RAJOO
excellence in extrusion

**September 02, 2026**

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

To,
**National Stock Exchange of India Ltd (NSE)**
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051

**BSE Script Code: 522257**

**NSE Symbol: RAJOOENG**

**Sub: Submission of Notice of the 39th Annual General Meeting of Rajoo Engineers Limited for the Financial Year Ended March 31, 2026 (Revised)**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/ Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI Listing Regulations, we hereby submit the Notice of the 39th Annual General Meeting ("**AGM**") (Revised) of Rajoo Engineers Limited ("**the Company**") scheduled to be held on Tuesday, September 29, 2026, at 12:00 p.m. at the registered office of the Company situated at Rajoo Avenue, Survey No. 210, Plot No. 1, Industrial Area, Veraval (Shapar), Rajkot -360 024, Gujarat.

The Notice of the 39th AGM along with the Annual Report for the financial year ended March 31, 2026, are being sent through electronic mode to all eligible shareholders whose email addresses are registered with the Company and/or Depository Participant (s). Physical copies of the Annual Report will be provided to members upon request.

The Notice of the 39th AGM is also available on the Company's website and can be accessed at the following link:
https://rajoo.com/pdf/Announcements/notice-of-39th-agm.pdf

We request you to take the above on your records.

Thanking you,

Yours faithfully,
**For Rajoo Engineers Limited**

KEVIN JITENDRABHAI DHRUVE
Digitally signed by KEVIN JITENDRABHAI DHRUVE
Date: 2026.09.02 12:37:35 +05'30'

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

Encl: a/a

**RAJOO ENGINEERS LIMITED**
**Registered Office:** Rajoo Avenue, Survey No. 210,
Plot No.1 Industrial Area, Veraval (Shapar), Dist- Rajkot – 360024 Gujarat – India.
**CIN:** L27100GJ1986PLC009212, **Email ID:** compliances@rajoo.com,
**Contact No:** +91 97129 62704 / 52701 / 32706, **Website:** www.rajoo.com

**NOTICE** is hereby given that **Thirty-Ninth Annual General Meeting** (39th AGM) of the Members of **RAJOO ENGINEERS LIMITED** will be held on **Tuesday, September 29, 2026 at 12:00 p. m.** at the Registered Office of the Company situated at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar), Dist. Rajkot, Gujarat - 360024, India to transact the following business:

**ORDINARY BUSINESS:-**

1. **Adoption of Audited Standalone & Consolidated Financial Statements**

   To consider and adopt the (i) the Standalone Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and the Auditors thereon, and (ii) the Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the Report of the Auditors thereon.

2. **Declaration of Final Dividend for FY 2025-26**

   To declare a Dividend of Rs. 0.15 per equity share of face value of Re. 1/- each (15%) of the Company, for the financial year ended March 31, 2026.

3. **Appointment of a Director retiring by rotation**

   To appoint a director in place of Ms. Khushboo Chandrakant Doshi, (DIN: 00025581), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

4. **Appointment of a Director retiring by rotation**

   To appoint a director in place of Mr. Utsav Kishorbhai Doshi (DIN: 00174486), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

**SPECIAL BUSINESS:**

5. **Ratification of Cost Auditor's Remuneration for FY 2026-27**

   To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

   **"RESOLVED** THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable Goods and Services Tax (GST) and reimbursement of out-of-pocket expenses at actuals, as approved by the Board of Directors, payable to M/s. Shailesh Thaker & Associates, Cost Accountants (Mem No.: 6239 & Firm Registration No.: 101454), who have been re-appointed as Cost Auditors of the Company to conduct the audit of the Cost Records for the Financial Year 2026–27, be and is hereby ratified and confirmed;

   **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."

6. **To appoint Mr. Sunil Jain (DIN: 00043541) as Director (Non-Executive, Non-Independent) of the Company:**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made under the Act, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and as recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors, approval of the shareholders be and is hereby accorded for approval for the appointment of Mr. Sunil Jain (DIN: 00043541) as a Director (Non-Executive, Non-Independent) of the Company, with effect from July 01, 2026, liable to retire by rotation.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to alter, vary, revise or modify the terms and conditions of appointment of Mr. Sunil Jain (DIN: 00043541) as may be considered appropriate, within the limits prescribed under the Companies Act, 2013, and the SEBI Listing Regulations and as approved above.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable for giving effect to this resolution."

7. **To approve payment of professional fees to Mr. Sunil Jain (DIN: 00043541) and Mr. Pratik Kothari (DIN: 03550736), Non-Executive Directors of the Company**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 17(6)(a) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and subject to such other approvals, permissions and sanctions as may be required, and based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of professional fees to (i) Mr. Sunil Jain (DIN: 00043541), Director (Non-Executive, Non-Independent), and (ii) Mr. Pratik Kothari (DIN: 03550736), Director (Non-Executive, Non-Independent), for professional services rendered by them, for an amount not exceeding Rs. 1.00 crore (Rupees One Crore only) per Director in respect of each financial year, on such terms and conditions as may be determined by the Board of Directors of the Company, including the nature and scope of services and the manner and periodicity of payment, subject to the applicable provisions of the Act, the SEBI Listing Regulations and other applicable laws and regulations.

   **RESOLVED FURTHER THAT** the approval of the Members hereby accorded shall be a continuing approval and shall remain in force unless and until varied, modified, superseded, withdrawn or revoked by the Members of the Company or until the underlying arrangement for rendering of such professional and advisory services is discontinued or terminated, provided that the professional fees payable to each of the aforesaid Directors shall not exceed Rs. 1.00 crore per Director in any financial year and that the terms and conditions of the arrangement remain within the scope and parameters approved by the Members and are in compliance with applicable law.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to finalise, determine and implement, from time to time, the terms and conditions relating to the professional and advisory services and the payment of professional fees to Mr. Sunil Jain and Mr. Pratik Kothari, including the nature, scope, manner, periodicity and timing of payment of such professional fees, provided that no such variation shall result in the professional fees exceeding the aforesaid annual limit or materially alter the nature of the services or the principal terms of the arrangement approved by the Members, and subject always to the applicable provisions of the Act, the SEBI Listing Regulations and other applicable laws.

**RESOLVED FURTHER THAT** where any material modification, enhancement, extension or alteration in the nature, scope, terms or monetary limits of the aforesaid arrangement is proposed, the same shall be undertaken only upon obtaining such further approvals of the Audit Committee, Board of Directors and/or Members of the Company as may be required under applicable law.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable for giving effect to this resolution."

**8. Appointment of Mrs. Hetal Dobariya (DIN: 11914224) as a Director (Non-Executive, Independent) of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"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, Regulation 25 and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), in terms of Article of Associations of the Company, Mrs. Hetal Dobariya, (DIN:11914224), 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 September 01, 2026 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 SEBI 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 September 01, 2026 and who shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable for giving effect to this resolution."

Veraval (Shapar)
August 31, 2026

**By order of the Board of Directors**
**For Rajoo Engineers Limited**

Sd/-
**Kevin Dhruve**
Company Secretary
Membership No.: F13414

**Regd. Office:-**
Rajoo Engineers Limited
[CIN: L27100GJ1986PLC009212]
Rajoo Avenue, Survey No. 210, Plot No. 1,
Industrial Area, Veraval (Shapar)
Dist: Rajkot – 360024, Gujarat
**Tel:** +91 97129 62704 / 52701
**Email ID:** compliances@rajoo.com
**Website:** www.rajoo.com

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the special business under Item Nos. 5 to 8 of the accompanying Notice of the 39th Annual General Meeting ("Notice"), is annexed hereto and forms part of this Notice.

2. Additional information, pursuant to Regulation 36 of the SEBI Listing Regulations, in respect of the directors seeking reappointment at the AGM, appointment of a Non-Executive Director and the appointment of an Independent Director, forms part of this Notice.

3. The Notice of the 39th AGM along with the Annual Report for the financial year ended March 31, 2026 ("Annual Report for the financial year 2025-26") is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants, unless any Member has requested a physical copy of the same. A letter providing the web-link, including the exact path, where the Annual Report for the financial year 2025-26 shall be available is being sent to Members who have not registered their e-mail Id. The Company shall send a physical copy of the Annual Report for the financial year 2025-26 to those Members who request for the same at compliances@rajoo.com mentioning their Folio No. / DP ID and Client ID. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website (www.rajoo.com), BSE Limited's (BSE) website (www.bseindia.com), National Stock Exchange of India Limited's (NSE) website (www.nseindia.com); and National Securities Depository Limited's (NSDL) website (www.evoting.nsdl.com).

4. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his / her behalf and the proxy need not be a member of the company.

   Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

   If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/letter of authority, as applicable.

   Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, as the case may be, to attend and vote on their behalf at the AGM are requested to send a certified copy of the Board Resolution to the Scrutinizer by email id on csjanvidavda@gmail.com with a copy marked to compliances@rajoo.com.

   Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

5. **Dividend:-** The dividend on equity shares for the financial year ended March 31, 2026, as recommended by the Board of Directors and if declared at the AGM, will be paid/ dispatched by the Company, through permitted modes, after Tuesday, September 29, 2026 to those shareholders or their mandates:

   a) whose names appear as Beneficial Owners as at the end of the business hours on Tuesday, September 22, 2026 i.e. Cut-off/Record date in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in dematerialised form; and

b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Tuesday, September 22, 2026 i.e. Cut-off/Record date in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission / transposition of shares and lodged with the Company or Registrar and Transfer Agent.

6. **TDS on Dividend:-** Pursuant to the Income-tax Act, 2025, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 2025 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

   A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to ahmedabad@in.mpms.mufg.com by Tuesday, September 22, 2026, Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

   Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to ahmedabad@in.mpms.mufg.com. The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, September 22, 2026.

7. **Updation of mandate for receiving dividends directly in bank account through electronic clearing system or any other means in a timely manner is as under:**

   SEBI has made it mandatory for listed companies to make all payments to investors including dividend to Members, by using any RBI approved electronic mode of payment viz. Electronic Clearing Service/Direct Credit/Real Time Gross Settlement/National Electronic Fund Transfer etc. Members are, therefore, requested to add/update their bank account details as under:

   a) **In case Shares held in electronic/demat form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate details by **Tuesday, September 22, 2026.**

   b) **In case Shares held in physical form:** Members are requested to send the following documents in original to RTA i.e. MUFG Intime India Private Limited (Formerly, Link Intime India Private Limited) latest by Tuesday, September 22, 2026:

      1) Form ISR-1 along with the supporting documents. The said form is available on the website of the RTA. Link: https://web.in.mpms.mufg.com/admin/DownloadFiles/W-Link_ISR-1_%20Request%20form%20for%20Registering%20Pan,Bank,KYC_.pdf

      2) Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-

         a. cancelled cheque in original.
         b. bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the

names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.

3) Self-attested photocopy of the PAN Card of all the holders; and

4) Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/demand draft to such Members.

8. **Unpaid/Unclaimed Dividend Confirm:-** Members are requested to note that dividend not encashed or remaining unclaimed for a period of 7 (Seven) years from the date of transfer to the Company's unpaid dividend account shall be transferred to the Investors Education & Protection Fund (IEPF) established by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline.

The Members / Claimants whose unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with applicable requisite fees, if any. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to Members' account on time.

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of Seven Consecutive years or more shall be transferred to the Demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs.

9. **Updation of mandatory KYC details:**

**(a) Shares held in physical form:**

SEBI has mandated physical shareholders to furnish PAN, nomination, contact details (postal address with PIN, mobile number & e-mail address), bank account details (bank name & branch, bank account number and IFSC code) and specimen signature ('mandatory KYC'). Accordingly, Members holding shares in physical form are requested to complete the mandatory KYC by sending an E-mail request along with duly signed Form ISR-1 and other relevant forms to RTA i.e. MUFG Intime India Private Limited at the E-mail ID: ahmedabad@in.mpms.mufg.com.

**(b) Shares held in dematerialised form:**

Members holding shares in dematerialized form are requested to submit/update their KYC details with their respective Depository Participant.

It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In view of the above, we urge the Members to submit the Investor Service Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN and KYC details are requested to contact their respective Depository Participants.

**10. Transfer & Transmission of Shares**

**(a) Mandatory processing of Transfer & Transmission request in Demat form:**

As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition, etc.

In view of the above and to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings to dematerialised form by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at https://rajoo.com/shareholders-and-investors-corner.html and on the website of MUFG Intime India Private Limited at https://in.mpms.mufg.com/. It may be noted that any service request can be processed only after the folio is KYC compliant.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of MUFG Intime India Private Limited to seek guidance with respect to the demat procedure.

**(b) Simplified Procedure for transmission of securities and Issuance of Duplicate Share certificates:**

SEBI has, vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022 read with other applicable circulars, simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circular.

**11. SPECIAL WINDOW FOR LODGEMENT OF PHYSICAL SHARE TRANSFER REQUESTS**

To streamline the investment process for investors and safeguard their rights in purchased securities, a special window for re-lodgement of transfer deeds pertaining to physical securities was introduced via SEBI Circular dated July 2, 2025. In a further effort to ensure that investors receive proper access to their securities, SEBI has resolved to open an additional special window specifically for the transfer and dematerialisation ("demat") of physical securities that were bought or sold prior to April 1, 2019. This special window will remain available for one year, commencing on February 5, 2026, and concluding on February 4, 2027. For further details, please refer SEBI Circular HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026, dated January 30, 2026.

**12. NOTICE OF AGM**

The Notice calling the 39th AGM has been uploaded on the website of the Company at www.rajoo.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The said Notice of the AGM is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at https://eservices.nsdl.com.

**13. ROUTE MAP**

The route map giving directions to reach the venue of the 39th AGM is given at the end of the Notice.

## 14. NOMINATION

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) having their office at 5th Floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Near St. Xavier's College Corner Off C. G. Road, Navarangpura, Ahmedabad – 38 009, Gujarat or send an E-mail at: ahmedabad@in.mpms.mufg.com and Members holding shares in dematerialised form need to contact their respective Depository Participants for availing this facility.

## 15. JOINT SHAREHOLDERS

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

## 16. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies Management and Administration) Rules, 2015, and Regulation 44 of Listing Regulations, the Company is pleased to provide Members with a facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **National Securities Depository Limited (NSDL):**

**INSTRUCTIONS FOR E-VOTING**

**The instructions for shareholders voting electronically are as under:**

i. The remote e-voting period begins on Saturday, September 26, 2026, at 09:00 A.M. (IST) and ends on Monday, September 28, 2026, at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 22, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.
ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
iii. Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

### iv. How do I vote electronically using NSDL e-Voting system?

**The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

**Step 1 : Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI Master Circular dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

| Type of shareholders | Login Method |
|---|---|
| | 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 -21-09911 |

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is In300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to CS Nirav Vekariya csniravvekariya@gmail.com with a copy marked to evoting@nsdl.co.in and compliances@rajoo.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to NSDL Official at evoting@nsdl.co.in

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email compliances@rajoo.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliances@rajoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master Circular dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

v. CS Janvi N. Davda, Practising Company Secretary. (Membership No. F13895 and COP: 28288) at Rajkot, has been appointed as the Scrutiniser to scrutinize the remote e – Voting Process as well as the voting by way of poll, to be conducted at the AGM, in fair and transparent manner.

| Contact Details | Login Method |
|---|---|
| Company | **RAJOO ENGINEERS LIMITED** |
| Registrar & Transfer Agent | **MUFG Intime India Private Limited** |
| Ahmedabad Office | 5th Floor, 506 to 508, Amarnath Business,<br>Centre – 1 (ABC-1), Beside Gala Business,<br>Centre, Nr. St. Xavier's College Corner,<br>Off C G Road, Navrangpura,<br>Ahmedabad-380009<br>Email ID: ahmedabad@in.mpms.mufg.com<br>Tel: +91-79264 65179 |
| E- Voting Agency | **National Securities Depository Limited**<br>Email: evoting@nsdl.co.in<br>Phone: 022 - 4886 7000 |
| Scrutinizer | **CS Janvi N. Davda**<br>Practising Company Secretary<br>Email: csjanvidavda@gmail.com |

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would Count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajoo.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared and the same shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

17. **Inspection of Documents:** All documents referred to in this Notice and Statement u/s. 102 of the Act will be available for inspection by the Members of the Company from the date of circulation of this Notice upto the date of the AGM at the registered office of the Company on all working days during business hours.

18. To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with MUFG Intime, in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their Depository Participants / MUFG Intime to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail addresses in future.

Veraval (Shapar)
August 31, 2026

**By order of the Board of Directors**
**For Rajoo Engineers Limited**

Sd/-
**Kevin Dhruve**
Company Secretary
Membership No.: F13414

**Regd. Office:-**
Rajoo Engineers Limited
[CIN: L27100GJ1986PLC009212]
Rajoo Avenue, Survey No. 210, Plot No. 1,
Industrial Area, Veraval (Shapar)
Dist: Rajkot – 360024, Gujarat
**Tel:** +91 97129 62704 / 52701
**Email ID:** compliances@rajoo.com
**Website:** www.rajoo.com

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5:- Ratification of remuneration to Cost Auditors for FY 2026-27**

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to maintain cost records and have them audited by a qualified Cost Accountant for certain products/activities as prescribed under the Rules.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the re-appointment of M/s. Shailesh Thaker & Associates, Cost Accountants (Firm Registration No. 101454, Membership No. 6239), as the Cost Auditors of the Company for conducting the audit of the cost records for the financial year ending March 31, 2027, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus GST and reimbursement of out-of-pocket expenses at actuals.

Pursuant to Section 148 (3) of the Act and Rule 14 of the Rules, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board is required to be ratified by the members of the Company.

The Board of Directors recommends the Ordinary Resolution for ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2027. The approval of the members is sought by way of an Ordinary Resolution, as set out in Item No. 5 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 6:- To appoint Mr. Sunil Jain (DIN: 00043541) as Director (Non-Executive, Non-Independent) of the Company**

Mr. Sunil Jain is associated with the Company as Director since June 30, 2002. Further, he was last appointed as Whole-Time Director in the Board Meeting dated June 05, 2021 w.e.f. July 01, 2021 for a term of five years (i.e. upto June 30, 2026) with a remuneration as approved by the shareholders in the 34th Annual General Meeting of the Company held on September 25, 2021.

Mr. Sunil Jain (DIN: 00043541) has relinquished the position of Executive Director with effect from the close of business hours on June 30, 2026. Subsequently, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had appointed and designated Mr. Sunil Jain, as a Director in the capacity of a Non-Executive Non-Independent Director of the Company with effect from July 01, 2026, considering the extensive experience of Mr. Sunil Jain in the plastic industry of over 40 years and because of his vast industry experience it will help Rajoo Engineers Limited inculcate a culture of best standards, principles & practices, bring in new ideas for Sales and Marketing including overseas Sales and Marketing. The remuneration payable to Mr. Sunil Jain for the services provided shall be to the extent as recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall ceiling specified in the Companies Act, 2013 and as may be mutually agreed between the Board of Directors and Mr. Sunil Jain.

The Company has also received from Mr. Sunil Jain, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Except Mr. Sunil Jain and his relative, who is said to be concerned or interested in the proposed resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives, in any way, are concerned or interested, financially or otherwise in the said Resolution, set out at Item No. 6 of this Notice.

The Board upon recommendation of the Nomination and Remuneration Committee are of the view Mr. Sunil Jain's knowledge and experience will be of immense benefit and value to the Company and hence, recommends his appointment to the Members as set out at Item No. 6 of this Notice.

**Item No. 7:- To approve payment of professional fees to Mr. Sunil Jain (DIN: 00043541) and Mr. Pratik Kothari (DIN: 03550736), Non-Executive Directors of the Company.**

Section 188(1) of the Act read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 provides, inter alia, that certain contracts or arrangements entered into by a company with a related party require the prior approval of the Members by way of a resolution where the prescribed thresholds are exceeded. One of the specified transactions includes availing or rendering of services.

Further, pursuant to Regulation 17(6)(a) of the SEBI Listing Regulations, all fees or compensation payable to Non-Executive Directors, including Independent Directors, are required to be approved by the Members in general meeting, other than sitting fees payable within the limits prescribed under the applicable provisions.

Mr. Sunil Jain and Mr. Pratik Kothari are Non-Executive, Non-Independent Directors of the Company and possess substantial experience and expertise in the plastics and packaging industry. The Company has been availing and proposes to continue availing their professional and advisory expertise and services in relation to matters pertaining to the business, industry, operations, strategy and other areas where their professional knowledge and experience may be of assistance to the Company.

The proposed professional and advisory services are distinct from the functions performed by them in their capacity as Directors of the Company and are proposed to be rendered by them in their professional capacity. The Company proposes to continue the aforesaid professional arrangements with Mr. Sunil Jain and Mr. Pratik Kothari on a continuing basis, subject to the terms and conditions approved by the Members and the applicable provisions of law.

The professional fees payable to each of the aforesaid Directors shall not exceed ₹1.00 crore (Rupees One Crore only) in any financial year. The annual limit is intended to operate as the maximum monetary ceiling for each Director.

The approval sought from the Members is intended to operate as a continuing approval for the aforesaid professional arrangements and shall remain in force unless and until varied, modified, superseded, withdrawn or revoked by the Members, or until the underlying professional arrangement is discontinued or terminated. Any material modification in the nature, scope or principal terms of the arrangement or any increase in the approved monetary ceiling shall be subject to such fresh approvals as may be required under applicable law.

The proposed transactions have been placed before the Audit Committee and the Board of Directors of the Company and have been approved/recommended in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

The proposed transactions are not Material Related Party Transactions within the meaning of Regulation 23 of the SEBI Listing Regulations and are not expected to exceed the prescribed thresholds for obtaining Members' approval under the first proviso to Section 188(1) read with the applicable provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. However, as a matter of good corporate governance and with a view to ensuring transparency and seeking Members' oversight in respect of the professional services covered under Section 188(1) of the Act, the approval of the Members is being sought on a continuing basis. Further, being fees/compensation payable to Non-Executive Directors, Members' approval is also being sought pursuant to Regulation 17(6)(a) of the SEBI Listing Regulations.

The proposed professional fees are considered commensurate with the nature of professional and advisory services, experience, expertise and responsibilities involved and are considered to be in the interest of the Company.

| Sr. No. | Particulars | Mr. Sunil Jain | Mr. Pratik Kothari |
|---|---|---|---|
| 1. | Relationship | Director (Non-Executive, Non-Independent) | Director (Non-Executive, Non-Independent) |
| 2. | Nature of Transaction | Rendering of Professional Services | Rendering of Professional Services |
| 3. | Nature of Service | Professional, technical, industry and strategic advisory services relating to the plastics and packaging industry and other matters as may be determined from time to time | Professional, technical, industry and strategic advisory services relating to the plastics and packaging industry and other matters as may be determined from time to time |
| 4. | Tenure | Continuing arrangement, unless discontinued, terminated, varied, superseded or revoked | Continuing arrangement, unless discontinued, terminated, varied, superseded or revoked |
| 5. | Amount | Not Exceeding Rs. 1.00 crore per Financial Year | Not Exceeding Rs. 1.00 crore per Financial Year |
| 6. | Method of determining price/remuneration | Based on the nature, scope, expertise, time commitment and professional value of the services, subject to the approved annual ceiling | Based on the nature, scope, expertise, time commitment and professional value of the services, subject to the approved annual ceiling |
| 7. | Any advance paid/payable | Nil, unless otherwise specifically approved in accordance with applicable law | Nil, unless otherwise specifically approved in accordance with applicable law |
| 8. | Material Terms | As may be determined by the Board/ Committee within the limits and para-meters approved by the Members and applicable law | As may be determined by the Board/Committee within the limits and parameters approved by the Members and applicable law |

The Board/ Committee shall have the authority to determine the exact nature and scope of the services and the manner and periodicity of payment, provided that such determination remains within the monetary limits and principal parameters approved by the Members and is otherwise in compliance with applicable laws. The proposed transactions are on an arm's length basis and are in the ordinary course of business of the Company, to the extent applicable.

Members are further informed that, pursuant to the second proviso to Section 188(1) of the Act, no member of the Company shall vote on the resolution to approve a contract or arrangement in which such member is a related party, except to the extent an applicable statutory exemption applies.

Further, all interested persons shall abstain from voting to the extent required under the applicable provisions of the SEBI Listing Regulations.

Except Mr. Sunil Jain and Mr. Pratik Kothari and their respective relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board, after considering the recommendations of the Audit Committee and the Nomination and Remuneration Committee, is of the view that the continued engagement of Mr. Sunil Jain and Mr. Pratik Kothari for the aforesaid professional and advisory services is beneficial to the Company and accordingly recommends the Ordinary Resolution set out at Item No. 7 for approval of the Members.

**Item No. 8:- Appointment of Mrs. Hetal Bhavesh Dobariya (DIN: 11914224) as a Director (Non-Executive, Independent) of the Company**

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) of the Companies Act, 2013 and Rules framed thereunder ("the Act"), the Board of Directors of the Company at their meeting held on August 31, 2026 had appointed Mrs. Hetal Bhavesh Dobariya (DIN: 11914224) as an Additional Director (Non-Executive & Independent) of the Company to hold office for first term upto 5 (Five) consecutive years subject to approval of the shareholders.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. Hetal Bhavesh Dobariya (DIN: 11914224) for the office of Director of the Company.

Mrs. Hetal Bhavesh Dobariya (DIN: 11914224) has given a declaration to the Board of the Directors that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and Regulation 25(8) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and she is an independent of the management.

Accordingly, the Board recommends the appointment of Mrs. Hetal Bhavesh Dobariya (DIN: 11914224) as an Independent Director of the Company for a first term of 5 (five) consecutive years from September 01, 2026.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to the Notice of the AGM.

None of the directors, or key managerial personnel or their relatives, except Mrs. Hetal Bhavesh Dobariya (whose appointment is proposed in the resolution) and her relatives, are concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Therefore, the Board recommends the resolution set out at item no. 8 of the Notice of the AGM for the approval of the members as a special resolution.

Veraval (Shapar)
August 31, 2026

**By order of the Board of Directors**
**For Rajoo Engineers Limited**

**Regd. Office:-**
Rajoo Engineers Limited
[CIN: L27100GJ1986PLC009212]
Rajoo Avenue, Survey No. 210, Plot No. 1,
Industrial Area, Veraval (Shapar)
Dist: Rajkot – 360024, Gujarat
**Tel:** +91 97129 62704 / 52701
**Email ID:** compliances@rajoo.com
**Website:** www.rajoo.com

Sd/-
**Kevin Dhruve**
Company Secretary
Membership No.: F13414

## Annexure to the Notice

Details of Directors seeking appointment/re-appointment by the shareholders of the Company at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI Listing Regulations and applicable Secretarial Standard issued by the Institute of Company Secretaries of India.

| Name of Director | Khushboo Chandrakant Doshi | Utsav Kishorbhai Doshi |
|---|---|---|
| **Designation** | Managing Director | Joint Managing Director |
| **DIN** | 00025581 | 00174486 |
| **Age** | 44 Years | 40 Years |
| **Date of first appointment on the Board** | 01/01/2012 | 13/05/2016 |
| **Terms and Conditions of Appointment** | Ms. Khushboo Chandrakant Doshi shall be liable to retire by rotation as per the Companies Act, 2013. | Mr. Utsav Kishorbhai Doshi shall be liable to retire by rotation as per the Companies Act, 2013. |
| **Details of Remuneration last drawn (FY 2025-26)** | Salary, Perquisites and Allowance: Rs. 88.33 Lakh | Salary, Perquisites and Allowance : Rs. 68.83 Lakh |
| **No. of Shares held in the Company either by self or any beneficial basis for any other person** | 1,29,78,778 Equity Shares | 85,84,992 Equity Shares |
| **Disclosure of Relationships Between Directors / Key Managerial Personnel Inter-Se** | No relationship with other Directors / Key Managerial Personnel. | No relationship with other Directors / Key Managerial Personnel. |
| **Qualification** | Master's Degree in Industrial Product Design from the United Kingdom | Bachelor's Degree in Mechanical Engineering with a Masters in Polymer technology from HTW Aalen University, Germany |
| **A Brief Resume of the Director & Nature of Expertise in Specific Functional Areas;**<br><br>**(including Experience and Expertise in specific functional areas and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements, in case of appointment of Independent Director)** | Ms. Khushboo C. Doshi is Managing Director of the Company. She is a qualified architect and holds a Master's Degree in Industrial Product Design from the United Kingdom. She further, holds a Master's in Management for Entrepreneurs from IIM Ahmedabad along with a specialization in Family Businesses from IIM Bangalore. She possesses over 17 years of professional experience, including serving as the Marketing Head and Product Manager for Rajoo's foam business Her roles and responsibilities includes overseeing departments such as human resources, financial management, She also looks after the after-sales services in the Company. | Mr. Utsav K. Doshi is Joint Managing Director of the Company. He holds a Bachelor's Degree in Mechanical Engineering with a Masters in Polymer technology from HTW Aalen University, Germany. He has over 14 years of experience in both designing and operations in Rajoo Engineers Ltd. He oversees all manufacturing activities at the company and plays a key role in translating market needs into technical solutions. He has a deep understanding of manufacturing processes and plastic processing, which enables him to ensure the company's products meet high technical standards. |

| Name of Director | Khushboo Chandrakant Doshi | Utsav Kishorbhai Doshi |
|---|---|---|
| **Names of other Companies in which Directorship is held as on 31st March 2026 (listed and unlisted Indian)** | 1. Avantgarde Design Studio Private Limited.<br>2. Rajoo Bausano Extrusion Private Limited.<br>3. Prompt Financial Services Pvt Ltd.<br>4. Kohli Printing and Converting Machines Private Limited. | 1.Wonderpack Formers Private Limited.<br>2.Rajoo Bausano Extrusion Private Limited. |
| **Names of the Committees of the Board of Companies in which Membership/ Chairma-nship is held** | **Rajoo Engineers Limited:**<br>a. Risk Management Committee<br>b. Corporate Social Responsibility Committee | **Rajoo Engineers Limited:**<br>a. Risk Management Committee |
| **Names of the listed entities from which Director has resigned in the past three years** | None | None |

| Name of Director | Sunil Jain | Hetal Bhavesh Dobariya |
|---|---|---|
| **Designation** | Non-Executive<br>Non- Independent Director | Non-Executive<br>Independent Director |
| **DIN** | 00043541 | 11914224 |
| **Age** | 70 Years | 44 Years |
| **Date of first appointment on the Board** | 30/06/2002 | 01/09/2026 |
| **Terms and Conditions of Appointment** | As provided in the Item No. 6 and Item No. 7 of the Explanatory Statement to the Notice of AGM. | As provided in the Item No. 8 of the the Explanatory Statement to the Notice of AGM |
| **Details of Remuneration last drawn (FY 2025-26)** | NIL.<br><br>Further, Mr. Sunil Jain has not received any remuneration except Rs. 48.00 Lac as a professional fee for the professional services rendered by him to the Company in the capacity Executive Director of the Company. | NIL.<br><br>Further, Mrs. Hetal Bhavesh Dobariya shall not draw any remuneration from Company except sitting fees and out of pocket expenses for attending Board and Committee Meetings. |
| **No. of Shares held in the Company either by self or any beneficial basis for any other person** | 45,999 Equity Shares | None |
| **Disclosure of Relationships Between Directors/ Key Managerial Personnel Inter-Se** | No relationship with other Director / Key Managerial Personnel. | No relationship with other Directors / Key Managerial Personnel. |
| **Qualification** | Master's Degree in Industrial Product Design from the United Kingdom | Bachelor of Commerce, Bachelor of Laws (General) and (Special), Master of Commerce and Master of Laws (Human Rights and I.H.L.) |

| Name of Director | Sunil Jain | Hetal Bhavesh Dobariya |
|---|---|---|
| **Brief Resume of the Director & Nature of Expertise in Specific Functional Areas;**<br><br>**(including Experience and Expertise in specific functional areas and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements, in case of appointment of Independent Director)** | Mr. Sunil Jain is a Non – Executive, Non - Independent Director of the Company. Mr. Sunil Jain is a Mechanical Engineering graduate from BITS Pilani, India, with over 40 years of experience in the plastics and packaging industry. He has extensive expertise in business development, marketing, strategic planning, and the plastics processing machinery sector.<br><br>During his long association with Rajoo Engineers Limited, Mr. Jain has played a key role in strengthening the Company's presence in domestic and international markets, developing strategic business relationships, and contributing to its growth initiatives. He possesses deep domain knowledge of plastic extrusion and packaging machinery and has built strong relationships with customers, business partners, and industry stakeholders.<br><br>Mr. Jain currently represents Rajoo Engineers Limited as a Nominee Director on the Board of Kohli Printing and Converting Machines Private Limited, a Rajoo Group entity. He also serves as a Director on the Board of the Plastics Machinery Manufacturers Association of India (PMMAI) and represents PMMAI on the Managing Committee of Plastindia Foundation. In addition, he is a Member of the Governing Body of the Indian Institute of Packaging (IIP), an autonomous body under the Ministry of Commerce & Industry, Government of India. | Mrs. Hetal Bhavesh Dobariya is an Additional Director (Non-Executive & Independent) of our Company. She is a postgraduate in Law and Commerce and is enrolled as an Advocate with the Bar Council of Gujarat. She also holds a NISM certification in Mutual Fund Distribution. She has experience in the fields of law, education, and financial services. She has served as a Visiting Lecturer at a reputed law college and is currently associated with Vivaan FinServ as a Financial Advisor. |
| **Names of other Companies in which Directorship is held as on 31st March 2026 (listed and unlisted Indian)** | 1. Wonderpack Formers Private Limited<br>2. Plastics Machinery Manufacturers Association of India<br>3. Kohli Printing and Converting Machines Private Limited | None |

| Name of Director | Sunil Jain | Hetal Bhavesh Dobariya |
|---|---|---|
| **Names of the Committees of the Board of Companies in which Membership/ Chairmanship is held** | None | None |
| **Names of the listed entities from which Director has resigned in the past three years** | None | None |

For details regarding the number of meetings of the Board / Committees attended by the above Director(s) during the year, please refer to the Board's Report and the Corporate Governance Report forming part of this Annual Report.

RAJOO
excellence in extrusion

## RAJOO ENGINEERS LIMITED

**Registered Office :** Rajoo Avenue, Survey No. 210,
Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat
**CIN :** L27100GJ1986PLC009212, **E-mail ID :** compliances@rajoo.com,
**Contact No :** +91 97129 62704 / 52701 / 32706,
**Website :** www.rajoo.com

### ATTENDANCE SLIP

(To be presented at the entrance)

**39th Annual General Meeting - Tuesday, September 29, 2026 at 12:00 P. M.**
**Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat**

Folio No. ______________________ DP ID No.____________________ Client ID No.__________________________

Name of the Member_________________________ Signature ___________________________________________

Name of the Proxy holder_________________________ Signature_________________________________________

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

Form No. MGT - 11

**RAJOO ENGINEERS LIMITED**

**Registered Office :** Rajoo Avenue, Survey No. 210,
Plot No.1 Industrial Area, Veraval Shapar - 360024 Rajkot Gujarat
**CIN :** L27100GJ1986PLC009212, **E-mail ID :** compliances@rajoo.com,
**Contact No :** +91 97129 62704 / 52701 / 32706,
**Website :** www.rajoo.com

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|---|---|
| Name of the member (s) | : ______________________ |
| Registered Address | : ______________________ |
| E mail Id | : ______________________ |
| Folio No./Client Id | : ______________________ |
| DP ID | : ______________________ |

I/We being the member(s) holding ______________ shares of Rajoo Engineers Limited, hereby appoint :

1. Name : ______________________ Email : ______________

   Address : ______________________

   Signature : ______________________ or failing him/her

2. Name : ______________________ Email : ______________

   Address : ______________________

   Signature : ______________________ or failing him/her

3. Name : ______________________ Email : ______________

   Address : ______________________

   Signature : ______________________

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on the Tuesday, September 29, 2026 at 12:00 P. M. at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval Shapar – 360 024, Rajkot Gujarat and at any adjournment thereof in respect of the following resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below :**

| Sr. No. | Resolutions | TICK APPOPRIATELY | |
|---|---|---|---|
| | | For | Against |
| 1 | Adoption of Audited Standalone & Consolidated Financial Statements. | | |
| 2 | Declaration of Final Dividend for FY 2025-26. | | |
| 3 | Re-appointment of Ms. Khushboo Chandrakant Doshi, (DIN: 00025581), as Director, liable to retire by rotation. | | |
| 4 | Re-appointment of Mr. Utsav Kishorbhai Doshi (DIN: 00174486), as Director, liable to retire by rotation. | | |
| 5 | Ratification of Cost Auditor's Remuneration for FY 2026-27 | | |
| 6 | To appoint Mr. Sunil Jain (DIN: 00043541) as Director (Non-Executive, Non-Independent) of the Company | | |
| 7 | To approve payment of professional fees to Mr. Sunil Jain (DIN: 00043541) and Mr. Pratik Kothari (DIN: 03550736), Non-Executive Directors of the Company. | | |
| 8 | Appointment of Mrs. Hetal Bhavesh Dobariya (DIN: 11914224) as a Director (Non-Executive, Independent) of the Company. | | |

**Signed this __________ day of________________2026**

**Signature of shareholder ____________________**

**Signature of Proxy-holder__________________**

| |
|---|
| **Signature of the proxy holder(s)**<br><br>**Affix Re.1 Revenue Stamp** |

**NOTES**

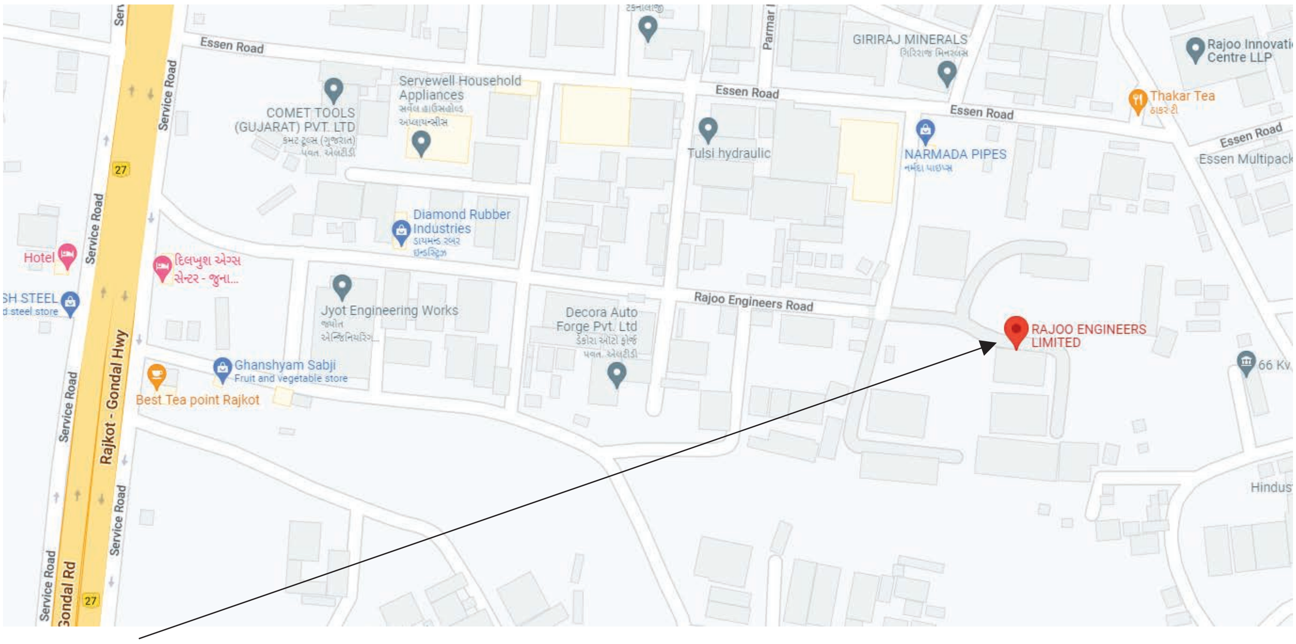
1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**2. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing proxy does not prevent a member from attending in person if he so wishes.

4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## Route Map for Venue of 39th Annual General Meeting of Rajoo Engineers Limited




**Rajoo Engineers Limited**
**Address:** Rajoo Avenue, Survey No. 210, Plot No. 1, Rajoo Engineers Road, Industrial Area, Veraval (Shapar) – 360024 Rajkot, Gujarat

**Land Mark:** Next to Essen Road and Near Narmada Pipes factory