dist. Rajkot (Gujarat) India. AND Mr. Tushar Vasantbhai Sakhiya, Residing at Jasdan, Dist. Rajkot (Gujarat) India who are not in employment of the Company and who acted as witnesses at the time of unblocking and downloading of e-voting results, as prescribed in Sub Rule 4(xii) of the said Rule 20
11. My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.
12. Text of the Resolution is annexed herewith as “**Annexure-A**”.
13. I now submit my consolidated Report as under on the result of the remote e-voting and voting conducted through ballot paper at the Annual General Meeting in respect of the said resolutions.



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**RESOLUTION NO. 1:**

Adoption of Audited Standalone Financial Statements.

**(i) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	48	40761487	99.12%
Voting through Polling paper	30	363108	0.88%
Total	78	41124595	100%

**(ii) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

**(iii) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 1 contained in the Notice of Annual General Meeting of The Company dated 27<sup>th</sup> August, 2023 has been passed as Ordinary Resolution.**





**RESOLUTION NO. 2:**

Adoption of Audited Consolidated Financial Statements

**(i) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	48	40761487	99.12%
Voting through Polling paper	30	363108	0.88%
Total	78	41124595	100%

**(ii) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

**(iii) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 2 contained in the Notice of Annual General Meeting of The Company dated 27th August, 2023 has been passed as Ordinary Resolution.**





**RESOLUTION NO. 3:**

Declaration of Dividend

**(i) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	48	40761487	99.12%
Voting through Polling paper	30	363108	0.88%
Total	78	41124595	100%

**(ii) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

**(iii) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 3 contained in the Notice of Annual General Meeting of The Company dated 27th August, 2023 has been passed as Ordinary Resolution.**





**RESOLUTION NO. 4:**

Appointment of Mr. Utsav Kishorbhai Doshi (DIN: 00174486) as Director, liable to retire by rotation

**(iv) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	47	37842115	99.05%
Voting through Polling paper	30	363108	0.95%
Total	77	38205223	100%

**(v) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting through Polling paper	0	0	0.00%
Total	0	0	0.00%

**(vi) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 4 contained in the Notice of Annual General Meeting of The Company dated 27th August, 2023 has been passed as Ordinary Resolution.**





**RESOLUTION NO. 5:**

Ratification of Cost Auditor's Remuneration for FY 2023-24

(i) **VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	47	40761387	99.12%
Voting through Polling paper	30	363108	0.88%
Total	77	41124495	100%

(ii) **VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	0.00%
Voting through Polling paper	0	0	0.00%
Total	1	100	0.00%

(iii) **INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 5 contained in the Notice of Annual General Meeting of The Company dated 27th August, 2023 has been passed as Ordinary Resolution.**





## **RESOLUTION NO. 6:**

Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited

### **(iv) VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	32	234347	41.53%
Voting through Polling paper	27	331548	58.33%
Total	58	565895	99.56%

### **(v) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	2500	0.44%
Voting through Polling paper	0	0	0.00%
Total	2	2500	0.44%

### **(vi) INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 6 contained in the Notice of Annual General Meeting of The Company dated 27th August, 2023 has been passed as Ordinary Resolution.**





## RESOLUTION NO. 7:

Approval for giving loan or guarantee or providing security in connection with loan availed by any person in whom any of the director of the company is interested as specified under section 185 of the Companies Act, 2013.

### (vii) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	31	234247	41.21%
Voting through Polling paper	27	331548	58.33%
Total	58	565795	99.54%

### (viii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	2600	0.44%
Voting through Polling paper	0	0	0.00%
Total	3	2600	0.44%

### (ix) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

**Result: Resolution No. 7 contained in the Notice of Annual General Meeting of The Company dated 27th August, 2023 has been passed as Special Resolution.**

**CS NIRAV D. VEKARIYA**  
Practicing Company Secretary  
FCS NO. 11660 C. P. NO. 17709  
Peer Review Certificate No. 2442/2022  
UDIN: F011660E001072434

Date: 24/09/2023

Place: Rajkot



DOSHI KHUSHBOO  
CHANDRAKANT

Digitally signed by DOSHI KHUSHBOO CHANDRAKANT  
DN: cn=, postalCode=360001, st=GUJARAT, street=DIO RAJAN  
PARK RAJKOTBEHIND PANCHAVATI HALL 360001, i=RAJKOT,  
o=Personal, title=9950,  
serialNumber=aa99592660b9451c2701c232baf72cc45d1244713a  
d6a47e48eb936a2e272, pseudonym=995020230109121314613,  
2.5.4.20=cc59b1f58a26d98a6c81e42685be2de9c2ed2854576d  
0a1343c0f511830, email=KCDoshi@RAJOO.COM, cn=DOSHI  
KHUSHBOO CHANDRAKANT  
Date: 2023.09.24 18:49:31 +05'30'

Counter signed by  
For, RAJOO ENGINEERS LIMITED  
Ms. Khushboo C. Doshi  
Managing Director

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**“ANNEXURE –A “  
(TEXT OF RESOLUTION)**

<b>Resolution No: 1</b>	<b>Adoption of Audited Standalone Financial Statements</b> “ <b>RESOLVED THAT</b> the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
<b>Resolution No: 2</b>	<b>Adoption of Audited Consolidated Financial Statements</b> “ <b>RESOLVED THAT</b> the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and Reports of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
<b>Resolution No: 3</b>	<b>Declaration of Dividend</b> “ <b>RESOLVED THAT</b> , pursuant to Section 123 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder including any statutory modification or re-enactment thereto, a final dividend of Rs. 0.35/- [35%] per share of face value of Rs. 1/- each, for the financial year ended March 31, 2023 on 6,15,30,750 equity shares of the Company aggregating to Rs. 2,15,35,762.5/- (Rupees Two Crore Fifteen Lakh Thirty Five Thousand Seven Hundred Sixty Two and Fifty Paise) as recommended by the Board of Directors of the Company be and is hereby declared and that said dividend be distributed out of profits of the Company for the year ended March 31, 2023.”
<b>Resolution No: 4</b>	<b>Appointment of Mr. Utsav Kishorbhai Doshi (DIN: 00174486) as Director, liable to retire by rotation</b> “ <b>RESOLVED THAT</b> , pursuant to the Section 152 and other applicable provisions, if any of the companies Act 2013, read with relevant rules made there under including any statutory modification or re-enactment thereto, Mr. Utsav Kishorbhai Doshi (DIN: 00174486), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby appointed as a director of the company liable to retirement by rotation.”





<b>Resolution No: 5</b>	<b>Ratification of Cost Auditor's Remuneration for FY 2023-24</b>
	<p>“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of Rs. 40,000/- (Rupees Forty Thousands only) plus GST and out-of pocket expenses as per actual payable to M/s. Shailesh Thaker &amp; Associates, Cost Accountants (Membership No: 6239, FRN: 101454) who have been re-appointed as the Cost Auditors of the Company by the Board of Directors to the conduct of the audit of the cost records of the Company for the financial year 2023-24 be and is hereby ratified .”</p> <p>“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.”</p>
<b>Resolution No: 6</b>	<b>Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited</b>
	<p>“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Section 188 and applicable provisions, if any, of the Companies Act, 2013 (the Act), read with relevant Rules, if any, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year), with the following Party for an amount not exceeding the limits as detailed below, at arm's length price basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:”</p>





Sr. No.	Name of the Related Party	Nature of Relationship	Transaction Up To (Amount in Rs.)	Nature of Transaction
1	Rajoo Bausano Extrusion Private Limited	Joint Venture Company	25.00 Crore	Sale or Purchase of Goods; Rendering or Availing of Services;

**“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.”

**Resolution No: 7** **Approval for giving loan or guarantee or providing security in connection with loan availed by any person in whom any of the director of the company is interested as specified under section 185 of the Companies Act, 2013.**

**“RESOLVED THAT,** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company, 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, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity, if any, which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. 200 Crores [Rupees Two Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.”





# CS Nirav D. Vekariya

ACS, B.Com.

Practicing Company Secretary

**“RESOLVED FURTHER THAT,** the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds / documents / undertakings / agreements / papers / writings for giving effect to this Resolution.”



**CS NIRAV D. VEKARIYA**  
*Practicing Company Secretary*  
**FCS NO. 11660 C. P. NO. 17709**  
**Peer Review Certificate No. 2442/2022**  
**UDIN: F011660E001072434**

**Date: 24/09/2023**

**Place: Rajkot**

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