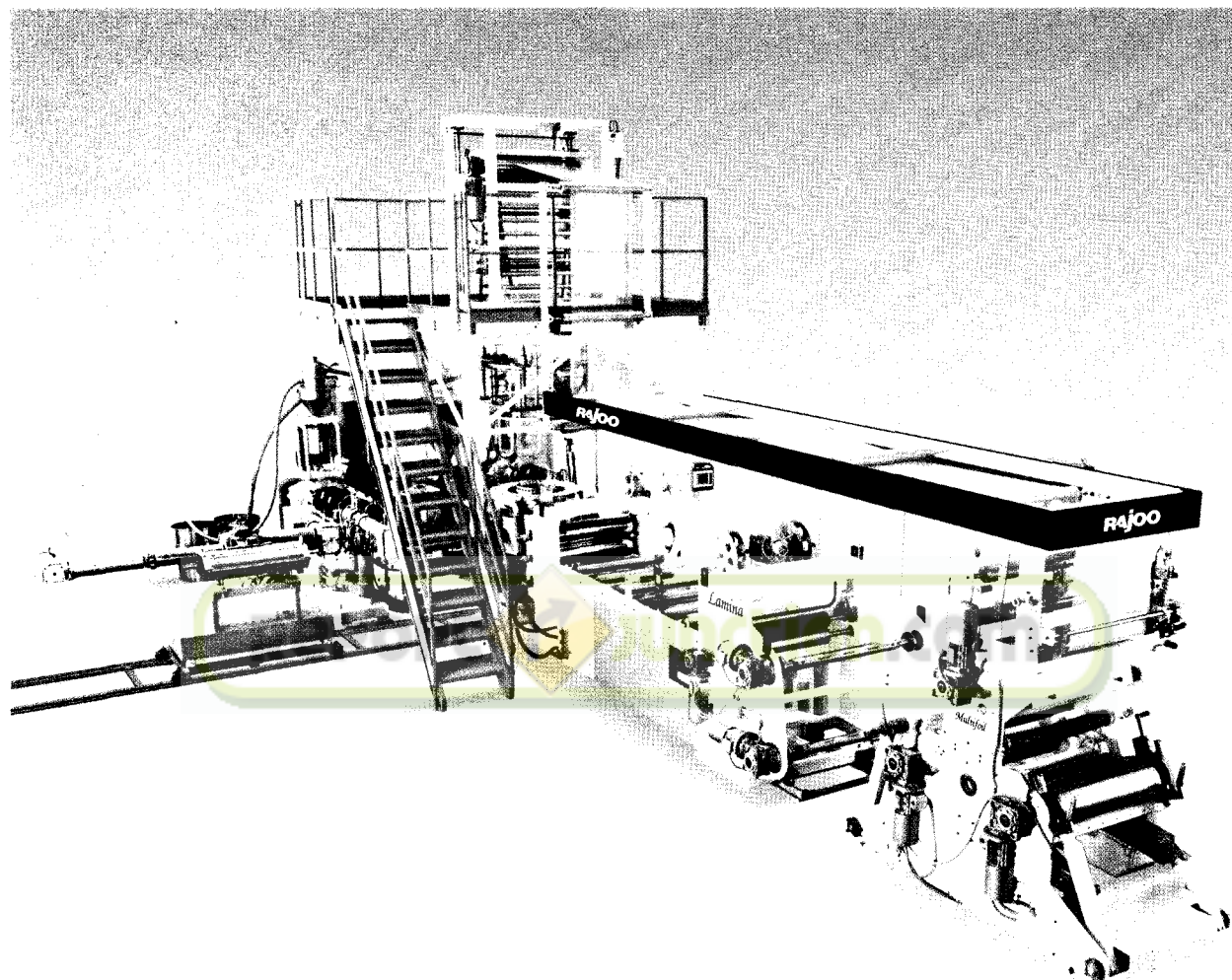


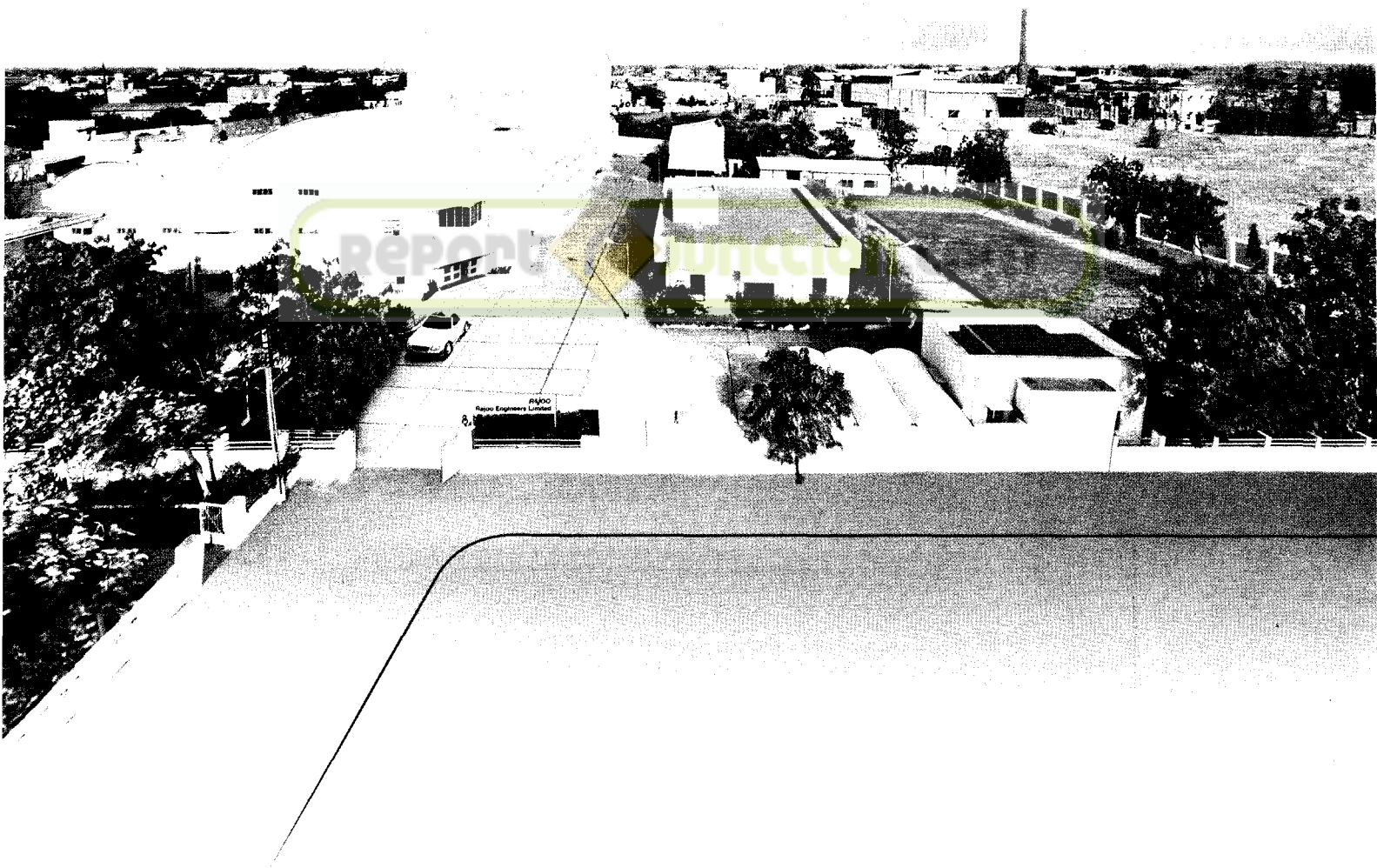
Rajoo



An Innovative Barrier Sheet Cum Blown Film Line From
Rajoo - The Chosen Supplier To India's Polymer Giant Reliance

21st ANNUAL REPORT : 2007-2008

E X C E L L E N C E I N E X T R U S I O N



Rajoo Engineers Limited

TWENTY FIRST ANNUAL REPORT
2007-2008



Admn. & Mktg. Office :
Survey No.210, Plot No. 1,
Industrial Area, Veraval (Shapar),
Dist. : Rajkot - 360 002.(Gujarat)
Phone : (02827) 252701-2-3-4-5-6-7
Fax : (02827) 252700
E-mail : rel@rajoo.com

Regd. Office :
Junagadh Road, Manavadar-362 630.
Dist. : Junagadh (Gujarat)
Phone : (02874) 221175-221176
Fax : (02874) 221326
E-mail : relmvr@rajoo.com

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21ST ANNUAL GENERAL MEETING

Date : 24th September 2008
 Day : Wednesday
 Time : 11:00 A.M.
 Venue : Registered Office
 Junagadh Road,
 Manavadar - 362 630
 Dist. : Junagadh. (Gujarat)

BOARD OF DIRECTORS:
Executive Directors

Mr. Chandrakant N. Doshi
Chairman & Managing Director

Mr. Rajesh N. Doshi
Joint Managing Director

Mr. Jayantilal P. Aghera
Whole Time Director

Mr. Khimjibhai P. Aghera
Whole Time Director

Mr. Sunil B. Jain
Executive Director- International Operation

Non Executive Directors

Mr. Ramesh A. Shah
Director

Mr. Mahasukh S. Mehta
Director

Mr. Kishor R. Doshi
Director

Mr. Manharlal V. Kamdar
Director

BANKERS

: **State Bank of Saurashtra,**
Manavadar-362 630. (Gujarat)

STATUTORY AUDITORS

: **M N Manvar & Co.,**
Chartered Accountants,
504-Star Plaza, Nr. Circuit House,
Phulchhab Chowk, Rajkot-360 001.

SECRETARIAL CONSULTANTS

: **M/s MJP Associates**
Practicing Company Secretaries
707, Star Plaza, Phulchhab Chowk
Rajkot-360 001.

REGISTERED OFFICE

: Junagadh Road, Manavadar-362 630
Dist. Junagadh. (Gujarat)

WORKS

- : 1. Survey No. 210, Plot No. 1,
Industrial Area, Veraval (Shapar)
Dist. Rajkot - 360 002. (Gujarat)
- 2. Junagadh Road,
Manavadar -362 630
Dist. Junagadh (Gujarat)

FINANCIAL HIGHLIGHTS

Rs.in lacs

2007-2008 2006-2007 2005-2006 2004-2005 2003-2004
OPERATING RESULTS

Sales & Other Income	4397.70	4045.71	3298.04	3143.26	2958.04
Profit before depreciation & Interest	450.99	387.12	332.32	286.50	225.77
Profit before tax (PBT)	372.95	300.24	256.25	205.90	148.59
Profit after tax (PAT)	215.36	155.58	150.30	117.78	93.77
Retained earnings	150.66	93.70	94.84	68.49	50.63
Earning per share (EPS) (Rs.)	6.99	5.05	4.88	3.82	3.04
Dividend % p.a.	21 %	20%	18%	16 %	14 %

FINANCIAL SUMMARY

Assets Employed :					
Fixed Assets (Net)	754.59	676.37	582.84	494.64	525.96
Working Capital (Net)	1349.43	1071.41	757.62	646.67	568.05
Capital Employed	2146.67	1788.94	1381.61	1182.46	1135.16

FINANCED BY

Share Capital	308.10	308.10	308.10	308.10	308.10
Reserves	686.10	535.44	441.74	346.90	278.41
Total Shareholders Funds	994.20	843.54	749.84	655.00	586.51
Borrowings	1152.48	945.40	631.77	527.46	548.65
Debts Equity	0.84:1	1.12:1	0.84 : 1	0.80:1	0.94 : 1

OTHERS

Book Value per Share (Rs.)	32.27	27.38	24.34	21.26	19.04
Gross Fixed Assets	1300.99	1155.61	996.74	849.59	843.18

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Members of the Company will be held on Wednesday, 24th September, 2008 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 2008 and Profit & Loss Account for the year ended on that day, along with the Directors' and Auditors Report thereon.
2. To declare final dividend.
3. To appoint Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
4. To appoint Director in place of Mr. J. P. Aghera, who is liable to retire by rotation and being eligible, offers himself for reappointment.
5. To appoint Director in place of Mr. Ramesh A. Shah, who is liable to retire by rotation and being eligible, offers himself for reappointment.
6. To appoint Director in place of Mr. Mahasukh S. Mehta, who is liable to retire by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

7. To pass, with or without modification, the following Resolution, as Special Resolution:

"RESOLVED THAT in accordance with provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII to the Companies Act, 1956, as well as in accordance with provisions as contained in the Memorandum and Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Chandrakant N. Doshi, Chairman & Managing Director of the Company w.e.f. 1st April, 2007, on following terms and conditions:

SALARY:

Rs. 2.00,054/- per month with authority to the Board of Directors to increase the same from time to time in accordance with limits specified in Schedule XIII to the Companies Act, 1956, as amended from time to time.

ADDITIONAL BENEFITS & PERQUISITES:

In addition to above, Mr. C. N. Doshi, shall also be entitled to following perquisites/ benefits:

- (i) Medical reimbursement for self and family members for 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's Car along with facility of Driver and reimbursement of maintenance expenses of car.
- (v) Encashment of unavailed leave as per Rules of the Company.
- (vi) Reimbursement of electricity expenses at residence.

"RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. C. N. Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule XIII to the Companies Act, 1956".

8. To pass, with or without modification, the following Resolution, as Special Resolution:

"RESOLVED THAT in accordance with provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII to the Companies Act, 1956, as well as in accordance with provisions as contained in the Memorandum and Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Rajesh N. Doshi, Joint Managing Director of the Company w.e.f. 1st April, 2007, on following terms and conditions

SALARY:

Rs. 1,50,196/- per month with authority to the Board of Directors to increase the same from time to time in accordance with limits specified in Schedule XIII to the Companies Act, 1956, as amended from time to time.

In addition to above, Mr. R. N. Doshi, shall also be entitled to following perquisites/ benefits:

- (i) Medical reimbursement for self and family members for 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's Car along with facility of Driver and reimbursement of maintenance expenses of car.
- (v) Encashment of unavailed leave as per Rules of the Company.
- (vi) Reimbursement of electricity expenses at residence.

"RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Rajesh N. Doshi, the remuneration as said in above paragraphs, subject to provisions of Schedule XIII to the Companies Act, 1956".

9. To pass, with or without modification, the following Resolution, as Special Resolution:

"RESOLVED THAT in accordance with provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII to the Companies Act, 1956, as well as in accordance with provisions as contained in the Memorandum and Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Khimjibhai P. Aghera, Whole-Time Director of the Company w.e.f. 1st April, 2007, on following terms and conditions:

SALARY:

Rs. 1,00,029/- per month with authority to the Board of Directors to increase the same from time to time in accordance with limits specified in Schedule XIII to the Companies Act, 1956, as amended from time to time.

In addition to above, Mr. K. P. Aghera, shall also be entitled to following perquisites/ benefits:

- (i) Medical reimbursement for self and family members for 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's Car along with facility of driver and reimbursement of maintenance expenses of car.
- (v) Encashment of unavailed leave as per Rules of the Company.
- (vi) Reimbursement of electricity expenses at residence.

"RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Khimjibhai P. Aghera, the remuneration as said in above paragraphs, subject to provisions of Schedule XIII to the Companies Act, 1956".

10. To pass, with or without modification, the following Resolution, as Special Resolution:

"RESOLVED THAT in accordance with provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII to the Companies Act, 1956, as well as in accordance with provisions as contained in the Memorandum and Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. J. P. Aghera, Whole-Time Director of the Company w.e.f. 1st April, 2007, on following terms and conditions:

SALARY:

Rs. 1,00,029/- per month with authority to the Board of Directors to increase the same from time to time in accordance with limits specified in Schedule XIII to the Companies Act, 1956, as amended from time to time.

In addition to above, Mr. J. P. Aghera, shall also be entitled to following perquisites/ benefits:

- (i) Medical reimbursement for self and family members for 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's Car along with facility of Driver and reimbursement of maintenance expenses of car.
- (v) Encashment of unavailed leave as per Rules of the Company.
- (vi) Reimbursement of electricity expenses at residence.

"RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Jayantilal P. Aghera, the remuneration as said in above paragraphs, subject to provisions of Schedule XIII to the Companies Act, 1956".

11. To pass, with or without modification, the following Resolution, as Special Resolution:

"RESOLVED THAT in accordance with provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII to the Companies Act, 1956, as well as in accordance with provisions as contained in the Memorandum and Articles of Association of the Company, and in pursuance of recommendations of the Remuneration Committee of the Board of Directors of the Company, approval of the Company be and is hereby given for increase in remuneration of Mr. Sunil B. Jain, Executive Director of the Company on following terms and conditions:

SALARY:

Rs.29,406/- per month with effect from 1-4-2007 and Rs.1,62,000/- per month with effect from 1-4-2008 with authority to the Board of Directors to increase the same from time to time in accordance with limits specified in Schedule XIII to the Companies Act, 1956, as amended from time to time.

In addition to above, Mr. Sunil B. Jain, shall also be entitled to following perquisites/ benefits:

- (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) Encashment of unavailed leave as per Rules of the Company.
- (iv) Reimbursement of driver's salary

"RESOLVED FURTHER THAT where in any financial year, the Company is not having profits or its profits are inadequate, the Company shall pay to Mr. Sunil Jain, the remuneration as said in above paragraphs, subject to provisions of Schedule XIII to the Companies Act, 1956".

For and on behalf of the Board of Directors
 For, RAJOO ENGINEERS LIMITED,

Date: 30/06/2008
 Place: Veraval (Shapar), Rajkot

(C. N. DOSHI)
 Chairman & Managing Director