

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of the Company will be held on Monday, 18th September, 2017 at 11:00 a.m. at the Registered Office of the Company situated at Junagadh Road, Manavadar-362 630, Dist. Junagadh, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors Report thereon;
2. To declare Final Dividend of Rs.0.25 per equity share for the Financial Year 2016-17.
3. To appoint Director in place of Sunil Jain (DIN: 00043541) who is liable to retire by rotation and, being eligible, offers himself for reappointment.
4. To appoint Director in place of Utsav Doshi (DIN: 00174486) who is liable to retire by rotation and, being eligible, offer himself for reappointment.
5. To appoint M/s. N. R. Dhaduk & Co., Chartered Accountants, as Statutory Auditors of the Company and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. N. R. Dhaduk & Co., Chartered Accountants (Firm Registration No. 134800W), be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this 30th Annual General Meeting ("AGM") until the conclusion of the 35th AGM to be held in the year 2022, subject to ratification of their appointment at every AGM, on such remuneration, as may be decided by the Audit Committee of the Board."

SPECIAL BUSINESS:

6. To ratify the appointment of Cost Auditor for the Financial Year 2017-2018 by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 40,000/- plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2018 as approved by the Board of Directors of the Company, to be paid to Messrs. Shailesh Thaker & Associates, Cost Accountants, for the conduct of the cost audit of the Company's cost records relating to 'Machinery and Mechanical Appliances' product(s)/ Service(s), be and is hereby ratified and confirmed."

7. To pass, with or without modification, the following Resolution, as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, as well as in accordance with the provisions as contained in the Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Rajesh N. Doshi, Chairman & Managing Director of the Company w.e.f. 1st July, 2017 for the period of three years, on following terms and conditions:

Salary

Rs. 5,75,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, and conveyance allowance and leave travel allowance.

Further, Mr. Rajesh N. Doshi, shall also be entitled to

- i) Medical reimbursement of Self and family members of the actual amount incurred.
- ii) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- iii) Contribution towards Gratuity fund and benefits payable as per rules.
- iv) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- v) Encashment of un-availed leaves as per Rules of the Company.
- vi) Reimbursement of Travel Expenses of Self and family members.
- vii) Reimbursement of electricity expenses of residence.

“RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Rajesh N. Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution”

8. To pass, with or without modification, the following Resolution, as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, as well as in accordance with the provisions as contained in the Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Sunil B. Jain, Whole Time Director of the Company w.e.f. 1st July, 2017 for the period of three years, on following terms and conditions:

Salary

Rs.5,00,000/- per month including all allowances and benefits

Further, Mr. Sunil B. Jain, shall also be entitled to

- i) Reimbursement of driver's Salary.

“RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Sunil B. Jain, the remuneration as said in above paragraphs, subject to provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution”

9. To pass, with or without modification, the following Resolution, as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, as well as in accordance with the provisions as contained in the Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Ms. Khushboo Chandrakant Doshi, Whole Time Director of the Company w.e.f. 1st July, 2017 for the period of three years, on following terms and conditions:

Salary

Rs. 3,00,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, conveyance allowance and leave travel allowance.

Further, Ms. Khushboo Chandrakant Doshi, shall also be entitled to

- i) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- iv) Encashment of un-availed leaves as per Rules of the Company.

“RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Ms. Khushboo Chandrakant Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution”

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

“RESOLVED THAT in pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded to appoint Mr. Utsav Kishorbhai Doshi, as Whole-time Director of the Company, for a period of five years commencing from 01.07.2017 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company is not having profits or its profits are inadequate, Whole Time Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification, the following Resolution, as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 if any, Clause III (B) of the object that are incidental or ancillary to the attainment of the Main object of the Memorandum of Association be and hereby altered by replacing all the existing sub-clause B-1 to B-55 with new sub-clause 1 to 68.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things necessary in order to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 if any, the Other Object Clause of the Memorandum of Association be removed by completely deleting the Clause III (C) 1 to 19.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things necessary in order to give effect to the above resolution."

Date: 08/05/2017
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of
Rajoo Engineers Limited

(R. N. DOSHI)
Chairman & Managing Director

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of Their DP ID and Client ID / Folio No.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 12th September, 2017 to Monday, 18th September, 2017 (both days inclusive).
5. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
6. The Notice of 30th AGM and the Annual Report 2016-17 will also be available on the Company's Website www.rajoo.com for download by the Members. Physical copies of the aforesaid documents will also be available at the Registered Office and Corporate Office for inspection during business hours.
7. (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited (formerly Intime Spectrum Registry Limited) under the signature of the Sole/First joint holder, the following information to be incorporated on dividend warrants:
 - (i) Name of the Sole/First joint holder and the Folio Number.
 - (ii) Particulars of Bank Account, viz.:
 - (a) Name of Bank
 - (b) Name of Branch
 - (c) Complete address of the Bank with Pin Code Number
 - (d) Account type, whether Savings Account (SA) or Current Account (CA)
 - (e) Bank Account Number

(b) Members who hold shares in dematerialized form may kindly note that their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for deletion of or change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic form. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
8. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited for consolidation into a single folio.
9. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited immediately of:-
 - a) The change in the Residential status on return to India for permanent settlement.
 - b) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of Bank with Pin Code Number, if not furnished earlier.

10. Members holding shares in physical form are requested to consider converting their holding to Dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
11. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose e-mail 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 e-mail addresses, physical copies are being sent by the permitted mode.
12. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encased/claimed within seven years from the date of declaration will be transferred to Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
13. As required under Listing Regulations and Secretarial Standards – 2 on General Meeting details in respect of Directors seeking re-appointment at the AGM, is separately annexed hereto as 'Annexure 1'.

14. 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 30th Annual General Meeting (AGM) 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 AGM ("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 15th September, 2017 10.00 a.m and ends on 17th September, 2017, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 11th September, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user then follow the steps given below:

(vii) If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Rajoo Engineers Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) M. N. Manvar, Proprietor of M. N. Manvar & Co, Practising Chartered Accountant (Membership No. 036292) Rajkot, has been appointed as the Scrutiniser to scrutinize the e – Voting Process as well as the voting by way of poll, to be conducted at the AGM, in fair and transparent manner.

Contact Details:

Company :	Rajoo Engineers Limited
Registrar & Transfer Agent :	Link Intime India Pvt. Ltd
Ahmedabad Office :	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
E- Voting Agency :	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com
Scrutinizer :	Mr. M. N. Manvar, Proprietor of M. N. Manvar & Co, Practicing Chartered Accountants, Rajkot. Email: ca.mnmanvar@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 AGM, 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.

Members are advised to refer to the information provided in the Annual Report.

Explanatory Statement As Per Section 102 Of The Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice:

Item No.5

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an individual auditor as auditor for more than one term of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within the period specified under section 96 (1) of the Act, after three years from the date of commencement of the Act.

M/s. M. N. Manvar & Co., Chartered Accountants, existing statutory Auditors of the Company have been in office for more than 5 years and in compliance with the provisions of the Act, the Company has to appoint a new auditor in his place. Accordingly, the Board of Directors, at their meeting held on 31st March, 2017, have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of M/s. N. R. Dhaduk & Co., Chartered Accountants, as the Statutory Auditors of the Company, in place of M/s. M. N. Manvar & Co., to hold office from the conclusion of this 30th AGM until the conclusion of 35th AGM of the Company, subject to ratification by the Members at every AGM.

None of the Directors and Key Managerial Personnel or relatives thereof are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Item No.6

A Proposal for appointment of Cost Auditor for the Financial Year 2017- 18 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Shailesh Thaker & Associates, Cost Accountant, Ahmedabad as Cost Auditor.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel or relatives thereof are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Item No. 7, 8, 9 & 10

Increase in remuneration of Mr. R. N. Doshi Chairman & Managing Director of the Company:

Mr. Rajesh N. Doshi Responsible for the overall operations including production, new developments and services, is the co-founder of this company. He has more than 30 years of experience in plastic processing, machinery manufacturing, engineering and product innovation and development. He is adept in selection of world class inputs for our products, cost reduction and inventory control to ensure our continued competitiveness. His extensive management experience includes several start-ups, plant installations and significant processing improvements in record time.

Considering his experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to him need to be revised to make it fair, reasonable and also in line with the remuneration package prevailing in the industry.

The Audit Committee, the Remuneration Committee and the Board of Directors of the Company at its Meeting held on July 1, 2017 have approved the revision in remuneration payable to Mr. Rajesh N. Doshi w.e.f. July 1, 2017.

In terms of the provisions Section 197 read with Schedule V of the Companies Act, 2013, the proposed special resolution seeks approval of the Members of the Company for revision in remuneration payable to Mr. Rajesh N. Doshi w.e.f. July 1, 2017.

The Board of Directors of the Company recommends the resolution for approval of the Members.

Except Mr. Rajesh N. Doshi being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

None of the Directors and Key Managerial Personnel or relatives thereof are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Increase in remuneration of Mr. Sunil Jain, Whole Time Director of the Company:

Overall marketing, business development, diversification and growth strategies at the corporate level are the responsibilities of Mr. Sunil Jain. He has more than 30 years of experience in the flexible packaging industry and plastic extrusion machinery industry. He has successfully developed key relationships with our esteemed customers and overseas partners. Prior to joining Rajoo, he worked with various flexible packaging conversion Units, holding various senior managerial and technical positions. He is a graduate in Mechanical Engineering from BITS (Pilani), a reputed institute of India.

Considering his experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to him need to be revised to make it fair, reasonable and also in line with the remuneration package prevailing in the industry.

The Audit Committee, the Remuneration Committee and the Board of Directors of the Company at its Meeting held on July 1, 2017 have approved the revision in remuneration payable to Mr. Sunil B. Jain, w.e.f. July 1, 2017.

In terms of the provisions Section 197 read with Schedule V of the Companies Act, 2013, the proposed special resolution seeks approval of the Members of the Company for revision in remuneration payable to Mr. Sunil B. Jain w.e.f. July 1, 2017, The Board of Directors of the Company recommends the resolution for approval of the Members.

Except Mr. Sunil B. Jain, being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

Increase in remuneration of Ms. Khushboo Chandrakant Doshi, Whole Time Director of the Company:

Ms. Khushboo Chandrakant Doshi, a second generation entrepreneur, joined Rajoo Engineers Limited in 2007 as Head of Marketing and Communications. She is an architect by education and holds a Master's Degree in Industrial Product Design from UK. She is also a Masters in Management for Entrepreneurs from IIM, Ahmedabad and Family Businesses from IIM Bangalore.

Ms. Khushboo Doshi has cross functional expertise in marketing, corporate branding, PR and Communications strategy. As a Product Manager of Rajoo's foam business, she was responsible for introducing this concept for the Company and coordinating with the collaborators -Commodore of US. At Rajoo, she is also responsible for human capital management, financial management and most important, after-sales-service. As Director of the Company, Ms. Khushboo Doshi is an integral part of the senior management that is leading the company in the next phase of expansion in the global market.

Considering her experience and expertise, the Audit Committee, the Remuneration Committee, and the Board of Directors of the Company felt that the remuneration package offered to her need to be revised to make it fair, reasonable and also in line with the remuneration package prevailing in the industry.

The Audit Committee, the Remuneration Committee and the Board of Directors of the Company at its Meeting held on July 1, 2017 have approved the revision in remuneration payable to Ms. Khushboo Chandrakant Doshi w.e.f. July 1, 2017.

In terms of the provisions Section 197 read with Schedule V of the Companies Act, 2013, the proposed special resolution seeks approval of the Members of the Company for revision in remuneration payable to Ms. Khushboo Chandrakant Doshi w.e.f. July, 2017, The Board of Directors of the Company recommends the resolution for approval of the Members.

The Board of Directors of the Company recommends the resolution for approval of the Members.

Except Ms. Khushboo Chandrakant Doshi being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

Appointment of Mr. Utsav Kishorbhai Doshi as Whole Time Director of the Company:

Taking into consideration of the valuable services rendered by Mr. Utsav Kishorbhai Doshi during and subject to the approval of the members of the Company in General Meeting and based on the re-recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 01.07.2017 had re-appointed Mr. Utsav Kishorbhai Doshi as Whole Time Director of the Company for a period of five (5) years from 01.07.2017 to 30.06.2022 on the terms and conditions set out in the draft agreement to be entered into with him.

A summary of the material terms and conditions relating to appointment of Mr. Utsav Kishorbhai Doshi as Whole Time Director are as follows:

Term: for a period of Five years from 01.07.2017 to 30.06.2022

Remuneration w.e.f 01.07.2017 for period of three years:

Salary

Rs. 2,40,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, and conveyance allowance and leave travel allowance.

Further, Mr. Utsav Kishorbhai Doshi, shall also be entitled to

- i) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- iv) Encashment of un-availed leaves as per Rules of the Company.

The appointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of the Government of India is not required.

Except Mr. Utsav Kishorbhai Doshi being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

Information Required Under Section 11, Part II Of Schedule V Of The Companies Act, 2013

I. General Information

Nature of Industry

Manufacturer of Plastic Extrusion Machinery

Date or expected date of commencement of Commercial production

The Company commenced business on 8th December, 1986.

In case of new companies, expected date of commencement of the activities as per project approved by the financial institutions appearing in the prospectus

Not Applicable.

Financial performance based on given indicators

The details of financial performance of the Company for the years 2015-16 and 2016-17 are provided in the Annual Report 2017 which accompanies this Notice.

Foreign Investments or collaborations, if any

Company has a 49:51 joint venture with B a u s a n o Holdings SRL, Italy under the name of Rajoo Bausano Extrusion Private Limited to manufacture and market pipe and profile extrusion lines including for wood composite profiles in India, with a special emphasis on Africa, Gulf and SAARC markets.

Foreign investors, mainly comprising NRIs, and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases.

The Company has no subsidiaries as on 31.03.2017

II Information about the appointees

	R. N. Doshi	Sunil Jain	Khushboo Doshi	Utsav Doshi
Background details	32 years of technical experience to convert market requirements in to technical layout, and having thorough Knowledge in manufacturing and Plastic Processing, which will be a great asset to the Company.	Sunil Jain has vast experience in the field of flexible packaging and international marketing.	Initially started as head MarCom now looking after MarCom, HR, Customer Care, Trial & Testing and Accounts & Finance.	Utsav Doshi has technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing.
	Detailed information of appointees are provided below in head - Details of Directors seeking reappointment and Directors whose remuneration is proposed to be increased.			

	R. N. Doshi	Sunil Jain	Khushboo Doshi	Utsav Doshi
Past Remuneration	Remuneration drawn by R. N. Doshi, Sunil Jain, Khushboo Doshi and Utsav Doshi during the Financial Year ended 31st March, 2017 has been mentioned in the Report of Board of Directors on Corporate Governance.			
Job Profile and his/her suitability	<p>Rajesh N. Doshi Responsible for the overall operations including production, new developments and services, is the co-founder of this company. He has more than 30 years of experience in plastic processing, machinery manufacturing, engineering and product innovation and development. He is adept in selection of world class inputs for our products, cost reduction and inventory control to ensure our continued competitiveness. His extensive management experience includes several start-ups, plant installations and significant processing improvements in record time.</p>	<p>Overall marketing, business development diversification and growth strategies at the corporate level are the responsibilities of Sunil B. Jain. He has more than 30 years of experience in the flexible packaging industry and plastic extrusion machinery industry. He has successfully developed key relationships with our esteemed customers and overseas partners. Prior to joining Rajoo, he worked with various flexible packaging conversion Units, holding various senior managerial and technical positions. He is a graduate in Mechanical Engineering from BITS (Pilani), a reputed institute of India.</p>	<p>Khushboo Chandrakant Doshi has cross functional expertise in marketing, corporate branding, P R and Communications strategy. As a Product Manager of Rajoo's foam business, she was responsible for introducing this concept for the Company and coordinating with the collaborators - Commodore of US. At Rajoo, she is also responsible for human capital management, financial management and most important, after-sales-service. As Director of the Company, Khushboo Doshi is an integral part of the senior management that is leading the company in the next phase of expansion in the global market.</p>	<p>Utsav Doshi, a second generation entrepreneur, joined Rajoo Engineers in 2011 as an Engineer Vender Development. He holds a Bachelor's Degree in Mechanical Engineering with a Masters in Polymer technology from HTW Aalen University, Germany. Utsav has cross functional expertise in Design and Operations. Utsav is an integral part of the senior management and responsible for entire manufacturing activity at REL</p>
Recognition or awards	Nil			
Remuneration proposed	Details of proposed remuneration are presented in the explanatory statement under Section 102 of the Companies Act, 2013 in the forgoing pages.			

	R. N. Doshi	Sunil Jain	Khushboo Doshi	Utsav Doshi
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Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of MD/WTD levels of similar sized Plastic Extrusion machine manufacturing Companies in India.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.

Except for the proposed remuneration and their Shareholding in the Company, R. N. Doshi, Sunil Jain, Khushboo Chandrakant Doshi and Utsav Doshi does not have any pecuniary relationship with the Company or with any Managerial personnel. Their transactions with the Company are disclosed under "Related Party Transactions" in Notes to balance sheet.

III. Other Information

Reason for loss or inadequate profits

The Company is profit making Company.

Steps taken or proposed to be taken for improvement

The company has set up in house R & D Centre in order to develop new products for better realization and continuously efforts to expand marketing and economy in operations.

Expected increase in productivity and profits in measurable terms

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

iv. Disclosure : As required, the information is provided under Corporate Governance Section of Annual Report 2017.

The Directors recommend the Resolution set in Item No. 7, 8, 9 & 10 for approval of Shareholders by way of Special Resolution.

Date: 08/05/2017
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of
Rajoo Engineers Limited

(R. N. DOSHI)
Chairman & Managing Director

Item No. 11

The existing Memorandum of Association is in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013.

It is thus expedient to adopt new Clause III (B) of the Memorandum of Association in place of Clause III(B) of the existing Memorandum of Association of the Company, pursuant to the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No. 12

In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

A copy of the proposed altered Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Wednesday, between 10.00 a.m. to 6.00 p.m. upto the conclusion of the 30th Annual General Meeting.

The altered Memorandum of Association is uploaded in the Company's website at www.rajoo.com/investors for perusal by the shareholders.

Date: 08/05/2017
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of
Rajoo Engineers Limited

(R. N. DOSHI)
Chairman & Managing Director

Annexure 1
Details of Directors seeking reappointment and Directors whose remuneration is proposed to be increased.

Director's Name	Rajesh N. Doshi
DIN No.	00026140
Date of Birth	07.03.1961
Date of Appointment	09.12.1986
Qualification	B.Sc.
Experience in specific functional area	32 years of technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing, which will be a great asset to the company
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	Rajoo Cotex Limited
Membership /Chairmanship of Committees Indian Companies (excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	2940200
Director's Name	Sunil B. Jain
DIN No.	00043541
Date of Birth	25.12.1955
Date of Appointment	30.06.2002
Qualification	B. E Honours (Mechanical)
Experience in specific functional area	Mr. Sunil Jain has vast experience in the field of flexible packaging and international marketing.
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	- Rajoo Bausano Extrusion Private Limited - Plastic Machinery Manufacturers Association of India. - Wonderpack Formers Private Limited
Membership /Chairmanship of Committees Indian Companies (excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	17100

Director's Name	Khushboo Chandrakant Doshi
DIN No.	00025581
Date of Birth	24.07.1982
Date of Appointment	01.01.2012
Qualification	B. Arch, M.I.P.D. & D.F.B.M.
Experience in specific functional area	Initially started as head MarCom now looking after MarCom, HR, Customer Care, Trial & Testing and Accounts and Financial matters
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	Avantgarde Design Studio Pvt. Ltd.
Membership/Chairmanship of Committees Indian Companies (excluding Membership/ Chairmanship of any Committee of Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	4867042

Director's Name	Utsav Kishor Doshi
DIN No.	00174486
Date of Birth	25.12.1985
Date of Appointment	13.05.2016
Qualification	B. E. in Mechanical
Experience in specific functional area	Utsav Doshi has technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing.
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	- Rajoo Bausano Extrusion Private Limited - Wonderpack Formers Private Limited
Membership/Chairmanship of Committees Indian Companies (excluding Membership/ Chairmanship of any Committee of Board of Rajoo Engineers Ltd.)	Nil
Number of Shares held in the Company.	2299372