

REF: BSE/REG-24A/2022-23

May 27, 2023

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

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended on March 31, 2023.

Ref: Regulation 24A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(SEBI Listing Regulations).

Dear Sir / Madam,

With the reference to the captioned subject and pursuant to the regulation 24A(2) of the SEBI Listing Regulations and read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report dated May 27, 2023 issued by CS Nirav D. Vekariya, Practising Company Secretary for the financial year ended on March 31, 2023.

This is for your information and kindly takes the same on your record.

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.

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**Annual Secretarial Compliance Report of M/s. RAJOO ENGINEERS LIMITED
for the year ended 31st March, 2023**

I, CS Nirav D. Vekariya, Practicing Company Secretary (M. No. F11660, CP. No. 11660), have examined:

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

For the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**not applicable to the listed entity during the review period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**not applicable to the listed entity during the review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the listed entity during the review period**);





CS Nirav D. Vekariya

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Practicing Company Secretary

- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(not applicable to the listed entity during the review period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 **(not applicable to the listed entity during the review period)**;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 **(not applicable to the listed entity during the review period)**;
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

S. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations / Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	Proper Mechanism shall be adopted for timely dissemination of information on website
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-



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5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	-
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	Yes	-
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any:	Yes	As per Annexure - A
12.	Additional Non-compliances, if any:	Yes	As Per Annexure -B



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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	-
	II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	-
	III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	YES	-
2.	Other conditions relating to resignation of statutory auditor		
	I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	-
	a. In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	-
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where	NA	-





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	the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.		-
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	-
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	-
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	YES	-

CS Nirav D. Vekariya
Practicing Company Secretary
FCS No. 11660
C P No.: 17709
Peer Review Certificate No. 2442/2022
UDIN: F011660E000397826



Date: 27/05/2023
Place: Rajkot

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Annexure - A

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

Sr. no.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Listing Regulations	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Delay in submitting the disclosure of related party transactions to the stock exchange required under the Regulation	BSE Limited	Fine	Delay in disclosure of Related Party Transactions under regulation 23(9) of Listing Regulations	Rs. 64,900	It is observed that, there was delay in submission of Related Party transactions for the half year ended March 2022 by 11 days from due date.	-	-





Annexure – B

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. no.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Listing Regulations The listed entity shall give prior intimation of at least two working days to stock exchange about meeting of the Board of Directors in which proposal of declaration/recommendation of dividend is due to be considered	Regulation 29(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Company not given prior intimation of Board Meeting held on 14 th May, 2022 in which dividend was recommended by the Board.	-	-	-	-	It is requires to give prior intimation of at least two working days of Board Meeting for recommendation / of Dividend as the per the said regulation.	The item of Recommendation of Final Dividend was not forming part of Agenda of the said Board Meeting. However, the board meeting was held for consideration of Financial Result / Financial Statement for the quarter and year ended on 31 st March, 2022. On the Basis of performance and considering allocable surplus Board recommended the final dividend for members' approval.	-





2	<p>Listing Regulations</p> <p>The listed entity requires to publish the financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor in the newspaper:</p>	<p>Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015</p>	<p>Company has not publish financial results for the quarter and year ended on 31st March, 2022 in newspaper as required under Regulation 47 and not given any intimation to the stock exchange about publication of the same.</p>	-	-	-	-	<p>Proper Mechanism shall be adopted for timely publication of information in newspaper as required under the Regulation 47 of the SEBI (LODR) Regulation</p>	<p>The Company has adequate system to compliant with the said regulation. Inadvertently the advertisement of financial results for the quarter ended on 31st March, 2023 was not published and submitted to BSE Limited.</p>	-
3	<p>The listed entity shall make disclosure to stock exchange(s) of Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors</p>	<p>Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015</p>	<p>Company has not disclose/uploaded the Investor Presentation of analyst/investor meeting held on 26th December, 2022</p>	-	-	-	-	<p>As informed by the Company, It was a just concall and no presentation was made at the meeting. Therefore, the presentation was not disclosed/uploaded on the website of the Company.</p>	<p>It was a just conference call and no presentation was made at the meeting. Therefore, the presentation was not required to disclose/upload on the website of the Company under said regulation.</p>	-





The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	The listed entity shall disseminate information under a section on its website	Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Company being late on some occasion in disseminating various information required under the Regulation	-	-	-	-	Proper Mechanism shall be adopted for dissemination of information on website	Company has adopted the mechanism for dissemination of information on website.	Listed entity need to strictly monitor compliance by devising proper mechanism

Date: 27/05/2023

Place: Rajkot



CS Nirav D. Vekariya
Practising Company Secretary

FCS No. 11660

C P No.: 17709

Peer Review Certificate No. 2442/2022

UDIN: F011660E000397826