CS Nirav Vekariya
FCS, B.Com.
Practicing Company Secretary

FORM No. MGT-13

Report of Scrutinizer(s) - Combined

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Annual General Meeting of the Equity Shareholders of
M/s. Rajoo Engineers Limited Held on 27th September, 2025 at
Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area,
Veraval (Shapar) Dist- Rajkot – 360024 Gujarat – India.

Dear Sir,

I CS Nirav D. Vekariya, Practicing Company Secretary, Rajkot, appointed as Scrutinizer by the Board of Directors of M/s. Rajoo Engineers Limited in their meeting held on 29th August, 2025 for the purpose of the scrutinizing remote e-voting process and voting at Annual General Meeting (AGM) as per Section 108 and 109 of the Companies Act, 2013 and read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 as amended from time to time and Secretarial Standard -2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution(s) set out in the notice dated 29th August, 2025 convening the Annual General meeting of the Equity Shareholders of Rajoo Engineers Limited, held on 27th September, 2025 at Rajoo Avenue, Survey No. 210, Plot No.1 Industrial Area, Veraval (Shapar) Dist. Rajkot – 360024 Gujarat – India, in a fair and transparent manner. I hereby submit my report as under in respect of the resolutions specified in Annexure A.

Responsibility of the Management of the company:

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

My responsibility as Scrutinizer:

My responsibility, as a scrutinizer for the e-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions set out in the notice convening Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company for providing e-voting facilities and also at the time of poll at the Annual General Meeting.

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1. The Company completed dispatch of notice(s), forms/or electronic notice on Tuesday, 02nd September, 2025 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL as on the cutoff date decided by the board i.e. 29th August, 2025 and the notice is sent to its members through email whose email id is registered with the company, Registrar & Transfer Agent (RTA) and depository (ies) and also sent in physical mode to the shareholders who had requested for the same.

2. The Company has provided e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company. Further I am also duly registered with the National Securities Depository Limited (NSDL) as a Scrutinizer and the Members opting for e-voting facility, had casted their votes on the designated website https://eservices.nsdl.com.

3. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in —Financial Express (English Language Newspaper), Financial Express (Regional Gujarati Language Newspaper) and The Indian Express (English Language Newspaper) on Wednesday, 03rd September, 2025, informing about the completion of dispatch/electronic transmission of notices, to the Members along with other related matters mentioned therein.

4. I had monitored the process of voting through physical poll and electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.

5. The electronic ballots were maintained by NSDL in electronic registry.

6. I had downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting.

7. The e-voting period commenced on Wednesday, September 24, 2025, at 09:00 A.M. (IST) and ends on Friday, September 26, 2025, at 5:00 P.M (IST).

8. All related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.

9. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of www.evoting.nsdl.com.

10. The Votes on e-voting were unblocked on 27th September, 2025, at time 5.49 p.m. in the presence of two witnesses, Ms. Vora Vishakha Rajeshkumar, Residing at Rajkot, (Gujarat) India. AND Mr. Tushar Vasantbhai Sakhiya, Residing at Jasdan, Dist. Rajkot (Gujarat) India who have signed below and they are not in employment of the Company and who acted as witnesses at the time of unblocking and downloading of e-voting results, as prescribed in Sub Rule 4(xii) of the said Rule 20.

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Witness-1: Ms. Vora Vishakha Rajeshkumar

Witness-2: Mr. Tushar Vasantbhai Sakhiya

11. My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.

12. Text of the Resolution is annexed herewith as **"Annexure-A"**.

13. I now submit my consolidated Report as under on the result of the remote e-voting and voting conducted through ballot paper at the Annual General Meeting in respect of the said resolutions.

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RESOLUTION NO. 1:
Adoption of Audited Standalone Financial Statements.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	88	108913992	99.81%
Voting through Polling paper	22	210501	0.19%
Total	110	109124493	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	400	0.00%
Voting through Polling paper	0	0	0.00%
Total	2	400	0.00%

(iii) INVALID VOTES:

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

Result: Resolution No. 1 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Ordinary Resolution.

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RESOLUTION NO. 2:
Adoption of Audited Consolidated Financial Statements

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	89	108914062	99.81%
Voting through Polling paper	22	210501	0.19%
Total	111	109124563	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	400	0.00%
Voting through Polling paper	0	0	0.00%
Total	2	400	0.00%

(iii) INVALID VOTES:

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

Result: Resolution No. 2 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Ordinary Resolution.

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RESOLUTION NO. 3:
Declaration of Final Dividend for FY 2024-25

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	89	81945439	99.61%
Voting through Polling paper	22	210501	0.19%
Total	111	109124563	100%

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	400	0.00%
Voting through Polling paper	0	0	0.00%
Total	2	400	0.00%

(iii) **INVALID VOTES:**

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

Result: Resolution No. 3 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Ordinary Resolution.

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RESOLUTION NO. 4:
Appointment of Mr. Rajesh Nanalal Doshi (DIN: 00026140) as Director, liable to retire by rotation

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	84	108899747	99.79%
Voting through Polling paper	22	210501	0.19%
Total	106	109124963	99.99%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	14715	0.01%
Voting through Polling paper	0	0	0.00%
Total	7	14715	0.00%

(iii) INVALID VOTES:

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

Result: Resolution No. 4 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Ordinary Resolution.

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RESOLUTION NO. 5:
Appointment of Mr. Sunil Jain (DIN: 00043541) as Director, liable to retire by rotation

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	84	108899747	99.79%
Voting through Polling paper	22	210501	0.19%
Total	106	109110248	99.99%

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	14715	0.01%
Voting through Polling paper	0	0	0.00%
Total	7	14715	0.01%

(iii) **INVALID VOTES:**

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

Result: Resolution No. 5 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Ordinary Resolution.

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RESOLUTION NO. 6:
Ratification of Cost Auditor's Remuneration for FY 2025-26.

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	87	108913549	99.81%
Voting through Polling paper	22	210501	0.19%
Total	109	109124050	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	913	0.00%
Voting through Polling paper	0	0	0.00%
Total	4	913	0.00%

(iii) INVALID VOTES:

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

Result: Resolution No. 6 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Ordinary Resolution.

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RESOLUTION NO. 7:

To appoint CS Nirav D. Vekariya, Practising Company Secretary (Membership No. F11660, CP No. 17709) as Secretarial Auditors of the Company for a term of five consecutive years from financial year 2025-26:

(i) VOTED IN FAVOR OF THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	87	108913549	99.81%
Voting through Polling paper	22	210501	0.19%
Total	109	109124050	100%

(ii) VOTED AGAINST THE RESOLUTION:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	913	0.00%
Voting through Polling paper	0	0	0.00%
Total	4	913	0.00%

(iii) INVALID VOTES:

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

Result: Resolution No. 7 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Ordinary Resolution.

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RESOLUTION NO. 8:
Authorisation under Section 186 of the Companies Act, 2013 for loans, guarantees securities and investments exceeding prescribed limits:

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	85	108913446	99.81%
Voting through Polling paper	22	210501	0.19%
Total	107	109123947	100%

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	1013	0.00%
Voting through Polling paper	0	0	0.00%
Total	5	1013	0.00%

(iii) **INVALID VOTES:**

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

Result: Resolution No. 8 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Special Resolution.

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RESOLUTION NO. 9:
Increase in the overall limit of remuneration payable to Directors under Section 197 of the Companies Act, 2013.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	78	108899547	90.80%
Voting through Polling paper	22	210501	0.19%
Total	100	109110048	99.99%

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	14912	0.01%
Voting through Polling paper	0	0	0.00%
Total	12	14912	0.01%

(iii) **INVALID VOTES:**

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

Result: Resolution No. 9 contained in the Notice of Annual General Meeting of The Company dated 29th August, 2025 has been passed as Special Resolution.

DOSHI KHUSHBOO CHANDRAKANT
Digitally signed by DOSHI KHUSHBOO CHANDRAKANT
Date: 2025.09.28 17:55:42 +05'30'

CS NIRAV D. VEKARIYA
Practicing Company Secretary
FCS NO. 11660 C. P. NO. 17709
Peer Review Certificate No. 2442/2022
UDIN: F011660G001374549

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

Date: 28/09/2025
Place: Rajkot

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"ANNEXURE –A "

(TEXT OF RESOLUTION)

Resolution No: 1	**Adoption of Audited Standalone Financial Statements**
	"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
Resolution No: 2	**Adoption of Audited Consolidated Financial Statements**
	"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and Reports of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
Resolution No: 3	**Declaration of Dividend**
	"RESOLVED THAT, pursuant to Section 123 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder including any statutory modification or re-enactment thereto, a final dividend of Rs. 0.15/- [15%] per share of face value of Rs. 1/- each, for the financial year ended March 31, 2025 on 12,30,09,148 equity shares of the Company aggregating to Rs. 2,68,01,293.95/- (Rupees Two Crore Sixty Eight Lakh One Thousand Two Hundred Ninety Three and Ninety Five Paisa) as recommended by the Board of Directors of the Company be and is hereby declared and that said dividend be distributed out of profits of the Company for the year ended March 31, 2025."
Resolution No: 4	**Appointment of Director, liable to retire by rotation**
	"RESOLVED THAT, pursuant to the Section 152 and other applicable provisions, if any of the companies Act 2013, read with relevant rules made there under including any statutory modification or re-enactment thereto, Mr. Rajesh Nanalal Doshi (DIN: 00026140), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby appointed as a Director of the company liable to retirement by rotation."
Resolution No: 5	**Appointment of Director, liable to retire by rotation**
	"RESOLVED THAT, pursuant to the Section 152 and other applicable provisions, if any of the companies Act 2013, read with relevant rules made there under including any statutory modification or re-enactment thereto, Mr. Sunil Jain (DIN: 00043541), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby appointed as a Director of the company liable to retirement by rotation."

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Resolution No: 6	**Ratification of Cost Auditor's Remuneration for FY 2025-26**
	"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of 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 2025–26, 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."
Resolution No: 7	**To appoint CS Nirav D. Vekariya, Practising Company Secretary (Membership No. F11660, CP No. 17709) as Secretarial Auditors of the Company for a term of five consecutive years from financial year 2025 - 26**
	"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant circulars issued by SEBI, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of CS Nirav D. Vekariya, Practicing Company Secretary (Membership No. F11660, CP No. 17709), as the Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 43rd Annual General Meeting to be held in the year 2030, to conduct secretarial audit for the financial years 2025–26 to 2029–30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company (including its committees thereof), in consultation with the Secretarial Auditors; **RESOLVED FURTHER THAT** to give effect to the above resolution, the Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things, in this regard."

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Resolution No: 8	**Authorisation under Section 186 of the Companies Act, 2013 for loans, guarantees securities and investments exceeding prescribed limits:**
	"RESOLVED THAT in supersession of the special resolution passed by the members of the Company at their meeting held on September 27, 2024, and pursuant to the provisions of Section 186 (3) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Articles of Association of the Company and such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee constituted by the Board or any person (s) authorized by the Board in this behalf) to make investments, whether by way of subscription, purchase or otherwise, in the securities of any other body corporate; give loans to any person or other body corporate; give any guarantee or provide any security in connection with a loan to any person or other body corporate, whether in India or outside India, from time to time, in one or more tranches, as may be deemed appropriate by the Board, for an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores only), notwithstanding that such investments, loans, guarantees or securities, together with the Company's existing investments, loans, guarantees or securities, may exceed the limits prescribed under Section 186 (3) of the Companies Act, 2013, i.e., sixty percent of the Company's paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher." **RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the terms and conditions of such investments, loans, guarantees, or securities, and to take such steps as may be necessary or desirable in this regard, and to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, proper or desirable, including finalizing the terms and conditions, executing necessary documents, and dealing with all matters connected therewith and incidental thereto."
Resolution No: 9	**Increase in the overall limit of remuneration payable to Directors under Section 197 of the Companies Act, 2013:**
	"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions, and sanctions as may be required, consent of the members of the Company be and is hereby accorded to increase the overall maximum limit of

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	remuneration payable to all the directors (including Managing Director and Joint Managing Director,), in any financial year, to 21% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, or such other limit as may be prescribed or approved from time to time, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 (1) of the said Act. **RESOLVED FURTHER THAT** to give effect to the above resolution, the Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things, in this regard."

CS Nirav D. Vekariya * Practising Company Secretary * FCS 11660 CP NO 17709

CS NIRAV D. VEKARIYA
Practicing Company Secretary
FCS NO. 11660 C. P. NO. 17709
Peer Review Certificate No. 2442/2022
UDIN: F011660G001374549

Date: 28/09/2025
Place: Rajkot

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