
THEJO ENGINEERING LIMITED

Regd. Office : 3rd Floor, VDS House, 41, Cathedral Road, Chennai - 600 086.

CIN : L27209TN1986PLC012833

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NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of Thejo Engineering Limited will be held at 10 AM on Monday, the 20th August, 2018 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai – 600 014, Tamil Nadu, India, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 with the Report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2018, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and the same are hereby considered and adopted.

“**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the year ended on 31st March, 2018, together with the Report of the Auditors thereon, as circulated to the Members, be and the same are hereby considered and adopted.”

2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** a dividend at the rate of ₹ 4 /- (Rupees Four only) per equity share of ₹ 10/- (Rupees Ten only) each fully paid-up of the Company be and is hereby declared for the Financial Year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the Financial Year ended 31st March, 2018.”

3. To appoint a Director in place of Mr. Rajesh John (DIN 05161087), who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rajesh John (DIN 05161087), who retires by rotation at this Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint a Director in place of Mr. Thomas John (DIN 00435035), who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Thomas John (DIN 00435035), who retires by rotation at this Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

NOTICE TO MEMBERS

SPECIAL BUSINESS:

5. To re-appoint Mr. V.A. George (DIN 01493737) as Managing Director and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolutions:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such other consent(s), approval(s) and permission(s) as may be required in this regard, Mr. V.A. George (DIN 01493737) be and is hereby re-appointed as Managing Director of the Company for a period of three years, with effect from 15th July, 2018 on the following terms and conditions:

Remuneration:

a) **Basic Salary:** Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) per month in the scale of Rs. 7,50,000 – 50,000³ – 9,00,000 with annual increment to take effect from 1st April of the succeeding year, subject to the limits prescribed under Section 197 of the Companies Act, 2013.

b) **Commission:**

As may be determined by the Board of Directors based on the recommendation of the Compensation/ Nomination and Remuneration Committee, subject to a ceiling of 2% of the annual profits of the Company, payable every year after the finalization of the Annual Accounts of the Company.

c) **Perquisites:**

In addition to the salary, the following perquisites shall be paid to Mr. V.A. George, the value of perquisites to be evaluated as per the Income-Tax Rules, 1962:

1. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the Rules of the Company.

Explanation: “Family” means spouse, dependent children and dependent parents of the appointee.

2. Personal Accident Insurance as per the Rules of the Company.
3. Leave Travel Assistance for self and family once a year in accordance with the Rules of the Company.
4. Reimbursement of fees and expenses for Membership of one club other than Life Membership fees.
5. Reimbursement of entertainment expenses actually and properly incurred by the appointee in the course of the legitimate business of the Company and travelling, hotel and other expenses incurred by him in India and abroad, exclusively for the business of the Company, as per the Rules and Regulations of the Company or as approved by the Board of Directors.
6. Provision of chauffeur-driven Company car for official use.
7. Provision of cell phone, laptop, desktop and landline phone at residence for official use, with expenses to be borne by the Company.

d) **Other Terms and Conditions:**

As long as Mr. V.A. George functions as Managing Director of the Company, no sitting fees shall be paid to him for attending Meetings of the Board of Directors and/or any Committee thereof.

NOTICE TO MEMBERS**e) Minimum Remuneration:**

If in any Financial Year during the tenure of appointment, the Company has no profits or its profits are inadequate, salary and perquisites and other allowances stated herein shall be paid to Mr. V.A. George as minimum remuneration for that year, subject, however, to the extent allowed under the relevant provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including as to designation and remuneration / remuneration structure of Mr. V.A. George within the limits prescribed under the provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above Resolution.

“RESOLVED FURTHER THAT the Directors and / or the Secretary of the Company be and are hereby severally authorised to file the necessary forms / returns with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection with the above.”

6. To re-appoint Mr. N. Ganga Ram (DIN 00001246) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N. Ganga Ram (DIN 00001246), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019 and not liable to retirement by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N. Ganga Ram (DIN 00001246) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time, subject to such limits prescribed or as may be prescribed from time to time.

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. To re-appoint Mr. V.K. Srivastava (DIN 00611678) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. V.K. Srivastava (DIN 00611678), who was appointed as an Independent Director of the Company

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and who holds office of Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019 and not liable to retirement by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. V.K. Srivastava (DIN 00611678) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time.

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. To re-appoint Mr. A. Satyaseelan (DIN 05158896) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A. Satyaseelan (DIN 05158896), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019 and not liable to retirement by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A. Satyaseelan (DIN 05158896) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time.

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9. To re-appoint Mr. M.P. Vijay Kumar (DIN 05170323) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

NOTICE TO MEMBERS

modification(s) or re-enactment thereof for the time being in force), Mr. M.P. Vijay Kumar (DIN 05170323), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019 and not liable to retirement by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M.P. Vijay Kumar (DIN 05170323) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time.

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. To re-appoint Dr. C.N. Ramchand (DIN 05166709) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. C.N. Ramchand (DIN 05166709), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019 and not liable to retirement by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. C.N. Ramchand (DIN 05166709) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time.

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2018

M.D. RAVIKANTH
CFO & Secretary

NOTICE TO MEMBERS**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member.
 2. The form of proxy duly completed in all respects shall be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting ("the Meeting"). A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
 3. Members / Proxies are requested to bring the duly filled Attendance Slip along with their copy of Annual Report to the Meeting.
 4. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, Sundays and Public Holidays up to the date of the Meeting and at the venue of the Meeting.
 5. The Register of Members and Share Transfer Books will remain closed from 14th August, 2018 to 20th August, 2018 (both days inclusive).
 6. Additional information pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and under Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment / re-appointment at the Meeting is furnished in the Explanatory Statement annexed to this Notice. The Directors have furnished their consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
 7. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, authorising their representatives to attend and vote on their behalf at the Meeting and/or at any adjournment thereof.
 8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Limited.
 9. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for the Financial Year 2017-18 are available on the Company's website www.thejo-engg.com for download. The physical copies of the aforesaid documents are open for inspection at the Company's Registered Office during normal business hours on working days except Saturdays, Sundays and Public Holidays up to the date of the Meeting. They will also be available for inspection by the Members at the venue of the Meeting. Members may also send their request for physical copies of the aforesaid documents to the Company's designated email id: investor@thejo-engg.com
 10. Members having any query or desiring any information pertaining to Annual Accounts are requested to write to the Company at an early date to enable the Company to answer the queries at the Meeting.
 11. The Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice.
 12. E Voting Facility:
 - (i) The e-voting period commences on Friday, 17th August, 2018 (9 a.m.) and ends on Sunday, 19th August, 2018 (5 p.m.). The cut-off date for determining the eligibility of Members for the remote e-voting and poll is Monday, 13th August, 2018. The e-voting module shall be disabled for voting after the end of the e-voting period.
 - (ii) During the e-voting period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th August, 2018, may cast their vote electronically. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
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NOTICE TO MEMBERS

- (iii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer E-voting facility to all the Members to enable them to cast their vote electronically.
- (iv) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialized form) as on the cut-off date i.e., 13th August, 2018. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories on the aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting/ poll.
- (v) E-voting is optional for Members. Members who have voted electronically through remote e-voting shall not be allowed to vote at the Annual General Meeting.
- (vi) Members desiring to exercise their vote by using E-voting facility should follow carefully the instructions given below:
 - (a) The Members should log on to the e-voting website: www.evotingindia.com
 - (b) Click on Shareholders/Members Tab.
 - (c) Enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Character DP ID followed by 8 Digits Client ID; Members holding shares in Physical Form should enter Folio Number registered with the Company).
 - (d) Next, enter the Image Verification as displayed and Click on Login.
 - (e) If you are holding shares in demat form, have logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used.
 - (f) If you are a first time user, follow the steps given below and fill the appropriate boxes:

	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 Members as well as physical Members). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example, if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or the Company, please enter the Member id / folio number in the Dividend Bank details field.

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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 in respect of 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.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the relevant EVSN of Thejo Engineering Limited on which you choose to vote.

NOTICE TO MEMBERS

- (k) 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.
 - (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (m) 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.
 - (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (p) If a Demat account holder has forgotten the changed login password, then he/she should enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - (q) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (r) Note for Non - Individual Members and Custodians: Non-Individual Members (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 linked in the login 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 each of 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.
 - (s) 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 send an email to helpdesk.evoting@cdslindia.com
13. Pursuant to Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and the Company will conduct voting at the Meeting.
14. The Board of Directors have appointed Mr. G. Porselvam, Practising Company Secretary (FCS 9322, CP 3187) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.
15. The Scrutinizer shall submit his report to the Chairman, on the votes cast in favour or against, after scrutiny.
16. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.thejo-engg.com The results shall simultaneously be communicated to the Stock Exchange.

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2018

M.D. RAVIKANTH
CFO & Secretary

NOTICE TO MEMBERS

Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to the Notice dated 28th May, 2018 convening the 32nd Annual General Meeting of the Company

Item No. 5

The Members of the Company at the 27th Annual General Meeting held on 30th August, 2013, approved the appointment of Mr. V.A. George as Managing Director for a period of five years which comes to an end on 14th July, 2018.

Based on the recommendation of Compensation / Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 28th May, 2018 re-appointed Mr. V.A. George as Managing Director of the Company for a period of 3 years with effect from 15th July, 2018, subject to the approval of the Members in the General Meeting, considering his long experience in the Company and his significant contribution to its growth.

In the light of the recommendation of the Compensation / Nomination and Remuneration Committee, the Board has also approved Mr. V.A. George's remuneration and other terms and conditions as set out in the Special Resolutions under Item No.5, subject to the approval of the Members in the General Meeting.

A brief profile along with other details of Mr. V.A. George is as follows:

Name of the Director	Mr. V.A. George
Age	68 years
Director Identification Number	01493737
Date of joining of the Board	15 th July, 2013
Profile of the Director	Mr. V.A. George is a mechanical engineer and holds a post graduate diploma in management, in addition to being a certified associate of the Indian Institute of Banking and Finance. He has experience of more than four decades in corporate and banking sectors (both in public and private), out of which more than 25 years in senior management positions.
Terms and conditions of re-appointment	As per the proposed resolution at Item No. 5 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Remuneration last drawn	Rs. 48 lakhs during the Financial Year 2017-18.
Remuneration proposed to be paid	As per the proposed resolution at Item No. 5 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Number of Meetings of the Board attended during the year(FY17-18)	4 (Four)
No. of shares held in the Company	50,000 equity shares as on 31 st March, 2018
Directorships of other Boards as on 31 st March, 2018	Ghatfresh Private Limited
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	Nil

**Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committees of only Public Limited Companies have been included in the aforesaid table.*

NOTICE TO MEMBERS

Your Directors recommend the Special Resolutions for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolutions except Mr. V.A. George and his relatives. This Explanatory Statement may also be regarded as disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2).

Item Nos. 6 to 10

Mr. N. Ganga Ram, Mr. V.K. Srivastava, Mr. A. Satyaseelan, Mr. M.P. Vijay Kumar and Dr. C.N. Ramchand were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to 31st March, 2019 (“first term” in line with the explanation to Sections 149 (10) and 149 (11) of the Companies Act, 2013.

Pursuant to Sections 149, 152, 160 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Compensation / Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. N. Ganga Ram, Mr. V.K. Srivastava, Mr. A. Satyaseelan, Mr. M.P. Vijay Kumar and Dr. C.N. Ramchand as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Compensation / Nomination and Remuneration Committee of the Board of Directors, considers that, given their background and experience and contributions made by them during their tenure, the continued association of aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. N. Ganga Ram, Mr. V.K. Srivastava, Mr. A. Satyaseelan, Mr. M.P. Vijay Kumar and Dr. C.N. Ramchand as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. N. Ganga Ram, Mr. V.K. Srivastava, Mr. A. Satyaseelan, Mr. M.P. Vijay Kumar and Dr. C.N. Ramchand are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors

A brief profile with other details of the Independent Directors is given below:

Name of the Director	Mr. N. Ganga Ram
Age	83 years
Director Identification Number	00001246
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. N. Ganga Ram holds a Master’s Degree in Economics. Besides, he is a Certified Associate of the Indian Institute of Banking & Finance and a Fellow of Economic Development Institute of the World Bank, Washington. After a stint with a commercial bank, Mr. Ganga Ram joined RBI/IDBI where he worked for more than 25 years to retire as Executive Director of IDBI. He was a Consultant to the World Bank, Washington and the Asian Development Bank, Manila and was also an Adviser to UTI and ICRA. Besides, he served as Chairman, Listing Advisory Committee of the National Stock Exchange of India (NSE) and as Member of two other Committees of NSE.

NOTICE TO MEMBERS

Terms and conditions of re-appointment	As per the proposed resolution at Item No. 6 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Remuneration last drawn	Sitting fees of Rs 2.85 lakhs during the Financial Year 2017-18.
Remuneration proposed to be paid	As per the proposed resolution at Item No. 6 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Number of Meetings of the Board attended during the year(FY17-18)	4 (Four).
No. of shares held in the Company	Nil
Directorships of other Boards as on 31 st March, 2018	1. Sundaram BNP Paribas Home Finance Limited 2. Oricon Enterprises Limited 3. Juniper Hotels Private Limited
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	1. Sundaram BNP Paribas Home Finance Limited, Chairman – Audit Committee 2. Sundaram BNP Paribas Home Finance Limited, Member – Stakeholders’ Relationship Committee
Name of the Director	Mr. V.K. Srivastava
Age	67 years
Director Identification Number	00611678
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. V.K. Srivastava holds Degree in Mechanical Engineering and in Industrial Engineering. He also holds a Diploma in Management. He has been associated with Bokaro Steel Plant of the Steel Authority of India Limited (“SAIL”) for more than three decades. He started his career with SAIL as a graduate engineer and retired as Managing Director of SAIL. He was the Chairman of the Board of Governors of Birsa Institute of Technology, Sindri. He has also been the Chairman/Director of a number of PSUs.
Terms and conditions of re-appointment	As per the proposed resolution at Item No. 7 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Remuneration last drawn	Sitting fees of Rs 2.40 lakhs during the Financial Year 2017-18.
Remuneration proposed to be paid	As per the proposed resolution at Item No. 7 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Number of Meetings of the Board attended during the year (FY 17-18)	4 (Four).
No. of shares held in the Company	Nil
Directorships of other Boards as on 31 st March, 2018	Nil
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	Nil

NOTICE TO MEMBERS

Name of the Director	Mr. A. Satyaseelan
Age	65 years
Director Identification Number	05158896
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. A. Satyaseelan is a graduate in law. He has more than 40 years of experience in legal domain including 20 years in the Industry. Currently, he is a practising advocate at the Hon'ble High Court of Madras. Prior to setting up practice, he was heading the legal department of a leading manufacturing company's Corporate Office. He is specialising in corporate and taxation laws.
Terms and conditions of re-appointment	As per the proposed resolution at Item No. 8 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Remuneration last drawn	Sitting fees of Rs 2.55 lakhs during the Financial Year 2017-18.
Remuneration proposed to be paid	As per the proposed resolution at item no. 8 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Number of Meetings of the Board attended during the year(FY17-18)	4 (Four).
No. of shares held in the Company	Nil
Directorships of other Boards as on 31 st March, 2018	Nil
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	Nil
Name of the Director	Mr. M.P. Vijay Kumar
Age	48 years
Director Identification Number	05170323
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. M.P. Vijay Kumar is a Chartered Accountant, Company Secretary and Cost Accountant with experience of more than twenty five years in professional practice as well as industry. Currently, he is the Chief Financial Officer at Sify Technologies Limited. He is a Member of the Central Council of the Institute of Chartered Accountants of India.
Terms and conditions of re-appointment	As per the proposed resolution at Item No. 9 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Remuneration last drawn	Sitting fees of Rs 2.85 lakhs during the Financial Year 2017-18.
Remuneration proposed to be paid	As per the proposed resolution at Item No. 9 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Number of Meetings of the Board attended during the year(FY17-18)	4 (Four).
No. of shares held in the Company	Nil

NOTICE TO MEMBERS

Directorships of other Boards as on 31 st March, 2018	<ol style="list-style-type: none"> 1. Sify Data and Managed Services Limited 2. Sify Infnit Spaces Limited 3. National Internet Exchange of India 4. Sify Singapore Pte Limited
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	Nil
Name of the Director	Dr. C.N Ramchand
Age	63 years
Director Identification Number	05166709
Date of joining of the Board	16 th January, 2012
Profile of the Director	Dr. C.N. Ramchand holds a post-graduate degree in Chemistry and doctorate in Biochemistry. He has more than 32 years of experience in teaching, research, drug discovery programmes, disease mechanism and setting up of research facilities with various entities in United States of America, United Kingdom and India. He has published a number of peer reviewed papers in various international journals. Dr. Ramchand is currently CEO of Saksin Life Sciences Private Limited and is a senior visiting fellow at the University of Sheffield, University of New Castle and Slovakian Academy of Sciences.
Terms and conditions of re-appointment	As per the proposed resolution at Item No. 10 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Remuneration last drawn	Sitting fees of Rs 1.50 lakhs during the Financial Year 2017-18.
Remuneration proposed to be paid	As per the proposed resolution at Item No. 10 of the Notice of AGM dated 28 th May, 2018 convening the 32 nd Annual General Meeting.
Number of Meetings of the Board attended during the year(FY17-18)	3 (Three).
No. of shares held in the Company	Nil
Directorships of other Boards as on 31 st March, 2018	<ol style="list-style-type: none"> 1. Accel Transmatic Limited 2. Accel Media Ventures Limited 3. Theragen Biologics Private Limited 4. Theragen Lifesciences Private Limited
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	1. Accel Transmatic Limited – Member – Audit Committee

**Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committees of only Public Limited Companies have been included in the aforesaid table.*

NOTICE TO MEMBERS

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and they are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Your Directors recommend the Special Resolutions set out at Item Nos. 6 to 10 of the Notice for the approval of the Members.

Other than the respective Independent Directors and their relatives, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolutions as set out in Item Nos. 6 to 10 of the Notice. This explanatory statement may also be regarded as disclosure under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2).

Additional information on Directors recommended for re-appointment pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2):

Information about Mr. Thomas John:

Name of the Director	Mr. Thomas John
Age	73 years
Director Identification Number	00435035
Date of joining of the Board	26 th March, 1986
Profile of the Director	Mr. Thomas John , Co-Promoter of Thejo Engineering Limited is currently Non – Executive Vice Chairman of the Company. After completing his PUC, he was associated with Pioneer Equipment Company, Phoenix Metals and Alloys Private Limited and FAME Private Limited in various capacities, before starting Thejo Engineering Services. He has experience of more than four decades in manufacturing / services areas.
Terms and conditions of re-appointment	Mr. Thomas John is proposed to be re-appointed as a Director, liable to retire by rotation.
Remuneration last drawn	Sitting fees of Rs 1.95 lakhs during the Financial Year 2017-18.
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year(FY17-18)	4 (Four).
No. of shares held in the Company	2,16,868 equity shares as on 31 st March, 2018
Directorships of other Boards as on 31 st March, 2018	Nil
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	Nil

**Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committees of only Public Limited Companies have been included in the aforesaid table.*

Mr. Thomas John, Vice Chairman is the father of Mr. Rajesh John, Whole-time Director. This apart, Mr. Thomas John is not related to any other Director / Key Managerial Personnel of the Company.

NOTICE TO MEMBERS
Information about Mr. Rajesh John:

Name of the Director	Mr. Rajesh John
Age	42 years
Director Identification Number	05161087
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. Rajesh John is currently a Whole-time Director of the Company. He is a Mechanical Engineer with a Post Graduate Diploma in Management. He started his career with TAFE Limited and later, worked with GE Capital International Services before joining Thejo Engineering Limited in 2002. He has worked in the Company's various departments such as purchase, finance and accounts and is, at present, in charge of Sales.
Terms and conditions of re-appointment	Mr. Rajesh John is proposed to be re-appointed as a Director, liable to retire by rotation. As per the resolution passed by the Members at the Annual General Meeting held on 03 rd August, 2016, Mr. Rajesh John was re-appointed as a Whole-time Director as per the terms and conditions contained therein.
Remuneration last drawn	Rs. 41.68 lakhs (including retirement benefits) during the Financial Year 2017-18
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year(FY17-18)	4 (Four).
No. of shares held in the Company	2,16,866 equity shares as on 31 st March, 2018
Directorships of other Boards as on 31 st March, 2018	Nil
Membership / Chairmanship of Committees* of other Boards as on 31 st March, 2018	Nil

**Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committees of only Public Limited Companies have been included in the aforesaid table.*

Mr. Rajesh John, Whole-time Director, is the son of Mr. Thomas John, Vice Chairman and not related to any other Director / Key Managerial Personnel.

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2018

M.D. RAVIKANTH
CFO & Secretary