

## RAJOO ENGINEERS LIMITED

### Registered Office

Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area,  
Veraval (Shapar) - Dist - Rajkot - 360024, Gujarat  
CIN: L27100GJ1986PLC009212, E-mail ID : compliances@rajoo.com  
Contact No: +91 971 29 62704 / 52701 / 32706, Website: https://www.rajoo.com

### NOTICE OF 35TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that 35th Annual General Meeting (AGM) of the Members of **RAJOO ENGINEERS LIMITED** will be held on **Saturday, September, 24, 2022 at 11:00 A.M.** at the Registered Office of the Company situated at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar), Dist. Rajkot - 360024, Gujarat, India to transact the following business:

#### ORDINARY BUSINESS

##### 1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors ("the Board") and Auditors thereon.

##### 2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of Auditors thereon.

##### 3. Declaration of Dividend

To declare a final dividend of Rs. 0.25 (25% of face value) per equity share of the face value of Rs. 1 each for the financial year ended March 31, 2022.

##### 4. Appointment of Mr. Sunil Jain (DIN 00043541) as Director, liable to retire by rotation

To appoint Director in place of Mr. Sunil Jain (DIN: 00043541) who is liable to be retired by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:-

##### 5. To approve, confirm and ratify the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment (s) thereof for the time being in force) and based on the recommendation and approval of the Board of Directors, M/s. Rushabh R. Shah and Co., Chartered Accountants (M.No.: 607585, FRN. 156419W), be and is hereby appointed, confirmed and ratified as the Statutory Auditors of the Company for the financial year 2022-23, to fill the casual vacancy caused due to the resignation of M/s. Pankaj K. Shah Associates, Chartered Accountants, (M. No.: 034603, FRN.: 107352W), to hold office from July 04, 2022 till the conclusion of the 35th Annual General Meeting, on such remuneration plus applicable taxes, and out of pocket expenses, as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### **6. To appoint the Statutory Auditors of the Company for the term of 5 consecutive years**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Rushabh R. Shah and Co., Chartered Accountants (M.No.: 607585, FRN. 156419W), be and are hereby appointed as the Statutory Auditors of the Company, for the term of 5 years from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting to be held in the year 2027 on such remuneration plus applicable taxes, and out of pocket expenses, as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### **7. To ratify the remuneration of Cost Auditors for the Financial Year 2022-2023**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Shailesh Thaker & Associates, Cost Accountants (Firm Registration No. 101454) appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on March 31, 2023, amounting Rs. 40,000/- (Rupees Forty Thousands Only) plus Goods and Service tax and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is here by approved.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### **8. Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited**

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

**“RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Section 188 and applicable provisions, if any, of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year), with the following Parties for an amount not exceeding the limits as detailed below, at arm's length price basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:”

Sr. No.	Name of the Related Party	Nature of Relationship	Transaction (Amount in Rs.)	Nature of Transaction
1	Rajoo Bausano Extrusion Private Limited	Joint Venture Company	25.00 Crore	Sale and Services

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### 9 Materials Related Party Transaction(s) with Essen Speciality Films Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year), with the following Parties for an amount not exceeding the limits as detailed below, at arm's length price basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:”

Sr. No.	Name of the Related Party	Nature of Relationship	Transaction (Amount in Rs.)	Nature of Transaction
1	Essen Speciality Films Private Limited (ESFPL)	Director and their relatives are directors and members of ESFPL	40.00 Crore	Providing of Inter Corporate Loan

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Date : 27/08/2022

Place : Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of  
**RAJOO ENGINEERS LIMITED**

**Regd. Office:**

Rajoo Avenue, Survey No. 210,  
Plot No.1 Industrial Area,  
Veraval (Shapar), Rajkot - 360024  
CIN: L27100GJ1986PLC009212  
Tel: +91 97129 62704 / 52701  
Email ID : compliances@rajoo.com  
Website : www.rajoo.com

**(R. N. DOSHI)**  
CHAIRMAN & DIRECTOR  
(DIN: 00026140)

## NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36(3) and (5) of The SEBI Listing Regulations setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice respectively, is annexed hereto and part of this Notice.

### 2. 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.

Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, as the case may be, to attend and vote on their behalf at the AGM to attend the AGM are requested to send a certified copy of the Board Resolution to the Scrutinizer by email id on paras.savjani@gmail.com, authorizing them to attend and vote on their behalf at the AGM with a copy marked to compliances@rajoo.com

Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

### 3. Book Closure

The Register of Members and Transfer Books of the Company will be closed from Saturday, September 17, 2022 to Saturday, September 24, 2022 (both days inclusive) for the purpose of Dividend and AGM.

### 4. DIVIDEND

The dividend on equity shares for the financial year ended March 31, 2022, as recommended by the Board of Directors and if declared at the AGM, will be paid/ dispatched by the Company, through permitted modes, after Saturday, September 24, 2022 to those shareholders or their mandates:

a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, September 16, 2022 i.e. Cut-off/Record date in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in dematerialised form; and

b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, September 16, 2022 i.e. Cut-off/Record date in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission / transposition of shares and lodged with the Company or Registrar and Transfer Agent on or before Friday, September 16, 2022.

## 5. TDS ON DIVIDEND

Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to ahmedabad@linkintime.co.in by Friday, September 16, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to ahmedabad@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, September 16, 2022.

## 6. UPDATION OF MANDATE FOR RECEIVING DIVIDENDS DIRECTLY IN BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS IN A TIMELY MANNER IS AS UNDER:

SEBI has made it mandatory for listed companies to make all payments to investors including dividend to Members, by using any RBI approved electronic mode of payment viz. Electronic Clearing Service / Direct Credit / Real Time Gross Settlement / National Electronic Fund Transfer etc. Members are, therefore, requested to add / update their bank account details as under:

**a) In case Shares held in electronic/demat form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate details by **Friday, September 16, 2022**.

**b) In case Shares held in physical form:** Members are requested to send the following documents in original to RTA i.e. Link Intime India Private Limited latest by Friday, September 16, 2022:

- i) Form ISR-1 along with the supporting documents. The said form is available on the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>.
- ii) Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
  - a. cancelled cheque in original.
  - b. bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- iii) Self-attested photocopy of the PAN Card of all the holders; and
- iv) Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/demand draft to such Members.

## 7. UNPAID/UNCLAIMED DIVIDEND

The balance lying in the unpaid dividend account of the Company in respect of dividend declared for the financial year 2014-15 will be transferred to the Investor Education and protection Fund of the Central Government by October 08, 2022. Members who have not encashed their dividend warrants pertaining to the said year may approach the Company or its share transfer agent for obtaining payments thereof by 8th October, 2022.

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (IEPF Rules), all the shares on which dividends remain unpaid or unclaimed for a period of seven Consecutive years or more shall be transferred to the Demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, Company has sent individual notice to all the members whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement in this regard. The details of such dividends/shares transferred to IEPF are uploaded on the website of the Company, [www.rajoo.com](http://www.rajoo.com).

## 8. UPDATION OF MANDATORY KYC DETAILS

### (a) Shares held in physical form:

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 read with clarificatory Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB /P/CIR/2021/687 dated December 14, 2021, has mandated physical shareholders to furnish PAN, nomination, contact details (postal address with PIN, mobile number & E-mail address), bank account details (bank name & branch, bank account number and IFSC code) and specimen signature (mandatory KYC). Accordingly, Members holding shares in physical form are requested to complete the mandatory KYC by sending an E-mail request along with duly signed Form ISR-1 and other relevant forms to RTA i.e. Link Intime India Private Limited at the E-mail ID: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).

As per SEBI circular, non-availability of any of the above documents/details with Link Intime India Private Limited on or after April 01, 2023 will result in freezing of the physical shareholders' folios.

### (b) Shares held in dematerialised form:

Members holding shares in dematerialized form are requested to submit/update their KYC details with their respective Depository Participant.

## 9. TRANSFER & TRANSMISSION OF SHARES

### (a) Mandatory processing of Transfer & Transmission request in Demat form:

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has with effect from January 24, 2022 mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition, etc.

In view of the above and to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialised form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of Link Intime India Private Limited to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.

**(b) Simplified Procedure for transmission of securities and Issuance of Duplicate Share certificates:**

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated May 25, 2022 has simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circular.

**10. NOTICE OF AGM**

The Notice calling the 35th AGM has been uploaded on the website of the Company at [www.rajoo.com](http://www.rajoo.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The said Notice of the AGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at [www.evotingindia.com](http://www.evotingindia.com).

**11. ROUTE MAP**

The route map giving directions to reach the venue of the 35th AGM is given at the end of the Notice.

**12. NOMINATION**

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA i.e. Link Intime India Private Limited having their office at 5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad, Gujarat, 380009 or send an E-mail at: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) and Members holding shares in dematerialised form need to contact their respective Depository Participants for availing this facility.

**13. JOINT SHAREHOLDERS**

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

**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 35th 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 Wednesday, September 21, 2022, 10.00 A.M. and ends on Friday, September 23, 2022, 5.00

P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, - September 16, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for Rajoo Engineers Limited where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> the system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful</li> </ol>

Type of shareholders	Login Method
	<p>authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

v. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on "Shareholders" module
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the Rajoo Engineers Limited on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz; [paras.savjani@gmail.com](mailto:paras.savjani@gmail.com) and to the Company at the email address viz; [compliances@rajoo.com](mailto:compliances@rajoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**xviii. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**xix.** If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

**xx.** 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.

**xxi.** CA Paras Savjani, Partner of Dodiya Mehta & Co. (Membership No. 126601) at Rajkot, has been appointed as the Scrutiniser to scrutinize the remote 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**

<b>Company</b>	:	<b>RAJOO ENGINEERS LIMITED</b>
Registrar & Transfer Agent	:	<b>Link Intime India Private Limited</b>
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 Email ID: ahmedabad@linkintime.co.in Tel: +91-79264 65179
E- Voting Agency	:	<b>Central Depository Services (India) Limited</b> Email: <a href="mailto:helpdesk.evoting@cdsiindia.com">helpdesk.evoting@cdsiindia.com</a> Phone: 022-22723333/8588
Scrutinizer	:	<b>CA Paras Savjani</b> Partner of Dodiya Mehta & Co., Practising Chartered Accountant 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 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](http://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.

15. Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose email 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 email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <https://www.rajoo.com>.
16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with Company's R & T Agent / Depository Participants, in respect of shares held in physical / electronic mode respectively.

**Date** : 27/08/2022  
**Place** : Veraval (Shapar), Rajkot

**Regd. Office** :  
Rajoo Avenue, Survey No. 210,  
Plot No.1 Industrial Area,  
Veraval Shapar Rajkot - 360024  
CIN: L27100GJ1986PLC009212  
Tel: +91 97129 62704 / 52701  
Email ID : [compliances@rajoo.com](mailto:compliances@rajoo.com)  
Website : [www.rajoo.com](http://www.rajoo.com)

**For and on behalf of the Board of Directors of  
RAJOO ENGINEERS LIMITED**

**(R. N. DOSHI)**  
CHAIRMAN & DIRECTOR  
(DIN: 00026140)

**EXPLANATORY STATEMENTS AS PER SECTION 102 OF THE COMPANIES ACT, 2013, AND/OR SECRETARIAL STANDARD-2 AND /OR REGULATION 36 (3) and (5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**ITEM NO. 4**

**As regards re-appointment of Mr. Sunil Jain referred to item no. 4 of the Notice, the following disclosures are made for the information of shareholders:**

Sr. No.	Particulars	Details
1	<b>Brief Resume &amp; expertise in specific functional areas</b>	
	DIN	00043541
	Date of Birth	December 25, 1955
	Age	66
	Original Date of Appointment on the Board of Directors	June 30, 2002
	Qualification	A graduate in Mechanical Engineering from BITS (Pilani), a reputed institute of India
	Experience and expertise in specific functional areas, Job Profile and his suitability	Overall marketing, business development, diversification and growth strategies at the corporate level are the responsibilities of Mr. 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.
2	Remuneration to be paid	The remuneration will be paid as mentioned in the Special Resolution passed in the 34th Annual General Meeting of your company held on September 25, 2021 .
3	Shareholding as on March 31, 2022	17150 equity shares
4	Relationship with other Directors /Key Managerial Personnel	NIL
5	Directorship, Membership / Chairmanship of Committees of other Board	<b>Directorship:</b> A. REL International Private Limited (Under process of Striking Off) B. Wonderpack Formers Private Limited C. Plastics Machinery Manufacturers Association of India <b>Membership/Chairmanship:</b> NIL

Sr. No.	Particulars	Details
6	Listed companies (other than Rajoo Engineers Limited) holds directorship and committee membership	NIL

None of the directors, or key managerial personnel or their relatives, except Mr. Sunil Jain, is concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

The Board recommends item no. 4 for consideration and approval of the shareholders by passing of an ordinary resolution.

#### ITEM NO. 5

The Members of the Company at its 31st AGM held on Tuesday, September 25, 2018 had appointed M/s. Pankaj K. Shah & Associates, Chartered Accountants, (Firm Registration No: 107352W) as Statutory Auditors of the Company to hold office from the conclusion of 31st AGM till the conclusion of 36th AGM subject to ratification of the appointment by the Members at every AGM held after the 31st AGM of the Company.

M/s. Pankaj K. Shah & Associates, Chartered Accountants, (Firm Registration No: 107352W) vide letter dated June 21, 2022 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on July 4, 2022, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Rushabh R. Shah & Co., Chartered Accountants, (Firms Registration No. 156419W), to hold office as the Statutory Auditors of the Company till the conclusion of 35th AGM and to fill the casual vacancy caused by the resignation of M/s. Pankaj K. Shah & Associates, Chartered Accountants, (Firm Registration No: 107352W) subject to the approval of the members in the forthcoming general meeting of the Company, on such remuneration including out of pocket and other expenses as may be decided by the shareholders of the Company as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Rushabh R. Shah & Co., Chartered Accountants, (Firms Registration No. 156419W), to act as Statutory Auditors of the Company in place of M/s. Pankaj K. Shah & Associates, Chartered Accountants, (Firm Registration No: 107352W) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**a) Proposed fees payable to the statutory auditor(s):**

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have approved to pay a fee of Rs. 3, 50,000/- plus applicable taxes and reimbursement of the out of pocket expenses, outlays and taxes, as may be incurred by the Auditors during the course of Audit/Limited Review for the financial year ended March 31, 2023. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorised by the Board) in consultation with the Statutory Auditors, are authorised to alter and vary the terms and conditions including remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

**b) Terms of appointment:**

The appointment of the Statutory Auditors shall be from July 04, 2022 till the conclusion of the 35th AGM. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

**c) Basis of recommendation for appointment:**

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the company has to appoint the statutory auditor to fill the casual vacancy caused due to resignation of the statutory auditor and accordingly the Board of Directors and Audit Committee, at their meeting held on July 4, 2022 considered appointment of M/s. Rushabh R. Shah and Co. as Statutory Auditors on the basis of size and requirements of the Company and approved and recommended the same unanimously for consideration of the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

**ITEM NO. 6**

The Board of Directors at its meeting held on August 27, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Rushabh R. Shah & Co., Chartered Accountants, (Firms Registration No.156419W), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 35th AGM, till the conclusion of the 40th AGM of the Company to be held in the year 2027 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 Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Rushabh R. Shah & Co., Chartered Accountants, (Firms Registration No.156419W), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**a) Proposed fees payable to the statutory auditor(s):**

The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorised by the Board) in consultation with the Statutory Auditors, are authorised to alter and vary the terms and conditions including remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

**b) Terms of appointment:**

The appointment of the Statutory Auditors shall be from the conclusion of 35th AGM till the conclusion of the 40th AGM. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

**c) Basis of recommendation for appointment:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the company shall require to appoint the statutory auditor to fill for the term of five years and accordingly the Board of Directors and Audit Committee, at their meeting held on August 27, 2022, considered appointment of M/s. Rushabh R. Shah and Co. Chartered Accountants, (Firms Registration No.156419W), as Statutory Auditors for the term of five years from the conclusion of this 35th AGM till the conclusion of 40th AGM on the basis of size and requirements of the Company and recommended the same unanimously for approval of the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.

**ITEM NO. 7**

The Company is directed under the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board, on recommendation of the Audit Committee has approved the appointment and remuneration of M/s. Shailesh Thaker & Associates, Cost Accountant, Ahmedabad (Firm Registration No. 101454) as Cost Auditors of the Company to conduct the audit of the cost records of the company for the Financial Year 2022-23 at a fee of Rs. 40,000/- plus applicable taxes and reimbursement of out of pocket expenses, as remuneration.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Accordingly consent of the members is sought by way of an Ordinary Resolution as set out in Item No. 7 of the Notice for ratification of the remuneration amounting to Rs. 40,000/- plus applicable taxes and reimbursement of out of pocket expenses, as remuneration.

Hence this resolution is put for the consideration of the shareholders.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the accompanying Notice.

#### ITEM NO. 8

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, states that all Material Related Party Transaction(s) ('RPT') with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not. It is in the above context that Resolution No. 8 is placed for the approval of the Members.

#### **Background, details and benefits of the transaction:**

Rajoo Bausano Extrusion Private Limited (RBEPL) is a joint venture between Rajoo Engineers Limited (REL) and Bausano Holdings S.R.L. RBEPL was established and incorporated under the provisions of the Companies Act, 1956 and having registered office at Survey No.210, Plot No.1, Industrial Area, Veraval(Shapar) – 360002 Rajkot, Gujarat, India and engaged in manufacturers, traders, suppliers, merchant & commission agents, importers, exporters, stockiest, distributors and dealers of all kinds of plastic processing plants, briquetting plants, machineries as part of manufacturing lines. REL holds 49% stake in BEPL.

REL and RBEPL are related party as per section 2(76) of the Companies Act, 2013 and/or under applicable accounting standard.

### Nature, Concept, Benefit and Rationale of transaction(s):

The REL is engaged in the business of manufacturers, traders, suppliers, commission agents, importers, exporters, stockiest, distributors and dealers of all kinds of plastic processing plants, briquetting plants and machineries.

The management of REL has provided the Audit Committee with the details of proposed material RPTs. The Audit Committee, after reviewing all necessary information, has recommended entering into proposed material RPTs with RBEPL for an aggregate value not exceeding Rs. 25.00 Crore to be entered during FY 2022-23 for sale of goods and services and providing services. The Audit Committee has noted that the said transactions will be executed in the ordinary course of business and at arm's length price basis.

The REL being a flagship entity sells goods and material as well as provides services to RBEPL on need basis. Considering the nature of the business of your company and the relevance of the transactions in the business, the same shall be without interruptions and in line of generation of revenue and business of both the companies to cater to their business requirements.

### Information pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.

Sr. No.	Description	Details
1	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Rajoo Bausano Extrusion Private Limited (RBEPL) is a Joint Venture company of Rajoo Engineers Limited holding 49 % stake in RBEPL.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Ms. Khushboo Chandrakant Doshi, Managing Director, and Mr. Utsav Kishorbhai Doshi, Joint Managing Director are the directors on the Board of Directors of RBEPL.
c.	Type, material terms and particulars of the proposed transaction	The transactions involve sale and services to RBEPL in ordinary course of business and at arm's length price basis.
d.	Value of Proposed RPTs	Up to Rs. 25.00 Crore - Sale of goods and providing of services
e.	Tenure of Proposed RPTs	During the financial year 2022-23.
f.	Value of proposed RPT as % of Company's audited consolidated annual turnover of Crores for the financial year 2021-2022.	13.12%

Sr. No.	Description	Details
g.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	Not Applicable
	(i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	(ii) Details of financial indebtedness Incurred.	Not Applicable
	(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
	(iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.	Not Applicable
h.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	67%
i.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

AGM NOTICE

Accordingly consent of the members is sought by way of an Ordinary Resolution as set out in Item No. 8 of the Notice for approval of material related party transactions. Hence this resolution is put for the consideration of the shareholders.

The Board recommends an Ordinary Resolution set out in item no. 8 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice.

**ITEM NO. 9**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, states that all Material Related Party Transaction(s) ('RPT') with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not. It is in the above context that Resolution No. 9 is placed for the approval of the Members.

**Background, details and benefits of the transaction:**

Essen Speciality Films Private Limited (ESFPL) is established and incorporated under the provisions of the Companies Act, 1956 and having registered office at Plot No. A, Survey No. 192, Vill : Veraval (Shapar), 360002 Rajkot, Gujarat, India and supplier of specialist plastic, EVA foam and packaging products. Directors of REL and their relatives are directors and members of ESFPL.

REL and ESFPL are related party as per Section 2(76) of the Companies Act, 2013 and/or under applicable accounting standard.

**Nature, Concept, Benefit and Rationale of transaction(s):**

The REL is engaged in the business of manufacturers, traders, suppliers, commission gents, importers, exporters, stockiest, distributors and dealers of all kinds of plastic processing plants, briquetting plants and machineries.

The management of REL has provided the Audit Committee with the details of proposed material RPTs. The Audit Committee, after reviewing all necessary information, has recommended entering into proposed material RPTs with ESFPL for an aggregate value not exceeding Rs. 40 Crore to be entered during FY 2022-23 for providing inter corporate loan. The Audit Committee has noted that the said transactions will be executed in the ordinary course of business and at arm's length price basis.

The REL being a flagship entity extends financial assistance to ESFPL on need basis, in form of interest bearing inter corporate deposits/ loans/ advances. The financial assistance will be utilized by the ESFPL for its business purposes including expansion, working capital requirements and other business purposes. RPTs shall fulfill the requirement of the fund of ESFPL without interruptions and generation of revenue and business of both the companies to cater to their business requirements.

**Information pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.**

Sr. No.	Description	Details
1	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Essen Speciality Films Private Limited (ESFPL) is private limited company and wherein directors of the REL are members and their relative are Directors and members of ESFPL.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Ms. Khushboo Chandrakant Doshi, Managing Director, Mr. Utsav Kishorbhai Doshi, Joint Managing Director and Mr. Sunil Jain, Director are the members of ESFPL  Relatives of Mr. Rajesh Nanalal Doshi, Chairman & Director, Ms. Khushboo Chandrakant Doshi, Managing Director, and Mr. Utsav Kishorbhai Doshi, Joint Managing Director are directors and members of ESFPL.
c.	Type, material terms and particulars of the proposed transaction	The transactions involve providing Inter Corporate Loan to ESFPL in ordinary course of business and at arm's length price basis.
d.	Value of Proposed RPTs	Up to Rs. 40.00 Crore - Providing Inter Corporate loan
e.	Tenure of Proposed RPTs	The proposed material Related Party Transactions may be entered in tranches, from time to time, during Financial Year 2022-23.
f.	Value of proposed RPT as % of Company's audited consolidated annual turnover of Crores for the financial year 2021-2022.	20.99%
g.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	The REL shall provide inter corporate loan to -ESFPL
	(i) details of the source of funds in connection with the proposed transaction;	The financial assistance would be provided by the Company from the internal accruals/ own funds.
	(ii) Details of financial indebtedness Incurred to provide internal corporate loan	None

**Information pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.**

Sr. No.	Description	Details
	(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Above mentioned loan shall be unsecured and at a prevailing market rate of interest on arm's length basis and subject to terms and conditions as shall be approved by the Audit Committee and the Board from time to time and acceptable to the Related Parties. The loan shall be provided for short term basis and can be provided in tranches, from time to time, during Financial Year 2022-23.
	(iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.	This Unsecured inter corporate loan is to be used by ESFPL for its business purposes including expansion, working capital requirements and other business purposes
h.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
i.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Accordingly consent of the members is sought by way of an Ordinary Resolution as set out in Item No. 9 of the Notice for approval of material related party transactions. Hence this resolution is put for the consideration of the shareholders.

The Board recommends an Ordinary Resolution set out in item no. 9 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the accompanying Notice.

**Date :** 27/08/2022

**Place :** Veraval (Shapar), Rajkot

**For and on behalf of the Board of Directors of  
RAJOO ENGINEERS LIMITED**

**Regd. Office :**

Rajoo Avenue, Survey No. 210,  
Plot No.1 Industrial Area,  
Veraval Shapar Rajkot - 360024  
CIN: L27100GJ1986PLC009212  
Tel: +91 97129 62704 / 52701  
Email ID : compliances@rajoo.com  
Website : www.rajoo.com

**(R. N. DOSHI)**  
CHAIRMAN & DIRECTOR  
(DIN: 00026140)

**RAJOO ENGINEERS LIMITED**

**Registered Office :** Rajoo Avenue, Survey No. 210,  
Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat  
**CIN :** L27100GJ1986PLC009212, **Email ID :** compliances@rajoo.com  
**Contact No:** +91 97129 62704 / 52701 / 32706, **Website :** <https://www.rajoo.com>

**ATTENDANCE SLIP**

**(To be presented at the entrance)**

**35TH ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 24, 2022 AT 11.00 A.M.**

Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

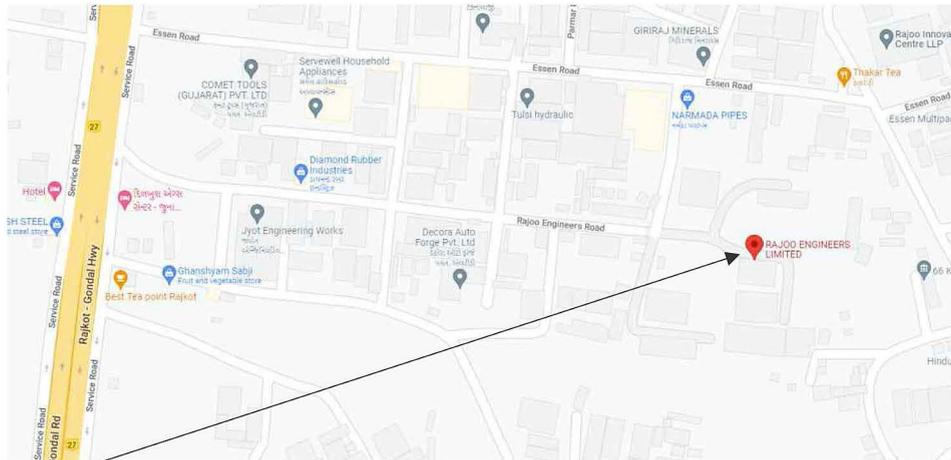
Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ 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.

**Route Map for Venue of 35th Annual General Meeting of Rajoo Engineers Limited**



**Rajoo Engineers Limited**

Address : Rajoo Avenue, Survey No. 210, Plot No. 1, Rajoo Engineers Road,  
Industrial Area, Veraval (Shapar) – 360024 Rajkot, Gujarat  
**Land Mark: Next to Essen Road and Near Narmada Pipes factory**

**RAJOO ENGINEERS LIMITED**

**Registered Office :** Rajoo Avenue, Survey No. 210,  
Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat  
**CIN :** L27100GJ1986PLC009212, **Email ID :** compliances@rajoo.com  
**Contact No :** +91 97129 62704 / 52701 / 32706, **Website :** https://www.rajoo.com

**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 :	_____

I/We being the member(s) holding \_\_\_\_\_ shares of Rajoo Engineers Limited, hereby appoint :

1. Name : \_\_\_\_\_ Email : \_\_\_\_\_ Address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him/her
1. Name : \_\_\_\_\_ Email : \_\_\_\_\_ Address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him/her
1. Name : \_\_\_\_\_ Email : \_\_\_\_\_ Address : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on the Saturday, September 24, 2022 at 11.00 A.M at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat 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:

	Resolutions	TICK APPROPRIATELY	
		For	Against
1	Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022.		
2	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022.		
3	Declaration of a final dividend for the financial year ended March 31, 2022.		
4	Re-appointment of Mr. Sunil Jain (DIN 00043541) as Director, liable to retire by rotation.		
5	Appointment of M/s. Rushabh R. Shah and Co., Chartered Accountants as the Statutory Auditors of the Company for the financial year 2022-23.		
6	Appointment of M/s. Rushabh R. Shah and Co., Chartered Accountants as the Statutory Auditors of the Company for the term of 5 years from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting to be held in the year 2027.		
7	Ratification remuneration of Cost Auditors for the Financial Year 2022-2023.		
8	Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited		
9	Materials Related Party Transaction(s) with Essen Speciality Films Private Limited		

Signed this.....day of \_\_\_\_\_ 2022

Signature of shareholder \_\_\_\_\_ Signature of Proxy-holder \_\_\_\_\_

**NOTES:**

- 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.
- Appointing proxy does not prevent a member from attending in person if he so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Signature of the proxy holder(s)  
Affix Re.1 Revenue Stamp