

May 28, 2026

To,
BSE Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

To,
National Stock Exchange of India Ltd (NSE)
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai - 400051

BSE Script Code: 522257**NSE Symbol: RAJOOENG**

Sub : Submission of Annual Secretarial Compliance Report for the financial year ended on March 31, 2026.

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

Dear Sir/Madam,

In compliance of Regulation 24A (2) of the SEBI Listing Regulations, please find enclosed the Annual Secretarial Compliance Report dated May 28, 2026 issued by CS Nirav D. Vekariya, Practising Company Secretary for the financial year ended on March 31, 2026.

Kindly take the same on record.

**Yours faithfully,
For Rajoo Engineers Limited**

**Kevin Dhruve
Company Secretary & Compliance Officer
Membership No.: FCS 13414**

Encl: a/a



Rajoo Engineers Limited

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CIN : L27100GJ1986PLC009212 GSTN : 24AABCR3204M1ZL





**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
RAJOO ENGINEERS LIMITED
For the financial year ended on 31st March, 2026**

I, **CS Nirav D. Vekariya**, Practicing Company Secretary (M. No. F11660, CP. No. 17709), have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. RAJOO ENGINEERS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the financial year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of:

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

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

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

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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the listed entity during the review period);**
- (i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(not applicable to the listed entity during the review period);**
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 **(not applicable to the listed entity during the review period);**
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 **(not applicable to the listed entity during the review period);**
- (l) Securities and Exchange Board of India (Depository & Participant) Regulations, 2018;

And circulars/ guidelines issued thereunder, and based on the above examination, I hereby report that, during the Review Period:

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

S. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	SEBI Listing Regulations	Regulation 17(1) of SEBI Listing Regulations	Failure to appoint Independent Director	BSE Limited	Fine	non-compliance of Regulation 17(1) of the SEBI Listing Regulations pertaining to the composition	64900	It was observed that, there was a delay in appointment of new independent director in place of retiring	The Company has made the default good and paid the fine levied	-

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						n of the Board including failure to appoint Director.		independe nt Director.	by the BSE Limited which does not have any impact on the financials of the company.	
2	SEBI Listing Regulations	Regulation 17(1) of SEBI Listing Regulations	Composition of Board of Director w.r.t appointment of half of board as independent director	BSE Limited	Fin	non - compliance of Regulations 17(1) of the SEBI Listing Regulations pertaining to the composition of the Board.	1,88,800	-	The company has complied with applicable regulations in true letter and spirit. The company has filed a waiver application with BSE Limited.	
3	SEBI Listing Regulations	Regulation 17(1) of SEBI Listing	Composition of Board of Director w.r.t appointment of half of board	National Stock Exchange of India Limited	Fin	non - compliance of Regulations 17(1) of the SEBI Listing Regulation	1,12,100	-	The company has complied with applicable regulati	





		Regulations	as independent director			s pertaining to the composition of the Board.			ons in true letter and spirit. The company has filed waiver application with National Stock Exchange of India Limited.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance Report for the year ended.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / Deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	It was observed that, the company has filed disclosure of Related Party Transactions on consolidated basis with stock exchange	31 st March, 2025	Regulation 23(9) of SEBI Listing Regulations	The stock exchange i.e. BSE Limited has imposed fine of Rs. 5,000 (Rs. 5,900/- including	The company has taken care of the said regulations.	-



	delay of 1 (One) day			GST) to the company.		
2	The company has published the Financial Results in the news paper pursuant to Regulation 47(1) of SEBI Listing Regulations after 48 hours.	31st March, 2025	Regulation 47(1) of SEBI Listing Regulations.	-	The company has taken care of the said regulations.	-
3	There was a delay of 11 days in the appointment of a new Independent Director upon the resignation of the previous Independent Director pursuant to the Regulation 17 (1) of SEBI Listing Regulations.	31st March, 2025	Regulation 17 (1) of SEBI Listing Regulations.	-	-	The company is required to adhere the regulation 17 of SEBI Listing Regulations for composition of Board of Directors.

(m) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	-

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	<ul style="list-style-type: none">All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.		
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents/information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website	Yes	-
4.	<u>Disqualification of Director(s):</u> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> <ul style="list-style-type: none">(a) Identification of material subsidiary companies.(b) Disclosure requirement of material as well as other subsidiaries.	Yes	-
6.	<u>Preservation of Documents:</u> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI Listing Regulations.</p>	Yes	-
7.	<u>Performance Evaluation:</u> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Listing Regulations.</p>	Yes	-
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none">(a) The listed entity has obtained prior approval of audit committee for all related party transactions;(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	-





9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI Listing Regulations, within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	As mentioned above
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI Listing Regulation by listed entities.	Yes	Statutory auditor of the material subsidiary was resigned on 17 th October, 2025. The Company has complied with relevant regulations and SEBI Master circular.
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

We further, report that the listed entity is in compliance / not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI Listing Regulations. – N.A.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.





2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 28/05/2026

Place: Rajkot



CS Nirav D. Vekariya
Practising Company Secretary

FCS No. 11660

C P No.: 17709

Peer Review Certificate No. 2442/2022

UDIN: F011660H000516538