

April 05, 2025

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

BSE Scrip Code: 522257

Subject: Voting Results, Scrutinisers Report on Postal Ballot and Intimation of alteration of Memorandum of Association of the Company
Reference: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Madam,

In furtherance to our intimation dated March 06, 2025, the Company had sought approval of members for following resolutions:

1. Approval to raise capital by way of a Qualified Institutions Placement to Eligible Investors through an issuance of Equity Shares or other eligible securities for an amount aggregating up to Rs. 225 Crore; and
2. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.

The above resolutions have been passed with requisite majority on April 05, 2025 (the last date of e-voting).

The altered Clause V of Memorandum of Association of the Company is as under:

"V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Re. 1/- (Rupee One) each."

The voting results in the format prescribed under Regulation 44(3) of SEBI Listing Regulations, along with the Scrutiniser's Report on remote e-voting, in respect of above resolutions are attached.

The voting results and the Scrutiniser's Report are being uploaded on the Company's website www.rajoo.com and on website of National Securities Depository Limited viz. www.evoting.nsdl.com.

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



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



Thanking You.

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

Utsav K. Doshi
Jt. Managing Director
DIN: 00174486
Encl: a/a



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General information about company

Scrip code	522257
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE535F01024
Name of the company	Rajoo Engineers Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	05-04-2025
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	CS Nirav D. Vekariya
Firms Name	CS Nirav D. Vekariya
Qualification	CS
Membership Number	11660
Date of Board Meeting in which appointed	04-03-2025
Date of Issuance of Report to the company	05-04-2025

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Voting results	
Record date	28-02-2025
Total number of shareholders on record date	47923
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval to raise capital by way of a Qualified Institutions Placement to Eligible Investors through an issuance of Equity Shares or other eligible securities for an amount aggregating up to Rs. 225 Crore.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	103875036						
	Poll							
	Postal Ballot (if applicable)		103875036	100.0000	103875036	0	100.0000	0.0000
	Total		103875036	103875036	100.0000	103875036	0	100.0000
Public-Institutions	E-Voting	52936						
	Poll							
	Postal Ballot (if applicable)		13639	25.7651	13639	0	100.0000	0.0000
	Total		52936	13639	25.7651	13639	0	100.0000
Public- Non Institutions	E-Voting	60068421						
	Poll							
	Postal Ballot (if applicable)		90685	0.1510	86796	3889	95.7115	4.2885
	Total		60068421	90685	0.1510	86796	3889	95.7115
Total		163996393	103979360	63.4034	103975471	3889	99.9963	0.0037
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	103875036						
	Poll							
	Postal Ballot (if applicable)		103875036	100.0000	103875036	0	100.0000	0.0000
	Total		103875036	103875036	100.0000	103875036	0	100.0000
Public-Institutions	E-Voting	52936						
	Poll							
	Postal Ballot (if applicable)		13639	25.7651	13639	0	100.0000	0.0000
	Total		52936	13639	25.7651	13639	0	100.0000
Public- Non Institutions	E-Voting	60068421						
	Poll							
	Postal Ballot (if applicable)		93351	0.1554	89795	3556	96.1907	3.8093
	Total		60068421	93351	0.1554	89795	3556	96.1907
Total		163996393	103982026	63.4051	103978470	3556	99.9966	0.0034
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Managing Director,
M/s. Rajoo Engineers Limited
Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area,
Veraval (Shapar) Dist- Rajkot – 360024 Gujarat – India.

Dear Sir/ Madam,

I, CS Nirav D. Vekariya, Practicing Company Secretary, Rajkot, appointed as Scrutinizer by the Board of Directors of M/s. Rajoo Engineers Limited in their meeting held on 04th March, 2025 to conduct the postal ballot process in fair and transparent manner in accordance with the provisions of Section 110 of The Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard -2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India on resolution(s) set out in the Postal Ballot notice dated 04th March, 2025 of Rajoo Engineers Limited. I hereby submit my report as under in respect of the below mentioned resolutions:

Responsibility of the Management of the company:

The Management of the company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to voting through Postal Ballot through electronic means on the resolutions set out in the Postal Ballot Notice dated 04th March, 2025.

My responsibility as Scrutinizer:

My responsibility, as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions set out in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company for providing e-voting facilities.



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1. In accordance with the General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, the physical copies of Postal Ballot Notice, along with Postal Ballot Forms and pre-paid business envelope, are not being sent to any members. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-Voting.
2. In accordance with the General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appears in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date i.e. 28th February, 2025.
3. The Company has provided e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company. Further I am also duly registered with the National Securities Depository Limited (NSDL) as a Scrutinizer and the Members opting for e-voting facility, had casted their votes on the designated website <https://eservices.nsdl.com>.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in - The Indian Express (English) and Financial Express (Gujarati & English) on Friday, 07th March, 2025, informing about the completion of dispatch/ electronic transmission of notices, to the Members along with other related matters mentioned therein.
5. I had monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
6. The electronic ballots were maintained by NSDL in electronic registry.
7. I had downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting.
8. The e-voting period commenced on Friday, 07th March, 2025, 09.00 A.M. and ended on Saturday, 05th April, 2025, 5.00 P.M.
9. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of www.evoting.nsdl.com.
10. The Votes on e-voting were unblocked on 05th April, 2024, at time 05.05 p.m. in the presence of two witnesses, Ms. Vora Vishakha Rajeshkumar, Residing at Rajkot, (Gujarat) India. AND Mr. Tushar Vasantbhai Sakhiya, Residing at Jasdan, Dist. Rajkot (Gujarat) India who





are not in employment of the Company and who acted as witnesses at the time of unblocking and downloading of e-voting results, as prescribed in Sub Rule 4(xii) of the said Rule 20

11. Text of the Resolution is annexed herewith as “**Annexure-A**”.

12. I now submit my consolidated Report as under on the result of the remote e-voting in respect of the said resolutions.

RESOLUTION NO. 1:

Approval to raise capital by way of a Qualified Institutions Placement to Eligible Investors through an issuance of Equity Shares or other eligible securities for an amount aggregating up to Rs. 225 Crore.

(i) VOTED IN FAVOR OF THE RESOLUTION:

No. Of Member Voted	No. Of Valid Votes cast by them	% of total No. of votes valid cast
129	103975471	100%

(ii) VOTED AGAINST THE RESOLUTION:

No. Of Member Voted	No. Of Valid Votes cast by them	% of total No. of votes valid cast
7	3889	0.00%

(iii) INVALID VOTES:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Result: Resolution No. 1 contained in the Postal Ballot Notice dated 04th March, 2025 has been passed as a Special Resolution.





RESOLUTION NO. 2:

Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.

(i) VOTED IN FAVOR OF THE RESOLUTION:

No. Of Member Voted	No. Of Valid Votes cast by them	% of total No. of votes valid cast
131	103978470	100%

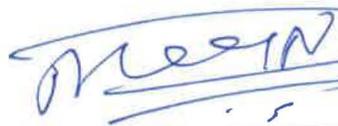
(ii) VOTED AGAINST THE RESOLUTION:

No. Of Member Voted	No. Of Valid Votes cast by them	% of total No. of votes valid cast
6	3556	0.00%

(iii) INVALID VOTES:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Result: Resolution No. 2 contained in the Postal Ballot Notice dated 04th March, 2025 has been passed as an Ordinary Resolution.




CS NIRAV D. VEKARIYA
Practicing Company Secretary
FCS NO. 11660 C. P. NO. 17709
Peer Review Certificate No. 2442/2022
UDIN: F011660G000037246

Counter signed by
For, RAJOO ENGINEERS LIMITED
Mr. Utsav K. Doshi
Jt. Managing Director
DIN: 00174486

Date: 05/04/2025

Place: Rajkot

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**“ANNEXURE –A”
(TEXT OF RESOLUTION)**

Resolution No. 1: Approval to raise capital by way of a Qualified Institutions Placement to Eligible Investors through an issuance of Equity Shares or other eligible securities for an amount aggregating up to Rs. 225 Crore.

“RESOLVED THAT, pursuant to the provisions of Sections 23, 42 and 62 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for Qualified Institutions Placement (“QIP”) contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Securities and Exchange Board of India Act, 1992 (“SEBI Act”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957 (“SCRA”/“SCRR”), Income Tax Act, 1961 (“IT Act”), Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 read with the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force), and subject any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), BSE Limited (“Stock Exchange”), where the equity shares of the Company are listed, Registrar of Companies, Ahmedabad (“RoC”) and such other statutory/regulatory authorities), circulars or notifications issued thereunder and subject to the approvals of the GoI, SEBI, RBI, Stock Exchange, MCA, RoC and from such other appropriate statutory, regulatory, Government and other authorities and departments as may be applicable in this regard, and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed upon by any such authority(ies) while granting such approvals, consents, permissions and

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sanctions, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board", which term shall include the Management Committee of the Board or any other committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) by way of a QIP on a private placement basis, such number of fully-paid Equity Shares of face value of Re. 1 (Rupee One) each ("Equity Shares") to Qualified Institutional Buyers ("QIBs") whether they be holders of Equity Shares of the Company or not, for an aggregate amount not exceeding Rs. 225 Crore (Rupees Two Hundred Twenty Five Crore only) in one or more tranches, at such price or prices including premium in such manner and on such terms and conditions as deemed appropriate to the Board and in accordance with provisions of Chapter VI of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the allotment of Equity Shares shall only be to QIBs as defined in the SEBI ICDR Regulations, and such Equity Shares shall be fully paid-up & rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the allotment of such Equity Shares shall be completed within 365 days from the date of passing this special resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

RESOLVED FURTHER THAT pursuant to Regulation 176(1) of SEBI ICDR Regulations, the Company be and is hereby authorized to offer Equity Shares at a discount of not more than 5 (five) percent on the floor price or such other percentage as may be permitted under the applicable laws from time to time;

RESOLVED FURTHER THAT the relevant date for the determination of the floor price of the Equity Shares shall be in accordance with the SEBI ICDR Regulations;

RESOLVED FURTHER THAT no allotment shall be made, either directly or indirectly to any QIBs who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT minimum of 10 (Ten) percent of the Equity Shares to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum



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percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;

RESOLVED FURTHER THAT the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to Rs. 250 Crore) or five (in case the issue size is more than Rs. 250 Crore), as applicable, or such other limit as may be permitted under applicable laws;

RESOLVED FURTHER THAT Qualified Institutional Buyers belonging to the same group or who are under same control shall be deemed to be a single allottee, in accordance with Chapter VI of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Company shall not undertake any QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;

RESOLVED FURTHER THAT the Equity Shares, as eligible in accordance with applicable law, shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;

RESOLVED FURTHER THAT a credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds from the QIP have been utilized;

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification(s) in the proposal as may be required or imposed by the GOI/RBI/SEBI/Stock Exchange or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board;

RESOLVED FURTHER THAT the issue and allotment of new Equity Shares to eligible foreign investors be subject to the approval of the RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA;



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RESOLVED FURTHER THAT for issuance of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations, the price determined for the QIP shall be subject to appropriate adjustments as specified under the SEBI ICDR Regulations for any rights issue of Equity Shares or bonus issue (capitalization of profits or reserves) or stock split of shares or if the Company has consolidated its outstanding Equity Shares including by way of stock split or if the Company re-classifies any of its Equity Shares into other securities of the Issuer or similar event or circumstances, which in the opinion of the concerned stock exchange, requires adjustments;

RESOLVED FURTHER THAT the issue of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations shall, inter alia, be subject to the following terms and conditions, subject to compliance with applicable laws:

- (i) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced in equal proportion;
- (ii) in the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer, and such additional Equity Shares shall be offered to the equity shareholders at the same price at which the same are offered to the existing equity shareholders;
- (iii) in the event of a merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (iv) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Equity Shares and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board be and is hereby authorized for finalization and arrangement for the submission of the preliminary and final placement document(s) and any amendments and supplements thereto, with the Stock Exchanges or any other applicable government and regulatory authorities, institutions or bodies, as may be required;



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RESOLVED FURTHER THAT the Board be and is hereby authorized for approval of the preliminary and final placement document(s) (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorized for seeking the listing of the Equity Shares on the Stock Exchange, and submitting the listing application to the Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MOUs/ placement agreement(s)/ subscription agreement(s)/ any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorized representative(s), legal advisor(s)/ counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorize any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Equity Shares under QIP;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s), book running lead manager(s), underwriter(s), advisor(s) and/or other person(s) as appointed by the Company, be and is hereby authorized to determine the form and terms of the issue, including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Equity Shares, fixing of issue opening date or issue closing date or record date or book closure and related or incidental matters, as the Board in its absolute discretion deems fit;

RESOLVED FURTHER THAT the Board to exercise its powers including powers conferred under this resolution, is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

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RESOLVED FURTHER THAT the Board shall have all powers and authorities to modify, re-apply, redo, make necessary changes, approach and to do all requisite filings/ resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. as may be provided by the Stock Exchange(s), SEBI, RBI, GoI and any other appropriate authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board is hereby authorized to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution on it, to any committee or sub-committee of directors or any other director(s) or officer(s) of the Company to give effect to the aforesaid resolution, with the power to such committee/sub-committee of the Board to further delegate all or any of its powers/ duties to any of the members of such committee.”





Resolution No. 2- Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 18,00,00,000 (Rupees Eighteen Crore only) divided into 18,00,00,000 (Eighteen Crore) equity shares of Re. 1 (Rupee One) each to Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of Re. 1 (Rupee One) each;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be and are hereby substituted with the following Clause V:

“The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Re. 1/- (Rupee One) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Date: 05/04/2025

Place: Rajkot

CS NIRAV D. VEKARIYA

Practicing Company Secretary

FCS NO. 11660 C. P. NO. 17709

Peer Review Certificate No. 2442/2022

UDIN: F011660G000037246

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