

September 28, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai – 400 001.
BSE Scrip Code: 522257
BSE Scrip ID: RAJOOENG

Sub: Voting Results and Scrutinizer's Report of 37th Annual General Meeting.

Ref: Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. (SEBI Listing Regulations)

Dear Sir/ Madam,

With reference to the captioned subject and pursuant to the provisions of Regulation 44(3) of SEBI Listing Regulations, we are enclosing herewith the Voting Results in prescribed format along with Scrutinizer's Report dated September 28, 2024 on remote e-voting and voting through poll/ballot papers in respect of 37th Annual General Meeting (AGM) of the Company held on Friday, September 27, 2024.

This is for your information and take the same on your record.

Thanking you.

Yours faithfully,

For Rajoo Engineers Limited

Khushboo C. Doshi

Managing Director

DIN: 00025581

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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CIN : L27100GJ1986PLC009212 GSTN : 24AABCR3204M1ZL



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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors (the Board) and Auditors thereon				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	79203	55	99.9306	0.0694
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203941	55	99.9730
Total		123009148	82270677	66.8818	82270622	55	99.9999	0.0001
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	0
Public Insitutions	0
Public - Non Insitutions	0

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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				Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon.				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	79203	55	99.9306	0.0694
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203941	55	99.9730
Total		123009148	82270677	66.8818	82270622	55	99.9999	0.0001
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of a final dividend of Rs. 0.125 (12.5% of face value) per equity share of the face value of Rs. 1 each for the financial year ended March 31, 2024.				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78758	500	99.3691	0.6309
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203496	500	99.7549
Total		123009148	82270677	66.8818	82270177	500	99.9994	0.0006
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Director in place of Mrs. KRUSHBOO CHANDRAKANT DOSHI (DIN: 00025581), who is liable to be retired by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment				
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	81876280	59297076	72.4228	59297076	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	59497076	72.6670	59497076	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78893	365	99.5395	0.4605
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203631	365	99.8211
Total		123009148	59891473	48.6886	59891108	365	99.9994	0.0006
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of M/s. Shailesh Thaker & Associates, Cost Accountants (Firm Registration No. 101454) for the financial year ending on March 31, 2024.				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public- Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78893	365	99.5395	0.4605
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203631	365	99.8211
Total		123009148	82270677	66.8818	82270312	365	99.9996	0.0004
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in terms of remuneration of Mr. Rajesh Nanalal Doshi, Chairman and 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	81876280	49824366	60.8532	49824366	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	50024366	61.0975	50024366	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78407	851	98.9263	1.0737
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203145	851	99.5828
Total		123009148	50418763	40.9878	50417912	851	99.9983	0.0017
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in terms of remuneration of Ms. Khushboo Chandrakant Doshi, Managing 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	81876280	59297076	72.4228	59297076	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	59497076	72.6670	59497076	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78887	371	99.5319	0.4681
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203625	371	99.8181
Total		123009148	59891473	48.6886	59891102	371	99.9994	0.0006
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in terms of remuneration of Mr. Utsav Kishorbhai Doshi, Joint Managing 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	81876280	54281118	66.2965	54281118	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	54481118	66.5408	54481118	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78607	651	99.1786	0.8214
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203345	651	99.6809
Total		123009148	54875515	44.6109	54874864	651	99.9988	0.0012
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in terms of remuneration of Mr. Sunil Jain, Executive Professional 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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78887	371	99.5319	0.4681
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203625	371	99.8181
Total		123009148	82270677	66.8818	82270306	371	99.9995	0.0005
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78728	530	99.3313	0.6687
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203466	530	99.7402
Total		123009148	82270677	66.8818	82270147	530	99.9994	0.0006
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authority to the Board of Directors to borrow money pursuant to Section 180(1)(c) of the Companies Act, 2013.				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78967	291	99.6328	0.3672
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203705	291	99.8574
Total		123009148	82270677	66.8818	82270386	291	99.9996	0.0004
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (12)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Empower Board of Directors of the Company for creation or security on the properties, assets or undertaking(s) of the Company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies Act, 2013				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	190401	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	190401	0	100.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	78352	906	98.8569	1.1431
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203090	906	99.5559
Total		123009148	82270677	66.8818	82269771	906	99.9989	0.0011
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	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorize Board of Directors to make Investments, give Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013				
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	81876280	81676280	99.7557	81676280	0	100.0000	0.0000
	Poll		200000	0.2443	200000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		81876280	81876280	100.0000	81876280	0	100.0000
Public-Institutions	E-Voting	278115	190401	68.4612	0	190401	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		278115	190401	68.4612	0	190401	0.0000
Public- Non Institutions	E-Voting	40854753	79258	0.1940	79008	250	99.6846	0.3154
	Poll		124738	0.3053	124738	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		40854753	203996	0.4993	203746	250	99.8774
Total		123009148	82270677	66.8818	82080026	190651	99.7683	0.2317
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	0
Public Insitutions	0
Public - Non Insitutions	0



FORM No. MGT-13

Report of Scrutinizer(s) - Combined

[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,
Annual General Meeting of the Equity Shareholders of
M/s. Rajoo Engineers Limited Held on 27th September, 2024 at
Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area,
Veraval (Shapar) Dist- Rajkot – 360024 Gujarat – India.

Dear Sir,

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 24th August, 2024 for the purpose of the scrutinizing remote e-voting process and voting at Annual General Meeting (AGM) as per Section 108 and 109 of the Companies Act, 2013 and read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time and Secretarial Standard -2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution(s) set out in the notice dated 24th August, 2024 convening the Annual General meeting of the Equity Shareholders of Rajoo Engineers Limited, held on 27th September, 2024 at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar) Dist. Rajkot – 360024 Gujarat – India, in a fair and transparent manner. I hereby submit my report as under in respect of the below mentioned resolution(s):

Responsibility of the Management of the company:

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-voting and voting by use of ballots by the shareholders on the resolution (s) set out in the notice convening the Annual General Meeting of the Company is the responsibility of the Management.



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My responsibility as Scrutinizer:

My responsibility, as a scrutinizer for the e-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions set out in the notice convening Annual General Meeting, 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 and also at the time of poll at the Annual General Meeting.

1. The Company completed dispatch of notice(s), forms/or electronic notice on Monday, 02nd September, 2024 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL as on the cutoff date decided by the board i.e. 30th August, 2024 and the notice is sent to its members through email whose email id is registered with the company, Registrar & Transfer Agent (RTA) and depository (ies) and also sent in physical mode to the shareholders who had requested for the same.
2. 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.nsd.com>.
3. 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 —Financial Express (English Language Newspaper), Financial Express (Regional Gujarati Language Newspaper) and The Indian Express (English Language Newspaper) on Tuesday, 3rd September, 2024, informing about the completion of dispatch/electronic transmission of notices, to the Members along with other related matters mentioned therein.
4. I had monitored the process of voting through physical poll and electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
5. The electronic ballots were maintained by NSDL in electronic registry.
6. I had downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting.
7. The e-voting period commenced on Tuesday, September 24, 2024 (09:00 AM) to Thursday, September 26, 2024 (05:00 P.M.).



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8. All related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
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 27th September, 2024, at time 12.35 p.m. in the presence of two witnesses, Mr. Ajay Jaysukhbhai Santhara, Residing at: Rajkot 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. My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.
12. Text of the Resolution is annexed herewith as "**Annexure-A**".
13. I now submit my consolidated Report as under on the result of the remote e-voting and voting conducted through ballot paper at the Annual General Meeting in respect of the said resolutions.





RESOLUTION NO. 1:

Adoption of Audited Standalone Financial Statements.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	93	81945884	99.61%
Voting through Polling paper	18	324738	0.39%
Total	111	82270622	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	55	0.00%
Voting through Polling paper	0	0	0.00%
Total	2	55	0.00%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 1 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Ordinary Resolution.





RESOLUTION NO. 2:

Adoption of Audited Consolidated Financial Statements

(i) **VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	93	81945884	99.61%
Voting through Polling paper	18	324738	0.39%
Total	111	82270622	100%

(ii) **VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	55	0.00%
Voting through Polling paper	0	0	0.00%
Total	2	55	0.00%

(iii) **INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 2 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Ordinary Resolution.





RESOLUTION NO. 3:

Declaration of Final Dividend for FY 2023-24

(i) **VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	93	81945439	99.61%
Voting through Polling paper	18	324738	0.39%
Total	111	82270177	100%

(ii) **VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	500	0.00%
Voting through Polling paper	0	0	0.00%
Total	2	500	0.00%

(iii) **INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 3 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Ordinary Resolution.





RESOLUTION NO. 4:

Appointment of Ms. Khushboo Chandrakant Doshi (DIN: 00025581) as Managing Director, liable to retire by rotation

(i) **VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	89	59566370	99.46%
Voting through Polling paper	18	324738	0.54%
Total	107	59891108	100%

(ii) **VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	365	0.00%
Voting through Polling paper	0	0	0.00%
Total	4	365	0.00%

(iii) **INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 4 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Ordinary Resolution.





RESOLUTION NO. 5:

Ratification of Cost Auditor's Remuneration for FY 2024-25

(i) **VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	91	81945574	99.61%
Voting through Polling paper	18	324738	0.39%
Total	109	82270312	100%

(ii) **VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	365	0.00%
Voting through Polling paper	0	0	0.00%
Total	4	365	0.00%

(iii) **INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 5 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Ordinary Resolution.





RESOLUTION NO. 6:

Revision in terms of remuneration of Mr. Rajesh Nanalal Doshi, Chairman and Director of the Company.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	83	50093174	99.36%
Voting through Polling paper	18	324738	0.64%
Total	101	50417912	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	851	0.00%
Voting through Polling paper	0	0	0.00%
Total	7	851	0.00%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 6 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Special Resolution.





RESOLUTION NO. 7:

Revision in terms of remuneration of Ms. Khushboo Chandrakant Doshi, Managing Director of the Company.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	88	59566364	99.46%
Voting through Polling paper	18	324738	0.54%
Total	106	59891102	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	371	0.00%
Voting through Polling paper	0	0	0.00%
Total	5	371	0.00%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 7 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Special Resolution.





RESOLUTION NO. 8:

Revision in terms of remuneration of Mr. Utsav Kishorbhai Doshi, Joint Managing Director of the Company.

(i) **VOTED IN FAVOR OF THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	83	54550126	99.41%
Voting through Polling paper	18	324738	0.59%
Total	101	54874864	100%

(ii) **VOTED AGAINST THE RESOLUTION:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	651	0.00%
Voting through Polling paper	0	0	0.00%
Total	6	651	0.00%

(iii) **INVALID VOTES:**

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 8 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Special Resolution.





RESOLUTION NO. 9:

Revision in terms of remuneration of Mr. Sunil Jain, Executive Professional Director of the Company.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	90	81945568	90.61%
Voting through Polling paper	18	324738	0.39%
Total	108	82270306	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	371	0.00%
Voting through Polling paper	0	0	0.00%
Total	5	371	0.00%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 9 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Special Resolution.





RESOLUTION NO. 10:

Material Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	91	81945409	99.61%
Voting through Polling paper	18	324738	0.39%
Total	109	82270147	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	530	0.44%
Voting through Polling paper	0	0	0.00%
Total	4	530	0.44%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 10 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Ordinary Resolution.





RESOLUTION NO. 11:

Authority to the Board of Directors to borrow money pursuant to Section 180(1)(c) of the Companies Act, 2013.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	89	81945648	99.61%
Voting through Polling paper	18	324738	0.39%
Total	107	82270386	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	291	0.00%
Voting through Polling paper	0	0	0.00%
Total	6	291	0.00%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 11 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Special Resolution.





RESOLUTION NO. 12:

Empower Board of Directors of the Company for creation of security on the properties, assets or undertaking(s) of the Company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies Act, 2013.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	88	81945033	99.61%
Voting through Polling paper	18	324738	0.39%
Total	106	82269771	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	906	0.00%
Voting through Polling paper	0	0	0.00%
Total	7	906	0.00%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 12 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Special Resolution.





RESOLUTION NO. 13:

Authorize Board of Directors to make Investments, give Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	86	81755288	99.37%
Voting through Polling paper	18	324738	0.39%
Total	104	82080026	99.77%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	190651	0.23%
Voting through Polling paper	0	0	0.00%
Total	9	190651	0.23%

(iii) INVALID VOTES:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper	0	0
Total	0	0

Result: Resolution No. 13 contained in the Notice of Annual General Meeting of The Company dated 24th August, 2024 has been passed as Special Resolution.

CS NIRAV D. VEKARIYA
Practicing Company Secretary
FCS NO. 11660 C. P. NO. 17709
Peer Review Certificate No. 2442/2022
UDIN: F011660F001361844

Date: 28/09/2024
Place: Rajkot



DOSHI
KHUSHBOO
CHANDRAKANT

Digitally signed by DOSHI
KHUSHBOO
CHANDRAKANT
Date: 2024.09.28 18:02:15
+05'30'

Counter signed by
For, RAJOO ENGINEERS LIMITED
Ms. Khushboo C. Doshi
Managing Director

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“ANNEXURE –A “

(TEXT OF RESOLUTION)

Resolution No: 1	Adoption of Audited Standalone Financial Statements “RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
Resolution No: 2	Adoption of Audited Consolidated Financial Statements “RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and Reports of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
Resolution No: 3	Declaration of Dividend “RESOLVED THAT, pursuant to Section 123 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder including any statutory modification or re-enactment thereto, a final dividend of Rs. 0.125/- [12.5%] per share of face value of Rs. 1/- each, for the financial year ended March 31, 2024 on 12,30,09,148 equity shares of the Company aggregating to Rs. 1,53,76,143.50/- (Rupees One Crore Fifty Three Lakh Seventy Six Thousand One Hundred Forty Three and Fifty Paise) as recommended by the Board of Directors of the Company be and is hereby declared and that said dividend be distributed out of profits of the Company for the year ended March 31, 2024.”
Resolution No: 4	Appointment of Director, liable to retire by rotation “RESOLVED THAT, pursuant to the Section 152 and other applicable provisions, if any of the companies Act 2013, read with relevant rules made there under including any statutory modification or re-enactment thereto, Ms. Khushboo Chandrakant Doshi (DIN: 00025581), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby appointed as a Director of the company liable to retirement by rotation.”
Resolution No: 5	Ratification of Cost Auditor’s Remuneration for FY 2024-25 “RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus GST and out-of pocket expenses as per actual payable to M/s. Shailesh Thaker & Associates, Cost Accountants (Membership No: 6239, FRN: 101454) who have been re-appointed as the Cost Auditors of the Company by the Board of Directors to the





	<p>conduct of the audit of the cost records of the Company for the financial year 2024-25 be and is hereby ratified.”</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”</p>
Resolution No: 6	<p>Revision in terms of remuneration of Mr. Rajesh Nanalal Doshi, Chairman and Director of the Company</p> <p>“RESOLVED THAT in partial modification of the Resolution No. 4 and 8 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Mr. Rajesh N. Doshi (DIN: 00026140) as the Chairman with effect from June 01, 2020 to May 31, 2026 (hereinafter referred to as the Chairman) on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of Section 196, 197, 198 and 188 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and as per recommendation of the Nomination & Remuneration Committee, consent of the Members of the Company be and is hereby accorded for revision in the terms of remuneration by increase in payment of Remuneration to the Chairman not exceeding Rs. 1,80,00,000 (Rupees One Crore Eighty Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. commencing from June 01, 2024 to May 31, 2026;</p> <p>Remunerations:</p> <p>Mr. Rajesh N. Doshi (DIN: 00026140) as the Chairman will be paid remuneration upto Rs. 15,00,000/- (Rupee Fifteen Lakhs only) per month including all allowances, facilities and benefits w.e.f. June 01, 2024 and will be also be entitled (including in above remuneration) to:</p> <p>i) Reimbursement of medical expenses for Self and family members on the actual basis. ii) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.</p>





	<p>iii) Contribution towards Gratuity fund and benefits payable as per rules.</p> <p>iv) Use of Company's maintained Car along with facility of driver for performance of his official duties.</p> <p>v) Encashment of un-availed leaves as per Rules of the Company.</p> <p>vi) Reimbursement of Travel Expenses of Self and family members for Rs. 5,00,000/- on yearly basis.</p> <p>vii) Reimbursement of electricity expenses of residence.</p> <p>"RESOLVED FURTHER THAT subject to the provisions of Schedule V to the Companies Act, 2013 and/or any guidelines prescribed by the Government/ appropriate authority from time to time, the Board of Directors of the Company be and are hereby authorized to alter, vary and modify the aforesaid remuneration of Mr. Rajesh N. Doshi (DIN: 00026140), Chairman & Director of the Company, within the above stated maximum limit."</p> <p>RESOLVED FURTHER THAT except for the revision in the terms of remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective;</p> <p>RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Rajesh N. Doshi (DIN: 00026140), Chairman & Director, the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."</p>
Resolution No: 7	Revision in terms of remuneration of Ms. Khushboo Chandrakant Doshi, Managing Director of the Company
	<p>"RESOLVED THAT in partial modification of the Resolution No. 5 and 9 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Ms. Khushboo C. Doshi (DIN: 00025581) as the Managing Director with effect from June 01, 2021 to May 31, 2026 (hereinafter referred to as the Managing</p>





Director) on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of Section 196, 197, 198 and 188 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and as per recommendation of the Nomination & Remuneration Committee, consent of the Members of the Company be and is hereby accorded for revision in the terms of remuneration by increase in payment of Remuneration to the Managing Director not exceeding Rs. 75,00,000 (Rupees Seventy Five Lakhs Only) per annum for the remainder period of the tenure of her appointment i.e. commencing from June 01, 2024 to May 31, 2026;

Remunerations:

Ms. Khushboo C. Doshi (DIN: 00025581) as the Managing Director will be paid remuneration upto Rs. 6,25,000/- (Rupee Six Lakhs Twenty Five Thousand only) per month including all allowances, facilities and benefits w.e.f. June 01, 2024 and will be also be entitled (including in above remuneration) to:

- i) Reimbursement of medical expenses for Self and family members on the actual basis.
- ii) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- iii) Contribution towards Gratuity fund and benefits payable as per rules.
- iv) Use of Company's maintained Car along with facility of driver for performance of his official duties.
- v) Encashment of un-availed leaves as per Rules of the Company.
- vi) Reimbursement of Travel Expenses of Self and family members for Rs. 5,00,000/- on yearly basis.
- vii) Reimbursement of electricity expenses of residence.

"RESOLVED FURTHER THAT subject to the provisions of Schedule V to the Companies Act, 2013 and/or any guidelines prescribed by the Government/ appropriate authority from time to time, the Board of Directors of the Company be and are hereby authorized to alter, vary and modify the aforesaid remuneration of Ms. Khushboo C. Doshi (DIN: 00025581), Managing Director of the Company, within the above stated maximum limit."





	<p>RESOLVED FURTHER THAT except for the revision in the terms of remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective;</p> <p>RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Ms. Khushboo C. Doshi (DIN: 00025581), Managing Director, the above referred remuneration shall be paid to her as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”</p>
Resolution No: 8	<p>Revision in terms of remuneration of Mr. Utsav Kishorbhai Doshi, Joint Managing Director of the Company</p> <p>“RESOLVED THAT in partial modification of the Resolution No. 6 and 10 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Mr. Utsav K. Doshi (DIN: 00174486) as the Joint Managing Director with effect from June 01, 2021 to May 31, 2026 (hereinafter referred to as the Joint Managing Director) on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of Section 196, 197, 198 and 188 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and as per recommendation of the Nomination & Remuneration Committee, consent of the Members of the Company be and is hereby accorded for revision in the terms of remuneration by increase in payment of Remuneration to the Joint Managing Director not exceeding Rs. 75,00,000 (Rupees Seventy-Five Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. commencing from June 01, 2024 to May 31, 2026;</p>





Remunerations:

Mr. Utsav K. Doshi (DIN: 00174486) as the Joint Managing Director will be paid remuneration upto Rs. 6,25,000/- (Rupee Six Lakhs Twenty-Five Thousand only) per month including all allowances, facilities and benefits w.e.f. June 01, 2024 and will be also be entitled (including in above remuneration) to:

- i) Reimbursement of medical expenses for Self and family members on the actual basis.
- ii) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- iii) Contribution towards Gratuity fund and benefits payable as per rules.
- iv) Use of Company's maintained Car along with facility of driver for performance of his official duties.
- v) Encashment of un-availed leaves as per Rules of the Company.
- vi) Reimbursement of Travel Expenses of Self and family members for Rs. 5,00,000/- on yearly basis.
- vii) Reimbursement of electricity expenses of residence.

"RESOLVED FURTHER THAT subject to the provisions of Schedule V to the Companies Act, 2013 and/or any guidelines prescribed by the Government/ appropriate authority from time to time, the Board of Directors of the Company be and are hereby authorized to alter, vary and modify the aforesaid remuneration of Mr. Utsav K. Doshi (DIN: 00174486) as the Joint Managing Director of the Company, within the above stated maximum limit."

RESOLVED FURTHER THAT except for the revision in the terms of remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective;

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Utsav K. Doshi (DIN: 00174486) as the Joint Managing Director, the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013.





	<p>RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”</p>
Resolution No: 9	<p>Revision in terms of remuneration of Mr. Sunil Jain, Executive Professional Director of the Company</p> <p>“RESOLVED THAT in partial modification of the Resolution No. 7 and 11 passed by the Members at the Thirty-Fourth Annual General Meeting of the Company held on September 25, 2021, for the appointment of Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional) with effect from July 01, 2021 to June 30, 2026 (hereinafter referred to as the Executive Director) on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of Section 196, 197, 198 and 188 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and as per recommendation of the Nomination & Remuneration Committee, consent of the Members of the Company be and is hereby accorded for revision in the terms of remuneration by payment of Professional Fees, to the Executive Director not exceeding Rs. 60,00,000 (Rupees Sixty Lakhs Only) per annum for the remainder period of the tenure of his appointment i.e. commencing from July 01, 2024 to June 30, 2026;</p> <p>Remunerations: Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional) will be paid remuneration upto Rs. 5,00,000/- (Rupee Five Lakhs only) per month including all allowances, facilities and benefits w.e.f. July 01, 2024 and will be also be entitled (including in above remuneration) to:</p> <p>i) Reimbursement of medical expenses for Self and family members on the actual basis. ii) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.</p>





	<p>iii) Contribution towards Gratuity fund and benefits payable as per rules.</p> <p>iv) Use of Company's maintained Car along with facility of driver for performance of his official duties.</p> <p>v) Encashment of un-availed leaves as per Rules of the Company.</p> <p>vi) Reimbursement of Travel Expenses of Self and family members for Rs. 5,00,000/- on yearly basis.</p> <p>vii) Reimbursement of electricity expenses of residence.</p> <p>"RESOLVED FURTHER THAT subject to the provisions of Schedule V to the Companies Act, 2013 and/or any guidelines prescribed by the Government/ appropriate authority from time to time, the Board of Directors of the Company be and are hereby authorized to alter, vary and modify the aforesaid remuneration of Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional) of the Company, within the above stated maximum limit."</p> <p>RESOLVED FURTHER THAT except for the revision in the terms of remuneration, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective;</p> <p>RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Sunil Jain (DIN: 00043541) as the Executive Director (Professional), the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."</p>
Resolution No. 10	Materials Related Party Transaction(s) with Rajoo Bausano Extrusion Private Limited
	<p>"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Section 188 and applicable provisions, if any, of the Companies Act,</p>





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

Sr. No.	Name of the Related Party	Nature of Relationship	Transaction Up To (Amount in Rs.)	Nature of Transaction
1	Rajoo Bausano Extrusion Private Limited	Joint Venture Company	30.00 Crore	Sale or Purchase of Goods; Rendering or Availing of Services;

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

Resolution No. 11 Authority to the Board of Directors to borrow money pursuant to Section 180(1)(c) of the Companies Act, 2013.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members of the company be and is hereby accorded providing authority to Board of Directors of the Company to borrow in any manner





	<p>from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed or to be borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only);</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors (including its Committee thereof) be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."</p>
Resolution No. 12	Empower Board of Directors of the Company for creation of security on the properties, assets or undertaking(s) of the Company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the Companies Act, 2013
	<p>"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded providing authority to Board of Directors of the Company for creation of charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and</p>





Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies) representing various state government and/or other agencies, etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency (ies), etc.;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”





Resolution no. 13	Authorize Board of Directors to make Investments, give Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013
	<p>"RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the company be and is hereby accorded providing authority to board for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more;</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Board of Directors (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."</p>

CS NIRAV D. VEKARIYA
Practicing Company Secretary
FCS NO. 11660 C. P. NO. 17709
Peer Review Certificate No. 2442/2022
UDIN: F011660F001361844



Date: 28/09/2024
Place: Rajkot

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