

June 02, 2025

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: Result of Postal Ballot by remote e-voting process and Submission of Scrutinizer's Report.**

**Ref: Regulation 30 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).**

Dear Sir/Madam,

The Company conducted Postal Ballot process through Notice dated April 24, 2025 for seeking approval of Members by way of Special Resolution, to be passed through remote e-voting ('E-voting') for following matters:

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

The above resolutions have been passed with requisite majority on June 01, 2025 (the last date of e-voting).

Pursuant to Regulation 44 (3) of the SEBI Listing Regulations, we are submitting herewith the details of the voting results as "**Annexure A**" and Scrutinizer's Report as "**Annexure B**" in this behalf for your records.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website [www.rajoo.com](http://www.rajoo.com) and on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

We request you to take the above on your records.

Thanking you,

Yours faithfully,  
**For Rajoo Engineers Limited**

**Nikhil Gajjar**  
**Company Secretary & Compliance Officer**

Encl: a/a



**Rajoo Engineers Limited**

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

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+91-90990 96292

rel@rajoo.com

www.rajoo.com

CIN : L27100GJ1986PLC009212 GSTN : 24AABCR3204M1ZL



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Validate

General information about company	
Scrip code	522257
NSE Symbol	RAJOOENG
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)	01-06-2025
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	24-04-2025
Date of Issuance of Report to the company	02-06-2025

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Voting results	
Record date	30-04-2025
Total number of shareholders on record date	49030
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	<a href="#">Add Notes</a>

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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				Appointment of CA Jinal Hasmukhbhai Rupani (DIN: 11029766) as a Non-Executive Independent Director of the Company.				
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	108889831						
	Poll							
	Postal Ballot (if applicable)		108889831	100.0000	108889831	0	100.0000	0.0000
	Total	108889831	108889831	100.0000	108889831	0	100.0000	0.0000
Public- Institutions	E-Voting	43410						
	Poll							
	Postal Ballot (if applicable)		13639	31.4190	13639	0	100.0000	0.0000
	Total	43410	13639	31.4190	13639	0	100.0000	0.0000
Public- Non Institutions	E-Voting	55063152						
	Poll							
	Postal Ballot (if applicable)		83486	0.1516	82597	889	98.9352	1.0648
	Total	55063152	83486	0.1516	82597	889	98.9352	1.0648
Total		163996393	108986956	66.4569	108986067	889	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval or change in designation of Mr. Pratik Rajendraanai Kotnani (DIN: 03550736) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company.				
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	108889831						
	Poll							
	Postal Ballot (if applicable)		108889831	100.0000	108889831	0	100.0000	0.0000
	Total	108889831	108889831	100.0000	108889831	0	100.0000	0.0000
Public- Institutions	E-Voting	43410						
	Poll							
	Postal Ballot (if applicable)		13639	31.4190	0	13639	0.0000	100.0000
	Total	43410	13639	31.4190	0	13639	0.0000	100.0000
Public- Non Institutions	E-Voting	55063152						
	Poll							
	Postal Ballot (if applicable)		83510	0.1517	83087	423	99.4935	0.5065
	Total	55063152	83510	0.1517	83087	423	99.4935	0.5065
Total		163996393	108986980	66.4569	108972918	14062	99.9871	0.0129
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



## 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 Chairman,  
**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 24<sup>th</sup> April, 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 24<sup>th</sup> April, 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 24<sup>th</sup> April, 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.

1. In accordance with the General Circular No. 09/2023 dated 25<sup>th</sup> 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.



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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 25<sup>th</sup> 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. 30<sup>th</sup> April, 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 Saturday, 3<sup>rd</sup> May, 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 **Saturday, May 03, 2025, at 09:00 a.m. (IST)** and shall end on **Sunday, June 01, 2025, at 05:00 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](http://www.evoting.nsdl.com).
10. The Votes on e-voting were unblocked on 2<sup>nd</sup> June, 2025, at time 10.23 a.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 have signed below and they 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.



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*Vishakha*

**Witness-1:** Ms. Vora Vishakha Rajeshkumar

*Tushar*

**Witness-2:** Mr. Tushar Vasantbhai Sakhiya

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:**

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

### **(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
115	108986067	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	889	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 24<sup>th</sup> April, 2025 has been passed as a Special Resolution.**



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## RESOLUTION NO. 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:

### (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
114	108972918	99.99%

### (ii) VOTED AGAINST THE RESOLUTION:

No. Of Member Voted	No. Of Valid Votes cast by them	% of total No. of votes valid cast
9	14062	0.01%

### (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 24<sup>th</sup> April, 2025 has been passed as a Special Resolution.

CS NIRAV D. VEKARIYA  
Practicing Company Secretary  
FCS NO. 11660 C. P. NO. 17709  
Peer Review Certificate No. 2442/2022  
UDIN: F011660G000522601

Date: 02/06/2025  
Place: Rajkot

Counter signed by  
For, RAJOO ENGINEERS LIMITED  
Mr. Nikhil V. Gajjar  
Company Secretary & Compliance Officer



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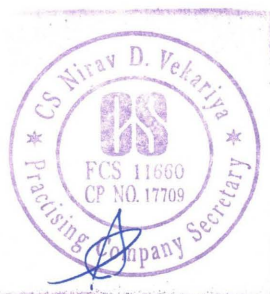


**“ANNEXURE –A”  
(TEXT OF RESOLUTION)**

**Resolution No. 1: Appointment of CA Jinal Hasmukhbhai Rupani (DIN: 11029766) as a Non-Executive Independent Director of the Company.**

**“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.”



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**Resolution No. 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:**

**“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.”



**Date: 02/06/2025**  
**Place: Rajkot**

**CS NIRAV D. VEKARIYA**  
**Practicing Company Secretary**  
**FCS NO. 11660 C. P. NO. 17709**  
**Peer Review Certificate No. 2442/2022**  
**UDIN: F011660G000522601**