

AGM NOTICE

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of the Company will be held on Monday, 26th September, 2016 at 11:00 a.m. at the Registered Office of the Company situated at Junagadh Road, Manavadar-362 630, Dist. Junagadh, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt Audited Balance Sheet as on 31st March 2016 and Profit & Loss Account for the year ended on that day along with the Directors' and Auditors Report thereon.
2. To approve the Interim Dividend already paid on Equity Shares for the financial year ended on 31st March, 2016.
3. To appoint M/s. M. N. Manvar & Co., Chartered Accountants, Rajkot (Firm Registration No. 106047W) as Statutory Auditors of the Company, from the conclusion of this 29th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company and to authorize the Board to fix remuneration of auditors. The retiring Auditors M/s. M. N. Manvar & Co., Chartered Accountants, Rajkot are eligible for re-appointment and has given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.
4. To appoint Director in place of Khushboo Chandrakant Doshi, (Holding DIN: 00025581) who is liable to retire by rotation and, being eligible, offers herself for reappointment.

Special Business:

5. To ratify the appointment of Cost Auditor for the Financial Year 2016-2017 by passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 40,000/- plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2017 as approved by the Board of Directors of the Company, to be paid to Messrs. Shailesh Thaker & Associates, Cost Accountants, for the conduct of the cost audit of the Company's cost records relating to 'Machinery and Mechanical Appliances' product(s)/ Service(s), be and is hereby ratified and confirmed."

6. To consider and if thought fit to pass with or without modification(s) the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made there under Mr. Laxman Rudabhai Ajagiya (DIN: 07517935), who was appointed as an Additional Director with effect from 13th May, 2016 and who holds office till the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Laxman Rudabhai Ajagiya (DIN: 07517935) as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for a period of five consecutive years from 13th May, 2016 to 12th May, 2021."

7. To consider and if thought fit to pass with or without modification(s) the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under Mr. Utsav Kishor Doshi (DIN: 00174486), who was appointed as an Additional Director with effect from 13th May, 2016 and who holds office till the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Utsav Kishor Doshi (DIN: 00174486) as a candidate for the office of the Director of the Company, be and is hereby appointed as an Executive Director of the Company."

8. To consider and if thought fit, to pass with or without modification, the following Resolution, as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded re-appointment of Mr. R. N. Doshi, as Chairman and Managing Director of the Company for a period of five years commencing from 01.07.2016 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as explanatory statement annexed to the notice.

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company is not having profits or its profits are inadequate, Managing Director shall be paid the remuneration as may be determined by the Nomination and Remuneration Committee which shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution”

9. To consider and if thought fit, to pass with or without modification, the following Resolution, as a Special Resolution:

“RESOLVED THAT in pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded re-appointment of Mr. Sunil Jain, as Whole-time Director of the Company, for a period of five years commencing from 01.07.2016 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company is not having profits or its profits are inadequate, Whole Time Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification, the following Resolution, as a Special Resolution:

“RESOLVED THAT in pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded re-appointment of Ms. Khushboo Chandrakant Doshi, as Whole-time Director of the Company, for a period of five years commencing from 01.07.2016 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

“RESOLVED FURTHER THAT where in any financial year during the currency of her tenure, the Company is not having profits or its profits are inadequate, Whole Time Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion consider necessary, appropriate and incidental thereto to give effect to this resolution including settling of any question with regard thereto and to delegate all or any of the powers herein conferred, to any Director or Directors and/or any officer or Officers of the Company to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification, the following Resolution, as a Special Resolution:

“RESOLVED THAT pursuant to Sections 94 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), the Register and Returns required to be maintained by the Company under Companies Act, 2013 will be maintained at the Company's Head Office at , Rajoo Avenue, Survey No. 210, Plot No. 1, Industrial Area, Veraval (Shapar), Rajkot -360024, Gujarat, India.”

Date: 30/05/2016
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of
Rajoo Engineers Limited

(R. N. DOSHI)
Chairman & Managing Director

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint proxy/proxies to attend and vote on a poll instead of him/her and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 percentage of the total share capital of the Company.

The instrument appointing proxy in order to be effective should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Meeting. Members/Proxies should bring the attendance slips duly filled in and PHOTO ID Proof for attending the meeting.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

2. An Explanatory Statement on the business to be transacted at the Meeting is annexed hereto.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
5. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Wednesday, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
6. (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited (formerly Intime Spectrum Registry Limited) under the signature of the Sole/First joint holder, the following information to be incorporated on dividend warrants:
 - (i) Name of the Sole/First joint holder and the Folio Number.
 - (ii) Particulars of Bank Account, viz.:
 - (a) Name of Bank
 - (b) Name of Branch
 - (c) Complete address of the Bank with Pin Code Number
 - (d) Account type, whether Savings Account (SA) or Current Account (CA)
 - (e) Bank Account Number
- (b) Members who hold shares in dematerialized form may kindly note that their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for deletion of or change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic form. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
7. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited for consolidation into a single folio.

8. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited immediately of:-
 - a) The change in the Residential status on return to India for permanent settlement.
 - b) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of Bank with Pin Code Number, if not furnished earlier.
9. Members holding shares in physical form are requested to consider converting their holding to Dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio Management.
10. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not Registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encased/claimed within seven years from the date of declaration will be transferred to Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
12. The Register of Members and Transfer Books of the Company will be closed from Friday, 16th September, 2016 to Monday, 26th September, 2016 (both the days inclusive) for the purpose of Annual General Meeting.
13. 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 29th 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 Central Depository Service Limited (CDSL):

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 23rd September, 2016 10.00 a.m and ends on 25th September, 2016, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 19th September, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user then follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for Rajoo Engineers Limited on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.

(x) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xiii) M. N. Manvar, Proprietor of M. N. Manvar & Co, Practising Chartered Accountant (Membership No. 036292) Rajkot, has been appointed as the Scrutiniser to scrutinize the 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:

| | | |
|--|---|--|
| Company | : | Rajoo Engineers Limited |
| Registrar & Transfer Agent Ahmedabad Office | : | Link Intime India Pvt. Ltd 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad-380009 |
| E- Voting Agency | : | Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com |
| Scrutinizer | : | Mr. M. N. Manvar, Proprietor of M. N. Manvar & Co, Practising Chartered Accountants, Rajkot. Email: ca.mnmanvar@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 three days of conclusion of the meeting, 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 immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) where the shares of the Company are listed.

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 10 of the accompanying Notice:

Item No.5

A Proposal for appointment of Cost Auditor for the Financial Year 2016- 17 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Shailesh Thaker & Associates, Cost Accountant, Ahmedabad as Cost Auditor.

Certificate dated 12.04.2016 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M. and shall also be available at the Meeting.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Item No. 6

The Board of Directors, at its meeting held on 13th May, 2016, appointed Mr. Laxman Rudabhai Ajagiya as an Additional Director of the Company with effect from 13th May, 2016 pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Laxman Rudabhai Ajagiya will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the Candidature of Mr. Laxman Rudabhai Ajagiya for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Laxman Rudabhai Ajagiya (i) consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in term of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section 2 of the Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the Members for the appointment of Mr. Laxman Rudabhai Ajagiya as an Independent Director of the Company for a period up to 25th September, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Laxman Rudabhai Ajagiya, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013, and the Rules made thereunder and he is Independent of the Management. A Copy of the draft letter for the appointed of Mr. Laxman Rudabhai Ajagiya as an Independent Director setting terms and conditions is available for inspection by the Members at the Company's registered office during normal business hours on working days up to date of the AGM.

No Director, Key Managerial Personnel or their relatives except Mr. Laxman Rudabhai Ajagiya, to whom resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth Item No.6 for the approval of the members.

Item No.7

The Board of Directors, at its meeting held on 13th May, 2016, appointed Mr. Utsav Kishor Doshi as an Additional Director of the Company with effect from 13th May, 2016 pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Utsav Kishor Doshi will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the Candidature of Mr. Utsav Kishor Doshi for the office of Executive Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Utsav Kishor Doshi (i) consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR 8 in term of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section 2 of the Section 164 of the Companies Act, 2013,

The resolution seeks the approval of the Members for the appointment of Mr. Utsav Kishor Doshi as an Executive Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

A summary of the material terms and conditions relating to appointment of Mr. Utsav Doshi as Executive Director are as follows:

Term: for a period of Five years from 01.07.2016 to 30.06.2021

Remuneration w.e.f 01.07.2016 for period of three years:

Salary

Rs. 2,11,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, conveyance allowance and leave travel allowance.

Further, Mr. Utsav Kishor Doshi, shall also be entitled to

- i) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- iv) Encashment of un-availed leaves as per Rules of the Company.

No Director, Key Managerial Personnel or their relatives except Mr. Utsav Kishor Doshi, to whom resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth Item No.7 for the approval of the members.

Item No. 8, 9 & 10

Re-appointment of Mr. R. N. Doshi as Chairman & Managing Director:

Taking into consideration of the valuable services rendered by Mr. R. N. Doshi during the past 30 years for the growth of the company and subject to the approval of the members of the Company in General Meeting and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 01.07.2016 had re-appointed Mr. R. N. Doshi as Chairman & Managing Director of the Company for a period of five (5) years from 01.07.2016 to 30.06.2021 on the terms and conditions set out in the draft agreement to be entered into with him.

A summary of the material terms and conditions relating to appointment of R. N. Doshi as Chairman and Managing Director are as follows:

Term: for a period of Five years from 01.07.2016 to 30.06.2021

Remuneration w.e.f 01.07.2016 for period of three years:

Salary

Rs. 5,00,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, and conveyance allowance and leave travel allowance.

Further, Mr. Rajesh N. Doshi, shall also be entitled to

- i) Medical reimbursement of Self and family members of the actual amount incurred.
- ii) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- iii) Contribution towards Gratuity fund and benefits payable as per rules.
- iv) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- v) Encashment of un-availed leaves as per Rules of the Company.
- vi) Reimbursement of Travel Expenses of Self and family members.
- vii) Reimbursement of electricity expenses of residence.

The re-appointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of the Government of India is not required.

Except Mr. Rajesh N. Doshi being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

Re-appointment of Mr. Sunil Jain as Whole Time Director:

The Board of Directors at their meeting held on 01.07.2016 have, subject to the approval of the Shareholders, re-appointed Mr. Sunil Jain as Whole-time Director of the Company with effect from 01.07.2016 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein.

While re-appointing Mr. Sunil Jain as Whole-time Director of the Company, the Board of Directors considered his contribution in the overall progress of the Company. The Company during the year has achieved remarkable turnover crossing 100 crore. Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders.

A summary of the material terms and conditions relating to appointment of Mr. Sunil Jain as Whole Time Director are as follows:

Term: for a period of Five years from 01.07.2016 to 30.06.2021

Remuneration w.e.f 01.07.2016 for period of three years:

Salary

Rs.3,30,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, conveyance allowance and leave travel allowance.

Further, Sunil B. Jain, shall also be entitled to

- i) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Reimbursement of driver's Salary.
- iv) Encashment of un-availed leaves as per Rules of the Company.

Except Mr. Sunil B. Jain, being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

Re-appointment of Ms. Khushboo Chandrakant Doshi as Whole Time Director:

The Board of Directors at their meeting held on 01.07.2016 have, subject to the approval of the Shareholders, re-appointed Ms. Khushboo Chandrakant Doshi as Whole-time Director of the Company with effect from 01.07.2016 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein.

While re-appointing Ms. Khushboo Chandrakant Doshi as Whole-time Director of the Company, the Board of Directors considered her contribution in the overall progress of the Company. The Company during the year has achieved remarkable turnover crossing 100 crore. Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad.

The Board is of the opinion that her services should continue to be available to the Company to achieve still greater heights, by re-appointing her as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders.

A summary of the material terms and conditions relating to appointment of Ms. Khushboo Chandrakant Doshi as Whole Time Director are as follows:

Term: for a period of Five years from 01.07.2016 to 30.06.2021

Remuneration w.e.f 01.07.2016 for period of three years:

Salary

Rs. 2,51,000/- per month including all allowances and benefits such as medical allowance, housing allowance, transport allowance, food coupon, uniform allowance, special allowance, conveyance allowance and leave travel allowance.

Further, Ms. Khushboo C. Doshi, shall also be entitled to

- i) Contribution towards Provident fund up to 12% of basic salary or such other percentage as may be prescribed under the Rules of the respective funds.
- ii) Contribution towards Gratuity fund and benefits payable as per rules.
- iii) Use of Company Car along with facility of driver and reimbursement of maintenance expenses of car.
- iv) Encashment of un-availed leaves as per Rules of the Company.

Except Ms. Khushboo Chandrakant Doshi being proposed beneficiary, no other Director of the Company, is connected or interested in this resolution.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information

| | |
|---|---|
| Nature of Industry | Manufacturer of Plastic Extrusion Machinery |
| Date or expected date of commencement of Commercial production | The Company commenced business on 8th December, 1986. |
| In case of new companies, expected date of commencement of the activities as per project approved by the financial institutions appearing in the prospectus | Not Applicable. |
| Financial performance based on given indicators | The details of financial performance of the Company for the years 2014-15 and 2015-16 are provided in the Annual Report 2016 which accompanies this Notice. |
| Foreign Investments or collaborations, if any | <p>Company has a 49:51 joint venture with Bausano Holdings SRL, Italy under the name of Rajoo Bausano Extrusion Private Limited to manufacture and market pipe and profile extrusion lines including for wood composite profiles in India, with a special emphasis on Africa, Gulf and SAARC markets.</p> <p>Foreign investors, mainly comprising NRIs, and Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases.</p> <p>The Company has no subsidiaries as on 31.03.2016</p> |

II. Information about the appointees

| | R. N. Doshi | Sunil Jain | Khushboo Doshi |
|---|---|--|--|
| Background details | 32 years of technical experience to convert market requirements in to technical layout, and having thorough knowledge in manufacturing and Plastic Processing, which will be a great asset to the Company. | Sunil Jain has vast experience in the field of flexible packaging and international marketing. | Initially started as head MarCom now looking after MarCom, HR, Customer Care, Trial & Testing and Accounts & Finance. |
| | Detailed information of appointees are provided below in head-Details of Directors seeking reappointment and Directors whose remuneration is proposed to be increased. | | |
| Past Remuneration | Remuneration drawn by R. N. Doshi, Sunil Jain & Khushboo Doshi during the Financial Year ended 31st March, 2016 has been mentioned in the Report of Board of Directors on Corporate Governance. | | |
| Job Profile and his/her suitability. | Rajesh N. Doshi Responsible for the overall operations including production, new developments and services, is the co-founder of this company. He has more than 30 years of experience in plastic processing, machinery manufacturing, engineering and product innovation and development. He is adept in selection of world class inputs for our products, cost reduction and inventory control to ensure our continued competitiveness. His extensive management experience includes several start-ups, plant installations and significant processing improvements in record time. | Overall marketing, business development, diversification and growth strategies at the corporate level are the responsibilities of Sunil B. Jain. He has more than 30 years of experience in the flexible packaging industry and plastic extrusion machinery industry. He has successfully developed key relationships with our esteemed customers and overseas partners. Prior to joining Rajoo, he worked with various flexible packaging conversion Units, holding various senior managerial and technical positions. He is a graduate in Mechanical Engineering from BITS (Pilani), a reputed institute of India. | Khushboo Chandrakant Doshi has cross functional expertise in marketing, corporate branding, PR and Communications strategy. As a Product Manager of Rajoo's foam business, she was responsible for introducing this concept for the Company and co-ordinating with the collaborators - Commodore of US. At Rajoo, she is also responsible for human capital management, financial management and most important, after-sales-service. As Director of the Company, Khushboo Doshi is an integral part of the senior management that is leading the company in the next phase of expansion in the global market. |
| Recognition or awards | Nil | | |
| Remuneration proposed | Details of proposed remuneration are presented in the explanatory statement under Section 102 of the Companies Act, 2013 in the forgoing pages | | |
| Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person. | The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of MD/WTD levels of similar sized Plastic Extrusion machine manufacturing Companies in India. | | |
| Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any. | Except for the proposed remuneration and their Shareholding in the Company, R. N. Doshi, Sunil Jain & Khushboo Chandrakant Doshi does not have any pecuniary relationship with the Company or with any Managerial personnel. | | |

III. Other Information

| | |
|---|--|
| Reason for loss or inadequate profits | Skill set and experience of our directors is higher due to competitive market condition in Plastic Industry. |
| Steps taken or proposed to be taken for improvement | The company is setting up in house R & D Centre in order to develop new products for better realization. |
| Expected increase in productivity and profits in measurable terms | It is expected that the profit will be increased by at least 10%. |

IV. Disclosure

As required, the information is provided under Corporate Governance Section of Annual Report 2016.

The Directors recommend the Resolution set in Item No. 8, 9 & 10 for approval of Shareholders by way of Special Resolution.

Item No. 11

At present the Registers and Returns under various provisions of the Companies act are required to be maintained at the Register Office of the Company. In terms of the provisions to Section 94 and Rule 5(2) of the Companies (Management and Administration) Rules, 2014, the Register and returns required to be maintained at the registered office can be maintained at any place in India, which more than one-tenth of total Members reside, if so authorized by way of Special Resolution. It is proposed to maintain these Register and Returns at the Company's Head office at Rajoo Avenue, Survey No. 210, Plot No. 1, Industrial Area, Veraval (Shapar), Rajkot -360024, since more than 10% of Members reside in Rajkot which needs the approval of Members by way of Special Resolution. Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

Date: 30/05/2016
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of
Rajoo Engineers Limited

(R. N. DOSHI)
Chairman & Managing Director

Details of Directors seeking reappointment and Directors whose remuneration is proposed to be increased.

| | |
|---|--|
| Director's Name | Mr. Rajesh N. Doshi |
| DIN No. | 00026140 |
| Date of Birth | 07-03-1961 |
| Date of Appointment | 09-12-1986 |
| Qualification | B.Sc. |
| Experience in specific functional area | 33 years of technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing, which will be a great asset to the company |
| Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.) | Rajoo Cotex Limited |
| Membership /Chairmanship of Committees Indian Companies(excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.) | Nil |
| Number of shares held in the Company | 2940200 |

| | |
|---|---|
| Director's Name | Mr. Sunil B Jain |
| DIN No. | 00043541 |
| Date of Birth | 25-12-1955 |
| Date of Appointment | 30-06-2002 |
| Qualification | B. E Honours (Mechanical) |
| Experience in specific functional area | Mr Jain has vast experience in the field of flexible packaging and international marketing. |
| Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.) | - Rajoo Bausano Extrusion Private Limited - Plastic Machinery Manufacturers Association of India - Wonderpack Formers Private Limited |
| Membership /Chairmanship of Committees Indian Companies(excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.) | Nil |
| Number of shares held in the Company | 17100 |

Director's Name Ms. Khushboo C. Doshi

| | |
|---|---|
| DIN No. | 00025581 |
| Date of Birth | 24-07-1982 |
| Date of Appointment | 01-01-2012 |
| Qualification | B.Arch, M.I.P.D. & D.F.B.M. |
| Experience in specific functional area | Initially started as head MarCom now looking after MarCom, HR, Customer Care, Trial & Testing and IT matters. |
| Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.) | Avantgarde Design Studio Pvt. Ltd. |
| Membership /Chairmanship of Committees Indian Companies(excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.) | Nil |
| Number of Shares held in the Company | 4867042 |

Director's Name Mr. Utsav Kishor Doshi

| | |
|---|--|
| DIN No. | 00174486 |
| Date of Birth | 25-12-1985 |
| Date of Appointment | 13-05-2016 |
| Qualification | B. E. in Mechanical |
| Experience in specific functional area | He has technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing. |
| Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.) | - Rajoo Bausano Extrusion Private Limited - Wonderpack Formers Private Limited |
| Membership /Chairmanship of Committees Indian Companies(excluding Membership / Chairmanship of any Committee of Board of Rajoo Engineers Ltd.) | Nil |
| Number of Shares held in the Company | 2299372 |

Director's Name

Mr. Laxman Rudabhai Ajagiya

DIN No.

07517935

Date of Birth

24-08-1951

Date of Appointment

13-05-2016

Qualification

B.Com.

Experience in specific functional area

Being ex-banker, he is having a vast experience in the field of finance, taxation and auditing.

Directorship held in other Indian Companies
(excluding Directorship in Rajoo Engineers Ltd.)

Nil

Membership /Chairmanship of Committees Indian
Companies(excluding Membership /
Chairmanship of any Committee of Board of
Rajoo Engineers Ltd.)

Nil

Number of shares held in the Company

Nil

Date: 30/05/2016
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of
Rajoo Engineers Limited

(R. N. DOSHI)
Chairman & Managing Director