

May 30, 2024

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

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended on March 31, 2024.

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

Dear Sir / Madam,

With the reference to the captioned subject and pursuant to the regulation 24A(2) of the SEBI Listing Regulations and read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, please find enclosed the Annual Secretarial Compliance Report dated May 30, 2024 issued by CS Nirav D. Vekariya, Practising Company Secretary for the financial year ended on March 31, 2024.

This is for your information and kindly takes 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

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CIN : L27100GJ1986PLC009212 GSTN : 24AABCR3204M1ZL





**Annual Secretarial Compliance Report of
M/s. RAJOO ENGINEERS LIMITED
for the year ended 31st March, 2024**

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

- All the documents and records made available to us and explanation provided by the company **M/s. RAJOO ENGINEERS LIMITED** ("the listed entity").
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

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

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**not applicable to the listed entity during the review period**);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- 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**);
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the listed entity during the review period**);





- (g) 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**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 (**not applicable to the listed entity during the review period**);
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 (**not applicable to the listed entity during the review period**);
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
- (l) Securities and Exchange Board of India (Issue and Listing of Nonconvertible Securities) Regulations, 2021(**not applicable to the listed entity during the review period**);

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

S. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations / Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	-
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 websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	-



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4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	-
6.	Preservation of Documents: 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 LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (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 LODR Regulations, 2015 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:	Yes	As per Annexure - A
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	NA	-





	chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities		
12.	Additional Non-compliances, if any:	Yes	-

Assumptions & limitation of scope and review:

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

Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

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: 30/05/2024
Place: Rajkot



CS Nirav D. Vekariya
Practising Company Secretary
FCS No. 11660
C P No.: 17709

Peer Review Certificate No. 2442/2022
UDIN: F011660F000498421



CS Nirav Vekariya

FCS, B.Com.
Practicing Company Secretary

Annexure - 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: –

Sr. 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	Management Response	Remarks
1	Listing Regulations	Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Non-submission of the voting results within the period provided under this regulation.	BSE Limited	Fine	Delay in submission of the voting results within the stipulated time period under regulation 44(3) of Listing Regulations	Rs. 10,000 (Rs. 11,800/- including GST)	It is observed that, there was delay in submission of voting result in XBRL mode within prescribed time limits i.e. 2 (Two) working days Which is delayed by 6 days	The Company has made the default good and paid fine levied by BSE Limited	Matter was closed



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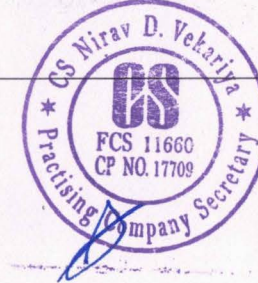


CS Nirav Vekariya

FCS, B.Com.
Practicing Company Secretary

The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. 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	Management Response	Remarks
1	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Delay in submitting the disclosure of related party transactions to the stock exchange required under the Regulation	BSE Limited	Fine	Delay in disclosure of Related Party Transactions under regulation 23(9) of Listing Regulations	Rs. 64,900	It is observed that, there was delay in submission of Related Party transactions for the half year ended March 2022 by 11 days from due date.	-	-



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2	The listed entity shall give prior intimation of at least two working days to stock exchange about meeting of the Board of Directors in which proposal of declaration/recommendation of dividend is due to be considered	Regulation 29(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Company not given prior intimation of Board Meeting held on 14th May, 2022 in which dividend was recommended by the Board.	-	-	-	-	It is requires to give prior intimation of at least two working days of Board Meeting for recommendation / of Dividend as the per the said regulation.	The item of Recommendation of Final Dividend was not forming part of Agenda of the said Board Meeting. However, the board meeting was held for consideration of Financial Result / Financial Statement for the quarter and year ended on 31st March, 2022. On the Basis of performance and considering allocable surplus Board recommended the final dividend for members' approval.	-
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3	The listed entity requires to publish the financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor in the newspaper:	Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Company has not publish financial results for the quarter and year ended on 31st March, 2022 in newspaper as required under Regulation 47 and not given any intimation to the stock exchange about publication of the same.	-	-	-	-	Proper Mechanism shall be adopted for timely publication of information in newspaper as required under the Regulation 47 of the SEBI (LODR) Regulation	The Company has adequate system to compliant with the said regulation. Inadvertently the advertisement of financial results for the quarter ended on 31st March, 2023 was not published and submitted to BSE Limited.	-
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CS Nirav Vekariya

FCS, B.Com.
Practicing Company Secretary

4	The listed entity shall make disclosure to stock exchange(s) of Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors	Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Company has not disclose/uploaded the Investor Presentation of analyst/investor meeting held on 26th December, 2022	-	-	-	-	As informed by the Company, It was a just concall and no presentation was made at the meeting. Therefore, the presentation was not disclosed/uploaded on the website of the Company.	It was a just conference call and no presentation was made at the meeting. Therefore, the presentation was not required to disclose/upload on the website of the Company under said regulation.	-
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Date: 30/05/2024

Place: Rajkot



CS Nirav D. Vekariya
Practicing Company Secretary

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