

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

The Market regulator 'Securities and Exchange Board of India' (SEBI) has stipulated a set of Corporate Governance standard for the Listed Companies. The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct.

Rajoo Corporate Governance philosophy is about intellectual honesty whereby the governance is not just about encompassing regulatory and legal requirements but also strives to enhance stakeholders' value as a whole. Your Company belongs to a legacy where the visionary founders laid the stone for good governance through the philosophies of work with a social cause implying the duty to work diligently carries the responsibility that one should give something back to others in the society which enables one to build trust and confidence with one's stakeholders, including employees, customer and suppliers where a long term relationships could be developed for the benefit of everyone.

Your company's philosophy includes protection and facilitation of shareholder's rights, provide adequate and timely information on all material matters including the financial situation, performance, ownership and governance of the Company, opportunity to participate effectively in general meeting and ensure equitable treatment to all shareholders. The Board's role, functions, responsibility and accountability are clearly defined. Your Board monitors the Company's overall performance, directs and guides the activities of the Management towards the set of goals and seeks accountability. Your Board also sets standards of corporate behavior, ensures transparency in corporate dealings and compliance with the laws and regulations. Your company has fulfilled all the existing guidelines described by SEBI in chapter IV read with scheduled V of SEBI (listing obligations and discloser requirements) Regulations, 2015.

BOARD OF DIRECTORS:**Composition of the Board:**

- i. As on the date of this Report the Company's Board consists of Eight Directors. There are Four Executive Directors and Four Non-Executive Independent Director on the Board of the Company. The composition of Board is in conformity with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. None of the Directors of your Company are inter-se related to each other.

Board Meetings:

Twelve Meetings were held during the year on : 1st April, 2016, 13th May, 2016, 30th May, 2016, 1st July, 2016, 5th August, 2016, 5th September, 2016, 11th September, 2016, 11th December, 2016, 1st January, 2017, 20th January, 2017, 18th February, 2017 and 31st March, 2017. The dates and notices along with detailed agenda were fixed / issued well in advance in compliance with the Secretarial Standards. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

Directors' Attendance Record and Directorships:

Details of the Composition and the attendance record of the Board of Directors are given below. None of the Directors are member of more than 10 Board level Committees of public companies in which they are Directors, nor holds chairmanship in more than five such Committees.

Name of the Director	Category	Number of Board Meeting held during the year 2016-17		Whether attended last AGM held on September 26, 2016	Number of Directorship in other Public Limited Companies	Number of Committee position held in other public Limited Companies	
		Held	Attended			Chairman	Member
Mr. R. N. Doshi Chairman & Managing Director	Executive Director	12	12	Yes	01	-	-
Ms. Khushboo Doshi	Executive Director	12	12	Yes	-	-	-
Mr. Sunil Jain	Executive Director	12	03	Yes	-	-	-
Mr. Utsav K. Doshi	Executive Director	12	09	Yes	-	-	-
Mr. Ramesh Shah	Independent Director	12	03	Yes	-	-	-
Mr. Rajendra Vaja	Independent Director	12	05	Yes	-	-	-
Mr. Kirit Vachhani	Independent Director	12	12	Yes	-	-	-
Mr. Laxman Rudabhai Ajagiya	Independent Director	12	06	Yes	-	-	-

(1) The Directorship held by Directors do not include alternate directorships and directorships of Foreign Companies, Section 8 Company, One Person Companies and Private Limited Companies.

(2) Only Audit Committee and Stakeholders' Relationship Committee are reckoned for this purpose.

(3) The said directors have submitted the declaration satisfying all criteria of Independent Director under the Companies Act, 2013 and SEBI Regulation.

The Board evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of Corporate Governance practices.

Further the Board fulfills the key functions as prescribed under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being part of the new Listing Agreement.

The Companies Act, 2013 read with relevant Rules made thereunder, facilitates the participation of the Director in the Board/Committee meetings through video conferencing or other audio mode. However none of the Directors have availed such a facility.

Appointment and Meeting of Independent Directors:

Terms and Conditions of Independent directors' appointment are available in Company's website at <http://www.rajoo.com/investorszone.html>

During the year under review, separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 18th March, 2017 to review the performance of Non-Independent Directors and the Board as a whole; to review the performance of the Chairman of the Company and Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties as required under Schedule IV of the Companies Act, 2013 and Listing Regulations. The meeting was attended by all the Independent Directors.

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Familiarisation Programme for Independent Directors

The Company conducts Familiarization Programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry, it is a part.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

The Details of familiarization programmes imparted to the Independent Directors are made available in Company website: <http://www.rajoo.com/investorszone.html>

Performance Evaluation of the Board, its Committees and Individual Directors, including Independent Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements.

For evaluation of the entire Board and its Committees a structured questionnaire, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc., is in place. Similarly, for evaluation of individual Director's performance, the questionnaire covers various parameters like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

The performance of Chairman, Executive Directors and Independent Directors are evaluated on certain additional parameters depending upon their roles and responsibilities. For the Chairman the criteria includes leadership, relationship with stakeholders etc., for the Executive Directors the criteria includes execution of business plans, risk management, achievement of business targets, development of plans and policies aligned to the vision and mission of the Company, etc. Additional criteria for evaluation of Independent Directors include effective deployment of knowledge and expertise, commitment to his/her role towards the Company and various stakeholders, willingness to devote time and efforts towards his/her role, high ethical standards, adherence to applicable codes and policies, effective participation and application of objective independent judgment during meetings, etc.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2016-17.

The Nomination and Remuneration Committee has also carried out evaluation of every Director`s performance.

The Directors expressed their satisfaction with the evaluation process.

CODE OF CONDUCT:

Commitment to ethical professional conduct is a must for every employee, including Board Members and Senior Management personnel of Rajoo. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Code of Conduct is available on the website of the company www.rajoo.com. All Board members and Senior Management personnel affirm compliances with the Code of Conduct annually. A declaration signed by the Managing Director forms part of this Report.

(Annexure V)

COMMITTEES OF THE BOARD:

There are five Board Committees as on 31st March, 2017 as follows:

Name of the Committee	Extract of Terms of Reference	Category and Composition		Other Details
		Name	Category	
Audit Committee	<p>Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.</p> <ul style="list-style-type: none"> - Oversight of financial reporting process. - Reviewing with the management, the Annual financial statements and Auditors' report thereon before submission to the board for approval. - Evaluation of internal financial controls and risk management systems. - Recommendation for appointment, remuneration and terms of appointment of auditors of the Company. - Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same. 	Kirit Vachhani (Chairman)	Independent, Non-Executive	<ul style="list-style-type: none"> - Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and internal auditors to be present at its meetings. - The Company Secretary acts as the Secretary to the audit committee. - Quarterly Reports are sent to the members of the Committee on matters relating to the Insider Trading Code. - The previous AGM of the Company was held on 26th September, 2016 and was attended by Mr. Kirit Vachhani, Chairman of the Audit Committee.
		Rajendra Vaja	Independent, Non-Executive	
		Ramesh Shah	Independent, Non-Executive	
		Ramesh Shah (Chairman)	Independent, Non-Executive	
		Kirit Vachhani	Independent, Non-Executive	
		Rajendra Vaja	Independent, Non-Executive	
Stakeholders' Relationship Committee	<p>Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.</p> <ul style="list-style-type: none"> - Consider and resolve the grievances of security holders. - Consider and approve issue of share certificates, transfer and transmission of securities, etc. 	Ramesh Shah (Chairman)	Independent, Non-Executive	<ul style="list-style-type: none"> - The Committee specifically redressed the shareholders grievances pertaining to share transfers, non-receipts of annual reports, non- receipt of declared dividend and other allied complaints.
		Kirit Vachhani	Independent, Non-Executive	<ul style="list-style-type: none"> - A total of 26 correspondences were received from investors during 2016-17, of which 3 cases were reported as complaints, same have been subsequently replied to the satisfaction of shareholders but 5 are pending as on 31st March, 2017 due to incomplete documents submission by shareholders.
		Rajendra Vaja	Independent, Non-Executive	<p>Number of Meetings Held and Attendance:</p> <p>Four Stakeholders Relationship Committee Meetings were held during the year. All the members have attended all the meetings of Stakeholders' Relationship Committee</p>

Corporate Social Responsibility Committee	<p>Committee is constituted in line with the provisions of Section 135 of the Act.</p> <ul style="list-style-type: none"> - Formulate and recommend to the board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act. - Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy. Monitor the CSR Policy. 	Khushboo C. Doshi (Chairman)	Whole Time Director	<ul style="list-style-type: none"> - The CSR Charter and the CSR Policy of the Company is available on our website, http://www.rajoo.com/csr.html.
		Rajesh Nanalal Doshi	Managing Director	<ul style="list-style-type: none"> - The CSR report for the year ended March 31, 2016 is attached as Annexure I to the Directors' Report.
		Ramesh Amrutlal Shah	Independent, Non-Executive	<ul style="list-style-type: none"> Number of Meetings Held and Attendance: Four CSR Committee meetings were held during the year. All the members have attended all the meetings of Audit Committee.
Nomination and Remuneration Committee	<p>Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.</p> <ul style="list-style-type: none"> - Recommend to the Board the setup and composition of the Board and its committees. - Recommend to the Board the Appointment/Re-appointment of Directors and Key Managerial Personnel. - Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. - Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of employees - Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning. 	Ramesh Shah (Chairman)	Independent, Non-Executive	<ul style="list-style-type: none"> - The company does not have any Employee Stock Option Scheme.
		Kirit Vachhani	Independent, Non-Executive	<ul style="list-style-type: none"> - Committee has conducted the Performance Evaluation of the Directors for the financial year 2016-17.
		Rajendra Vaja	Independent, Non-Executive	<ul style="list-style-type: none"> - Number of Meetings Held and Attendance: - Four Nomination and Remuneration Committee Meetings were held during the year. All the members have attended all the meetings of Nomination and Remuneration Committee.

Remuneration Policy :

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The remuneration policy supports such mobility through pay models that are compliant to local regulations. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective July 1, each year.

Remuneration of Executive and Non-Executive Directors :

Non-Executive Directors are paid sitting fees for attending the meetings of the Board/ Committee within the limits as prescribed under the Companies Act, 2013. The sitting fees are fixed from time to time by the Board on the recommendations of the Nomination and Remuneration Committee.

Remuneration paid to Executive Directors during 2016-17:

The Company has paid remuneration to executive directors as per table given herein under.

Name of Director	Category	Salary (₹ per annum) (Incl. PF)	Benefits Perquisites and allowances	Sitting Fees	Shareholding at the end of the year (31.03.2017)
Mr. R. N. Doshi Chairman & Managing Director	Executive Director	5874684	220786	Nil	2940200
Mr. Sunil B. Jain	Executive Director	3821724	Nil	Nil	17150
Ms. Khushboo C. Doshi	Executive Director	2939640	Nil	Nil	4867042
Mr. Utsav K. Doshi	Executive Director	1963046	Nil	Nil	2299372
Mr. Ramesh A. Shah	Independent Director	Nil	Nil	7000	1000
Mr. Rajendra vaja	Independent Director	Nil	Nil	7500	-
Mr. Kirit Vachhani	Independent Director	Nil	Nil	7500	7000
Mr. Laxman Ajagiya	Independent Director	Nil	Nil	7000	11000
Total		1,45,99,094	220786	29,000	

General Body Meetings:

Details of the last three annual general meetings are given below:

Financial Year	Date	Time	Venue
2015-2016	26th September, 2016	11:00 a.m.	Junagadh Road, Manavadar, District Junagadh.
2014-2015	22nd September, 2015	11:00 a.m.	Junagadh Road, Manavadar, District Junagadh.
2013-2014	5th September, 2014	11:00 a.m.	Junagadh Road, Manavadar, District Junagadh.

- i. No Extra-ordinary General Meeting of the Members was held during the year 2016-17.
- ii. During the year under review, no special resolution has been passed through the exercise of postal ballot.
- iii. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

Details of Special Resolutions passed in the immediately preceding three AGMs:

AGM	Particulars of Special Resolutions passed thereat
29th	<ul style="list-style-type: none"> - Appointment of Utsav Doshi as Executive Director of the Company. - Re-appointment of Mr. R. N. Doshi, as Chairman and Managing Director of the Company Executive Director of the Company. - Re-appointment of Mr. Sunil Jain, as Whole-time Director of the Company. - Re-appointment of Ms. Khushboo Chandrakant Doshi, as Whole-time Director of the Company.
28th	<ul style="list-style-type: none"> - Approval to keep Register and Returns at Head Office of the Company. - Adoption of new Articles of Association of the Company. - Increase in the Remuneration paid to Mr. R. N. Doshi Chairman & Managing Director of the Company. - Increase in the Remuneration paid to Mr. Sunil Jain, Executive Director of the Company. - Increase in the Remuneration paid to Ms. Khushboo Chandrakant Doshi, Executive Director of the Company.
27th	<ul style="list-style-type: none"> - Increase in the Remuneration paid to Mr. R. N. Doshi Chairman & Managing Director of the Company. - Increase in the Remuneration paid to Mr. Sunil Jain, Executive Director of the Company. - Increase in the Remuneration paid to Ms. Khushboo Chandrakant Doshi, Executive Director of the Company.

Disclosure:

i. Related Party Transaction

All Related Party Transactions are placed before the Audit Committee. The Board has approved a 'Policy on Related Party Transactions' web link of which forms part of Directors' Report. Since all related party transactions entered into by the Company were in ordinary course of business and were on an arm's length basis, form AOC - 2 is not applicable to the Company.

There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

ii. Details of non-compliance

No penalty has been imposed by any stock exchange, SEBI nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital market over the last three years.

iii. Whistle Blower Policy

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

iv. Policy for determining Material Subsidiaries

The Company has adopted a Policy in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company: <http://www.rajoo.com/investorszone.html>.

v. Prevention of Insider Trading

Your company had adopted a Code of conduct as per SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, in order to preserve the confidentiality and prevent misuse of unpublished price sensitive information. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code. The main object of the Code is to intimate all insiders a guideline, which they should follow in letter and spirit, while trading in target company's securities. During the year under review, the Company had made due compliance with SEBI (Prohibition of Insider trading) Regulations, 2015.

vi. Certificate from CEO/CFO

The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended 31st March, 2017. (Annexure VI)

Vii. Auditor's Certificate on Corporate Governance

Auditor's Certificate on Corporate Governance is given in Annexure VII, which forms part of this report.

Viii. Details of compliance with mandatory requirements

The Company has complied with all mandatory requirements laid down under the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ix. Means of Communication

The Un-audited Quarterly Results are announced within 45 days from the end of the quarter and the Annual Audited Results are announced within 60 days from the end of the financial year as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The Company provides the information to the stock exchange where shares of the Company are listed. The results are also published in one English newspaper having national circulation and one Gujarati Newspaper (The Economic Times).

The Financial Results of the Company are displayed on the Company's website <http://www.rajoo.com>

General Shareholder Information:

Registered Office: Junagadh Road, Manavadar, District Junagadh - 362630

Plant Location: Rajoo Avenue, Survey No 210, Plot No 1, Industrial Area, Shapar- Veraval, Dist. Rajkot-360 002

Annual General Meeting:

The 30th Annual General Meeting (AGM) of the Company will be held on Monday, 18th September, 2017, at 11-00 a.m. at registered office of the Company, Junagadh Road, Manavadar District Junagadh – 362630.

Financial Year:

The Company follows April 1 to March 31 as the financial year.

Dividend:

The Board of Directors at their meeting held on 8th May, 2017 recommended a dividend of ₹ 0.25/- per equity shares of face value of ₹1/- each, for the financial year ended 31st March, 2017. Dividend, if approved by the members, will be paid on or after Friday, 23rd September, 2017.

Commodity price risk or foreign exchange risk and hedging activities:

During the year, the Company has managed foreign exchange risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through forward contracts and Packing Credits in Foreign Currency. The details of foreign currency exposure are disclosed in Note No. 35 to the Standalone Financial Statements.

Details of Stock Exchanges where Listed

Stock Exchange	ISIN	Stock Code
BSE Ltd, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001	INE535F01024	522257

The annual listing fees for the financial year 2017-18 to BSE has been paid.

Market Price Data:

Market Price and Volume of the Company's Shares of Face Value of ₹ 1 each traded at the Bombay Stock Exchange, Mumbai are as under:

Month	2014-17		2014-17
	High (₹)	Low (₹)	Total number of equity shares traded
Apr 16	18.20	14.70	625411
May 16	19.30	15.75	871434
Jun 16	18.85	15.05	1141664
Jul 16	22.00	17.00	2257022
Aug 16	19.80	15.65	1118072
Sep 16	18.60	15.60	910139
Oct 16	20.00	16.65	1213937
Nov 16	23.20	16.20	3124532
Dec 16	18.70	16.10	454188
Jan 17	18.75	16.80	1116162
Feb 17	18.00	15.85	597747
Mar 17	16.85	15.00	861493

Market Price and Volume of the Company's Shares of Face Value of ₹ 1 each traded at the Bombay Stock Exchange, Mumbai are as under:

Year 2016-17	Rajoo Engineers Limited	Sensex
Apr 16	16.65	25,606.62
May 16	16.00	26,667.96
Jun 16	17.50	26,999.72
Jul 16	19.25	28,051.86
Aug 16	17.40	28,452.17
Sep 16	16.95	27,865.96
Oct 16	19.35	27,930.21
Nov 16	18.15	26,652.81
Dec 16	17.00	26,626.46
Jan 17	17.40	27,655.96
Feb 17	16.15	28,743.32
Mar 17	16.15	29,620.50

Share Transfer System:

During the year, the share transfers which were received in physical form and for which documents were valid and complete in all respects, were processed and the share certificates were returned within the prescribed time from the date of receipt.

Distribution Of Shareholding:

i. The Shareholding Pattern as on 31st March, 2017:

Category	No. of Shares	% of Share holding
Promoters	3,85,67,440	66.46
Institutional Investors:		
Mutual Funds:	3,000	0.01
Non Institutional Investors:		
Body Corporates:	4,37,212	0.75
Individual Shareholders:	1,72,07,583	29.66
NRI's / OCBs / Foreign Nationals:	3,22,813	0.56
Hindu Undivided Family:	9,77,383	1.67
Clearing Members:	5,15,319	0.89
Grand Total	5,80,30,750	100.00

ii. Distribution of Shareholding as on 31st March, 2017:

No. of Equity Share Held (Range)	No. of Share holders	Percentage to total Shareholders	No. of Shares held	Percentage to total Shares held
0001-0500	3651	41.36	897516	1.55
0501-1000	2729	30.92	2608991	4.49
1001-2000	1041	11.79	1846581	3.18
2001-3000	371	4.20	998766	1.72
3001-4000	199	2.25	750189	1.29
4001-5000	197	2.23	955655	1.66
5001-10000	348	3.95	2698374	4.65
Above 10000	291	3.30	47274678	81.46
Total	8827	100.00	58030750	100.00

Bifurcation of shares held in physical and demat form as on 31st March, 2017:

Particulars	No. of Share	% of Total Issued Cap.
Physical Segment	27,74,170	4.78%
Demat Segment		
NSDL	4,70,67,066	81.11%
CDSL	81,89,514	14.11%
Total:	5,80,30,750	100.00%

R&T Address:

Link Intime India Private Limited
(formerly Intime Spectrum Registry Limited)

1. C-13, Pannalal Silk Mill Compound,
L.B.S. Marg Bhandup (W)
Mumbai - 400078

2. 506-508, Amarnath Business Centre-1
(ABC-1), Besides Gala Business Centre
Near XT Xavier's College Corner
Off C G Road , Ellisebridge
Ahmedabad 380006
Tel No : +91 79 26465179 /86 / 87
E-mail id : ahmedabad@linkintime.co.in
Website : www.linkintime.co.in

Name, designation and address of Compliance Officer:

Mr. Pravin K. Joshi
Compliance Officer
Rajoo Avenue, Survey No. 210, Plot No. 1,
Industrial Area, Veraval (Shapar) Rajkot
Ph. No.: +91 97129 52701/97129 62704/97129 32706

The Company's dedicated e-mail address for Investors' Complaints and other communications is relmvr@rajoo.com

(Annexure V)

Declaration Regarding Compliance With Code Of Conduct

I, Rajesh N. Doshi, Chairman and Managing Director of Rajoo Engineers Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended March 31, 2017 affirmed compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: 08/05/2017

Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors

Rajoo Engineers Limited

(R. N. DOSHI)

Chairman & Managing Director

(DIN: 00026140)

ANNEXURE VI

Ceo And Cfo Certification

To,
The Board of Directors
Rajoo Engineers Limited

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Rajoo Engineers Limited ("the Company"), to the best of our knowledge and belief certify that:

1. We have reviewed financial statements and the cash flow statement of the Company for the year ended 31st March, 2017 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any Material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and Regulations.
2. We further state that, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violating the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

Date: 08/05/2017

Place: Veraval (Shapar), Rajkot

(R. N. DOSHI)

Chairman & Managing Director

(DIN: 00026140)

(J.T. JHALAVADIA)

Chief Financial Officer

ANNEXURE VII

Auditors' Certificate On Corporate Governance

To,

The Members of **Rajoo Engineers Limited**

1. We have examined the compliance of conditions of Corporate Governance by Rajoo Engineers Limited, for the year ended on 31st March 2017, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated above. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, M. N. Manvar & Co.
Chartered Accountants
FRN : 106047W

Date : 08/05/2017

Place : Rajkot

(M. N. Manvar)
Proprietor
Membership No.036292