



RAJOO ENGINEERS LIMITED

Regd. Office: Junagadh Road, Manavadar-362 630. Dist. Junagadh
Plant location: Suvey No 210, Plot No 1, Industrial Area, Veraval (Shapar), Dist. Rajkot-360 024
Phone: +91-97129-62704 / 52701/ 32706, Email: rel@rajoo.com, Web: www.rajoo.com
CIN: L27100GJ1986PLC009212

EGM Notice

Notice is hereby given that the Extra Ordinary General Meeting of the Members of the Company will be held on Sunday, 29th July, 2018 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:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditor to fill casual vacancy:

To appoint M/s. Pankaj K. Shah Associates, 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 subject to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Pankaj K. Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 107352W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. N. R. Dhaduk & Co., Chartered Accountants, Rajkot."

"RESOLVED FURTHER THAT M/s. Pankaj K. Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 107352W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 30th April, 2018, until the conclusion of the 31st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

Date: 06/07/2018
Place: Veraval (Shapar), Rajkot

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

Sd/-
(R. N. DOSHI)
Chairman & Managing Director
(DIN : 00026140)

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013 AND /OR REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Appointment of Statutory Auditor to fill casual vacancy:

A Letter Received from M/s. N. R. Dhaduk & Co., Chartered Accountants, Statutory Auditor of the Company intimating their inability to continue as Statutory Auditor of the Company and conduct the Audit for the Financial Year 2017-18 due to health issue of Mr. Nirav R. Dhaduk Proprietor of M/s. N. R. Dhaduk & Co., Chartered Accountants, Rajkot w.e.f 23/04/2018.

Board of Directors at their meeting held on 30th April, 2018, on the recommendation of the Audit Committee appointed M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad having Firm Registration No. 107352(W) to fill the casual vacancy created due to resignation of M/s. N. R. Dhaduk & Co., Chartered Accountants subject to the approval of members at the Extra Ordinary General Meeting.

In pursuance to the provisions of Section 139 (8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Pankaj K. Shah Associates, Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the Company has proposed their approval of the members in the above paragraph.

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

The Board of Directors recommends the resolution for your approval.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the EGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
3. The Notice of EGM 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.
4. The route map showing directions to reach the venue of the EGM is annexed.
5. The Notice of the EGM 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.

1. 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 Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Service Limited (CDSL):

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- i) The remote e-voting period begins on 26th July, 2018 10.00 a.m and ends on 28th July, 2018, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 23rd July, 2018 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:

	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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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.
- (xx) 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
- (xii) Paras Savjani, Partner of Dodiya Mehta & Co., Practising Chartered Accountant (Membership No. 126601) 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 EGM, in fair and transparent manner.

Contact Details:

Company :	Rajoo Engineers Limited
Registrar & Transfer Agent :	Link Intime India Pvt. Ltd
Ahmedabad Office :	5th Floor, 506 to 508, Amarnath Business, Centre – 1 (ABC-1), Beside Gala Business, Centre, Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad-380009 Tel: +91-79-26465179
E- Voting Agency :	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com Phone: 022-22723333/8588
Scrutinizer :	Mr. Paras Savjani, Partner of Dodiya Mehta & Co, Practising Chartered Accountants, Rajkot. Email: paras.savjani@gmail.com

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would Count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajoo.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

Date: 06/07/2018
Place: Veraval (Shapar), Rajkot

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

Sd/-
(R. N. DOSHI)
Chairman & Managing Director
(DIN : 00026140)



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Form No. MGT 11

RAJOO ENGINEERS LIMITED

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Plant location: Suvey No 210, Plot No 1, Industrial Area, Veraval (Shapar), Dist. Rajkot-360 024

Phone: +91-97129-62704 / 52701/ 32706, Email: rel@rajoo.com, Web: www.rajoo.com

CIN: L27100GJ1986PLC009212

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :

Registered Address :

E.Mail Id :

Folio No./Client Id :

DP ID :

We being the member(s) holding of _____ shares of Rajoo Engineers Limited, hereby appoint:

Name: _____ Email: _____ Address _____

Signature _____ Or failing him/her

Name: _____ Email: _____ Address _____

Signature _____ Or failing him/her

Name: _____ Email: _____ Address _____

Signature _____

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 29th July, 2018 at 11.00 A.M at Junagadh Road, Manavadar - 362630 Dist: Junagadh and at any adjournment thereof in respect of the following resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

SPECIAL BUSINESS

1 Appointment of Statutory Auditor to fill the casual vacancy. For/Against

Signed this ___ day of ___ 2018

Signature of shareholder _____ Signature of Proxyholder _____

Note :
1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
**2. This is only optional. Please put a 'v' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



Signature of the proxy holder(s)

Affix Re.1
Revenue Stamp



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RAJOO ENGINEERS LIMITED

(CIN:L27100GJ1986PLC009212)

Registered Office:Junagadh Road, Manavadar - 362630 Dist :Junagadh. (Gujarat).

Phone: +91-97129-62704/52701/32706 Email: rel@rajoo.com Web: www.rajoo.com

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA ORDINARY GENERAL MEETING ON SUNDAY, JULY 29, 2018 AT 11.00 A.M.

Junagadh Road, Manavadar - 362630 Dist :Junagadh. (Gujarat).

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

Note :

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting .
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

Venue of EGM

