

May 01, 2025

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

BSE Scrip Code: 522257

Subject: Intimation regarding Notice of Postal Ballot dated April 24, 2025
Reference: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Madam,

With reference to captioned subject and pursuant to Regulation 30 read with Schedule III of SEBI Listing Regulations, we hereby enclose the Notice dated April 24, 2025 of Postal Ballot along with explanatory statement for seeking approval of Members through electronic voting (remote e-voting) in relation to following special business:

Sl. No.	Particulars	Type of Resolution
1	Appointment of CA Jinal Hasmukhbhai Rupani (DIN: 11029766) as a Non-Executive Independent Director of the Company	Special Resolution
2	Approval of change in designation of Mr. Pratik Rajendrabhai Kothari (DIN: 03550736) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company	Special Resolution

In compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to the Postal Ballot Notice.

Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company' Registrar and Share Transfer Agent, viz., MUFG Intime India Private Limited (the "RTA")/ Depositories as on Wednesday, April 30, 2025 ("Cut-off Date") and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.

Rajoo Engineers Limited

Regd. Office : Rajoo Avenue Survey No. 210, Plot No.1, Industrial Area, Veraval (Shapar) Dist-Rajkot - 360 024, Gujarat - India.

+91-97129-62704/52701/32706

+91-90990 96292

rel@rajoo.com

www.rajoo.com

CIN : L27100GJ1986PLC009212 GSTN : 24AABCR3204M1ZL



The remote e-Voting shall commence on **Saturday, May 03, 2025, at 09:00 a.m. (IST)** and shall end on **Sunday, June 01, 2025, at 05:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

You are requested to take the above information on your record.

Thanking You.

Yours faithfully,
For, **RAJOO ENGINEERS LIMITED**

Utsav K. Doshi
Jt. Managing Director
DIN: 00174486

Encl: a/a



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Dist. Rajkot-360024 Phone: +91-97129-62704 / 52701/ 32706,
Email: compliances@rajoo.com, Web : www.rajoo.com
CIN : L27100GJ1986PLC009212



Notice of Postal Ballot

Dear Members,

NOTICE is hereby given to the shareholders of Rajoo Engineers Limited (the “**Company**”) pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “**Management Rules**”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders for matter as considered in the Resolutions appended below through postal ballot (“**Postal Ballot**”) by way of remote e-voting only.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice.

In compliance with requirements of the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company’ Registrar and Share Transfer Agent, viz., MUFG Intime India Private Limited (the “**RTA**”)/ Depositories and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is annexed hereto.

1. **Appointment of CA Jinal Hasmukhbhai Rupani (DIN: 11029766) as a Non-Executive Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C), proviso to Regulation 17(1)(a) and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (“**Listing Regulations**”), in terms of Article of Associations of the Company, **CA Jinal Hasmukhbhai Rupani (DIN: 11029766)**, who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an Additional Director (Non-Executive & Independent) of the Company with effect from April 01, 2025 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of the director and a declaration who meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a first term of 5(five) consecutive years with effect from April 01, 2025 and who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Approval of change in designation of Mr. Pratik Rajendrabhai Kothari (DIN: 03550736) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of members be and is hereby accorded to designate and appoint **Mr. Pratik Rajendrabhai Kothari (DIN: 03550736)** as a Non-Executive Non-Independent Director of the Company with effect from April 24, 2025, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For, **Rajoo Engineers Limited**

Place: Veraval (Shapar)

Date: April 24, 2025

Rajesh N. Doshi
Chairman & Director
DIN: 00026140

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolutions contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members/ list of beneficial owners and whose email address is registered with the Company’s RTA/ depository participant(s), as on Wednesday, April 30, 2025 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. This Notice is also available at the Company’s website: <https://www.rajoo.com/> and the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 10 of this Notice.
5. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.
6. The remote e-Voting shall commence on **Saturday, May 03, 2025, at 09:00 a.m. (IST)** and shall end on **Sunday, June 01, 2025, at 05:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed CS Nirav D Vekariya, Practicing Company Secretary (Membership No. F11660, CP No. 17709) as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.rajoo.com/>, on the website of NSDL www.evoting.nsdl.com, and communicated to Stock Exchange at www.bseindia.com.
9. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Sunday, June 01, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Process to cast votes through remote e-Voting:





The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing

	Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csniravvekariya@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For, **Rajoo Engineers Limited**

Place: Veraval (Shapar)

Date: April 24, 2025

Rajesh N. Doshi
Chairman & Director
DIN: 00026140

Explanatory Statement pursuant to section 102(2) and 110 of the Companies Act, 2013 and other applicable laws

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) of the Companies Act, 2013 and Rules framed thereunder ("the Act"), the Board of Directors of the Company at their meeting held on March 31, 2025 had appointed CA Jinal Hasmukhbhai Rupani as an Additional Director (Non-Executive & Independent) of the Company to hold office for first term upto 5 (Five) consecutive years subject to approval of the shareholders.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of CA Jinal Hasmukhbhai Rupani for the office of Director of the Company.

CA Jinal Hasmukhbhai Rupani has given a declaration to the Board of the Directors that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and Regulation 25(8) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and she is an independent of the management.

Accordingly, the Board recommends the appointment of CA Jinal Hasmukhbhai Rupani as an Independent Director of the Company for a first term of 5(five) consecutive years from April 01, 2025.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Postal Ballot Notice.

None of the directors, or key managerial personnel or their relatives, except CA Jinal Hasmukhbhai Rupani (whose appointment is proposed in the resolution) and her relatives, are concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Therefore, the Board recommends the resolution set out at item no. 1 of the postal ballot notice for the approval of the members as a special resolution.

Item No. 2

The Board of Directors ('the Board') of the Company at its meeting held on February 13, 2023, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), approved the appointment of Mr. Pratik Rajendrabhai Kothari (DIN: 03550736) as an Additional Director of the Company to be designated as an Independent Director in terms of Section 161(1) of the Companies Act, 2013 ('the Act'). Subsequently, the members of the Company in Extra Ordinary General Meeting regularised his appointment as a Non-Executive Independent Director.

Mr. Pratik R. Kothari (DIN: 03550736) has relinquished the position of Non-Executive Independent Director with effect from the close of business hours on April 24, 2025. Subsequently, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had appointed and designated Mr. Pratik R. Kothari, as a Director in the capacity of a Non-Executive Non-Independent Director of the Company with effect from April 24, 2025, considering the extensive experience of Mr. Pratik R. Kothari in the plastic industry for around 17 years and because of his vast industry experience it will help Rajoo Engineers Limited inculcate a culture of best standards, principles & practices, bring in new ideas for Design, Sales, Marketing and R&D, and also overseas Sales and Marketing. The remuneration payable to Mr. Pratik R. Kothari for the services provided shall be to the extent as recommended by the Nomination and Remuneration

Committee from time to time as may be considered appropriate, subject to the overall ceiling specified in the Companies Act, 2013 and as may be mutually agreed between the Board of Directors and Mr. Pratik R. Kothari.

The Company has also received from Mr. Pratik R. Kothari, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

The Board upon recommendation of the Nomination and Remuneration Committee are of the view that Mr. Pratik R. Kothari's knowledge and experience will be of immense benefit and value to the Company and hence, recommends his appointment to the Members.

Except Mr. Pratik R. Kothari, who is said to be concerned or interested in the proposed resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives, in any way, are concerned or interested, financially or otherwise in the said Resolution, set out at Item No. 2 of this Notice.

For, **Rajoo Engineers Limited**

Place: Veraval (Shapar)

Date: April 24, 2025

Rajesh N. Doshi
Chairman & Director
DIN: 00026140

ANNEXURE TO THE NOTICE

Details of Director seeking appointment

Name of Director	CA Jinal Has Mukhbhai Rupani	Mr. Pratik Rajendrabhai Kothari
Director Identification Number	11029766	03550736
Designation/category of the Director	Non-Executive Independent Director	Non-Executive Non- Independent Director
Age	34 Years	36 years
Qualification	Chartered Accountant, B. Com.	B. Com.
Brief Resume, Profile, Experience and Expertise in specific functional areas and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>CA Jinal H. Rupani is a commerce graduate from Saurashtra University and Chartered Accountant by Profession. She holds the certificates of Junior Associate of the Indian Institute of Bankers (JAIIB) and Certified Associate of the Indian Institute of Bankers (CAIIB) from Indian Institute of Banking and Finance (IIBF). She has over a decade of experience in the field of consultancy, finance and banking.</p>	<p>Mr. Pratik Rajendrabhai Kothari is graduate in commerce and having vast experience of 17 years in plastic industry with manufacturing of flexible packaging and trading of polymer, chemicals and ink. With depth knowledge of polymer processing, technology and converting, he also associated to many processing houses.</p> <p>Currently, he is advising the Company for Design, R&D and overseas marketing and has acquired strong technical, commercial and marketing/sales acumen: multi-disciplinary and diverse domestic/ international experience.</p>
Shareholding in the Company including shareholding as a beneficial owner	NIL	28,160 equity shares (0.02%)
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	Rajoo Engineers Limited	Rajoo Engineers Limited Essen Speciality Films Limited Prateek Multitrade Private Limited
Memberships/ Chairmanships of committees of other companies (excluding foreign companies) as on date on this Notice	None	<p>Essen Speciality Films Limited Chairman & Member:</p> <ul style="list-style-type: none"> • Audit Committee <p>Member:</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Stakeholder Relationship Committee • Corporate Social Responsibility Committee
Name of listed entities from which the person has resigned in the past three years	None	None
Inter-se Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None
Terms & conditions of the appointment	As set out in Resolution and the Explanatory Statement	As set out in Resolution and the Explanatory Statement