

**THEJO ENGINEERING LIMITED****Regd. Office:** 3RD Floor, VDS House, 41, Cathedral Road, Chennai – 600 086.

CIN: L27209TN1986PLC012833

Ph: 044-42221900, Fax: 044-42221910

Email:investor@thejo-engg.com, Website: www.thejo-engg.com

Form No. MGT-9

EXTRACT OF ANNUAL RETURNas on the Financial Year ended on 31st March, 2019

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i. CIN	L27209TN1986PLC012833
ii. Registration Date	26 th March, 1986
iii. Name of the Company	Thejo Engineering Limited
iv. Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
v. Address of the Registered office and contact details	VDS House, No. 41 Cathedral Road, Chennai – 600 086, Tamil Nadu, India. Tel: +91 44 42221900 Fax: +91 44 42221910
vi. Whether listed company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited “Subramanian Building” No. 1, Club House Road, Chennai – 600 002, Tamil Nadu, India Tel: +91 44 28460390 Fax: +91 44 28460129

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The business activities contributing 10 % or more of the total turnover of the Company are as follows:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Maintenance & Repair Services	3312/3319	38.88%
2	Other Rubber Products	2219	12.46%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME OF THE COMPANY	ADDRESS OF THE COMPANY	CIN/ GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section of the Companies Act, 2013
1	Thejo Hatcon Industrial Services Company	P.O. Box No. 991, Alkhobar 31952, Kingdom of Saudi Arabia.	N.A	Subsidiary	51	2(87)
2	Thejo Australia Pty Ltd	No. 5, Kalmia Road, Bibra Lake, WA - 6163	N.A	Subsidiary	74	2(87)
3	Thejo Brasil Comercio E Servicos Ltda	AV Brasil, 839, Sala:4, Vinhedo, CEP 13280-000, SP, Brasil.	N.A	Subsidiary	99.99	2(87)
4	Thejo Engineering LatinoAmerica SpA	La Dehesa Avenue, No 181 – Office 312, District: Lo Barnechea, Santiago, Chile.	N.A	Subsidiary	99.80	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01 st April, 2018)				No. of Shares held at the end of the year (As on 31 st March, 2019)				% change during the year
	Demat	Physical	Total	% of total shares ⁽¹⁾	Demat	Physical	Total	% of total shares ⁽²⁾	
A. Promoters									
(1) Indian									
a) Individual/HUF	19,46,940	-	19,46,940	56.70	19,46,340	-	19,46,340	56.63	(0.07)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	19,46,940	-	19,46,940	56.70	19,46,340	-	19,46,340	56.63	(0.07)
(2) Foreign									
a) NRIs-									
Individuals	-	-	-	-	-	-	-	-	-
b) Other-	-	-	-	-	-	-	-	-	-
Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	19,46,940	-	19,46,940	56.70	19,46,340	-	19,46,340	56.63	(0.07)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	3,17,072	-	3,17,072	9.23	3,16,672	-	3,16,672	9.21	(0.02)
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	97,200	-	97,200	2.83	69,600	-	69,600	2.03	(0.80)
Sub-total (B)(1)	4,14,272	-	4,14,272	12.06	3,86,272	-	3,86,272	11.24	(0.82)

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	26,540	-	26,540	0.77	20,800	-	20,800	0.61	(0.16)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	2,15,860	2000	2,17,860	6.35	2,10,200	2000	2,12,200	6.17	(0.18)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	4,49,800	93,140	5,42,940	15.81	5,45,600	43,140	5,88,740	17.13	1.32
c) Others (specify)									
i) Clearing Members	600	-	600	0.02	800	-	800	0.02	-
ii) Hindu Undivided Family	2,80,200	-	2,80,200	8.17	2,77,600	-	2,77,600	8.08	(0.09)
iii) Non-resident Indians	4,200	-	4,200	0.12	4,200	-	4,200	0.12	-
Sub-total (B)(2)	9,77,200	95,140	10,72,340	31.24	10,59,200	45,140	11,04,340	32.13	0.89
Total Public Shareholding (B) = (B)(1)+(B)(2)	13,91,472	95,140	14,86,612	43.30	14,45,472	45,140	14,90,612	43.37	0.07
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	33,38,412	95,140	34,33,552	100	33,91,812	45,140	34,36,952	100	

(1) Percentage calculated on the paid-up share capital (34,33,552) as at the beginning of the year

(2) Percentage calculated on the paid-up share capital (34,36,952) as at the end of the year

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01 st April, 2018)			Shareholding at the end of the year (As on 31 st March, 2019)			% change in shareholding during the year
		No. of Shares	% of total shares of the Company ⁽¹⁾⁽²⁾	% of Shares pledged / encumbered to total shares	No. of Shares	% of total shares of the Company ⁽¹⁾⁽²⁾	% of Shares pledged / encumbered to total shares	
1	Mr. K. J. Joseph	2,50,000	7.28	-	2,49,400	7.26	-	(0.02)
2	Mr. Thomas John	2,16,868	6.32	-	2,16,868	6.31	-	(0.01)
3	Mr. Manoj	1,65,860	4.83	-	1,65,860	4.83	-	-

	Joseph							
4	Mr. Rajesh John	2,16,866	6.31	-	2,16,866	6.31	-	-
5	Mrs. Rosamma Joseph	1,80,320	5.25	-	1,80,320	5.25	-	-
6	Mrs. Celinamma John	2,16,866	6.31	-	2,16,866	6.31	-	-
7	Mr. Manesh Joseph	1,65,860	4.83	-	1,65,860	4.83	-	-
8	Mrs. Meena Kavil	1,42,160	4.14	-	1,42,160	4.14	-	-
9	Mrs. Maya Philip	1,54,020	4.49	-	1,54,020	4.48	-	(0.01)
10	Mrs. Rithu Johnson	1,47,600	4.30	-	1,47,600	4.29	-	(0.01)
11	Mr. Sebastian Thomas	88,520	2.58	-	88,520	2.58	-	-
12	Mrs. Rosamma Joseph	2,000	0.06	-	2,000	0.06	-	-

(1) Percentage calculated on the paid-up share capital (34,33,552) as at the beginning of the year

(2) Percentage calculated on the paid-up share capital (34,36,952) as at the end of the year

iii. Change in Promoters' Shareholding

Particulars			Cumulative Shareholding during the year (01 st April, 2018 to 31 st March, 2019)	
	No. of shares	% of total shares of the Company ⁽¹⁾⁽²⁾	No. of shares	% of total shares of the Company ⁽¹⁾⁽²⁾
At the beginning of the year	19,46,940	56.70	19,46,940	56.70
Changes in Promoters Shareholding during the year	(600)		19,46,340	56.63
At the End of the year	19,46,340	56.62	19,46,340	56.63

(1) Percentage calculated on the paid-up share capital (34,33,552) as at the beginning of the year

(2) Percentage calculated on the paid-up share capital (34,36,952) as at the end of the year

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

v.

Sl. No.	Name			Cumulative Shareholding during the year (01 st April, 2018 to 31 st March, 2019)	
		No. of shares	% of total shares of the Company ⁽¹⁾⁽²⁾	No. of shares	% of total shares of the Company ⁽¹⁾⁽²⁾
1	M/s. SIDBI TRUSTEE COMPANY LIMITED A/C INDIA OPPORTUNITIES FUND				
	At the beginning of the year	3,17,072	9.23	3,16,672	9.23
	Changes in Shareholding during the year	(400)	-	3,16,672	9.21
	At the end of the year	3,16,672	9.21	3,16,672	9.21

2	Mr. GIRISH GULATI HUF				
	At the beginning of the year	2,65,200	7.72	2,65,200	7.72
	Changes in Shareholding during the year - Purchase	-	-	2,65,200	7.72
	At the end of the year	2,65,200	7.72	2,65,200	7.72
3	Mr. S. P. GEORGE				
	At the beginning of the year	1,24,000	3.61	1,24,000	3.61
	Changes in Shareholding during the year	-	-	1,24,000	3.61
	At the end of the year	1,24,000	3.61	1,24,000	3.61
4	M/s. IDBI CAP MKT SERV LTD				
	At the beginning of the year	97,200	2.83	97,200	2.83
	Transaction (Net of purchase/(sale)) during the year	(27,000)		70,200	2.04
	At the end of the year	70,200	2.04	70,200	2.04
5	Mr. O. J. LUKOSE				
	At the beginning of the year	63,280	1.84	63,280	1.84
	Changes in Shareholding during the year	-	-	63,280	1.84
	At the end of the year	63,280	1.84	63,280	1.84
6	Mr. ANAND T. PETHE				
	At the beginning of the year	62,420	1.82	62,420	1.82
	Changes in Shareholding during the year	-	-	62,420	1.82
	At the end of the year	62,420	1.82	62,420	1.82
7	Mr. PANKAJ PRASOON				
	At the beginning of the year	41,400	1.21	41,400	1.21
	Changes in Shareholding during the year - Purchase	5,400		46,800	1.36
	At the end of the year	46,800	1.36	46,800	1.36
8	Mr. JOSE KOZHIPAT				
	At the beginning of the year	43,140	1.26	43,140	1.26
	Changes in Shareholding during the year	-	-	43,140	1.26
	At the end of the year	43,140	1.26	43,140	1.26
9	Mrs. JYOTI ANAND PETHE				
	At the beginning of the year	32,160	0.94	32,160	0.94
	Changes in Shareholding during the year	-	-	32,160	0.94
	At the end of the year	32,160	0.94	32,160	0.94
10	Mrs. SUMY JOHN				
	At the beginning of the year	25,540	0.74	25,540	0.74
	Changes in Shareholding during the year	-	-	25,540	0.74
	At the end of the year	25,540	0.74	25,540	0.74

(1) Percentage calculated on the paid-up share capital (34,33,552) as at the beginning of the year

(2) Percentage calculated on the paid-up share capital (34,36,952) as at the end of the year

vi. Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Cumulative Shareholding during the year (01 st April, 2018 to 31 st March, 2019)			
		No. of shares	% of total shares of the Company ⁽¹⁾⁽²⁾	No. of shares	% of total shares of the Company ⁽¹⁾⁽²⁾
1	Mr. K. J. JOSEPH CHAIRMAN				
	At the beginning of the year	2,50,000	7.28	2,50,000	7.28
	Changes in Shareholding during the year	(600)	-	2,49,400	7.26
	At the end of the year	2,49,400	7.26	2,49,400	7.26
2	Mr. THOMAS JOHN VICE-CHAIRMAN				
	At the beginning of the year	2,16,868	6.32	2,16,868	6.32
	Changes in Shareholding during the year	-	-	2,16,868	6.32
	At the end of the year	2,16,868	6.31	2,16,868	6.31
3	Mr. V. A. GEORGE MANAGING DIRECTOR				
	At the beginning of the year	50,000	1.46	50,000	1.46
	Changes in Shareholding during the year	-	-	50,000	1.46
	At the end of the year	50,000	1.45	50,000	1.45
4	Mr. MANOJ JOSEPH EXECUTIVE DIRECTOR				
	At the beginning of the year	1,65,860	4.83	1,65,860	4.83
	Changes in Shareholding during the year	-	-	1,65,860	4.83
	At the end of the year	1,65,860	4.83	1,65,860	4.83
5	Mr. RAJESH JOHN EXECUTIVE DIRECTOR				
	At the beginning of the year	2,16,866	6.32	2,16,866	6.32
	Changes in Shareholding during the year	-	-	2,16,866	6.32
	At the end of the year	2,16,866	6.31	2,16,866	6.31
6	Mr. M.D. RAVIKANTH CFO & SECRETARY				
	At the beginning of the year	-	-	-	-
	Changes in Shareholding during the year				
	<ul style="list-style-type: none"> • Exercise of ESOP 400 • Sale of ESOP Shares (400) 				
	At the end of the year	-	-	-	-

(1) Percentage calculated on the paid-up share capital (34,33,552) as at the beginning of the year

(2) Percentage calculated on the paid-up share capital (34,36,952) as at the end of the year

The following directors / key managerial personnel (KMP) did not hold any shares during the Financial Year 2018-19:

- Mr. N. Ganga Ram – Independent Director
- Mr. V. K. Srivastava – Independent Director
- Mr. A. Satyaseelan – Independent Director
- Mr. M. P. Vijay Kumar – Independent Director
- Dr. C. N. Ramchand – Independent Director
- Mrs. Sujatha Jayarajan – Independent Director

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ in lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year (01st April, 2018)				
i) Principal Amount	2,635.24	-	-	2,635.24
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	7.24	-	-	7.24
Total (i+ii+iii)	2,642.48	-	-	2,642.48
Change in Indebtedness during the Financial Year				
• Addition	240.06	-	-	240.06
• Reduction	559.53	-	-	559.53
Net Change	(319.47)	-	-	(319.47)
Indebtedness at the end of the Financial Year (31st March, 2019)				
i) Principal Amount	2,320.15	-	-	2,320.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.86	-	-	2.86
Total (i+ii+iii)	2,323.01	-	-	2,323.01

VI . REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ in lakhs

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. V. A. George	Mr. Manoj Joseph	Mr. Rajesh John	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	90.00	37.02	27.27	154.29
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission ¹				
	- as % of profit	-	8.00	6.00	14.00
	- others, specify	-	-	-	-
5.	Others, Retirement benefits	-	7.50	5.56	13.06
	Total (A)	90.00	52.52	38.83	181.35
	Remuneration excluding retirement benefits				168.29 lakhs
	Ceiling as per the Act				₹ 191.56lakhs

1. Commission of ₹ 8 lakhs to Mr. Manoj Joseph and ₹ 6 lakhs to Mr. Rajesh John was approved by the Board at its Meeting held on 28th May, 2019.

B. Remuneration to other Directors

₹ in lakhs

Sl. No	Particulars of Remuneration	Name of Directors								Total Amount
		Mr. K. J. Joseph	Mr. Thomas John	Mr. N. Ganga Ram	Mr. V. K Srivastava	Mr. A. Satyaseelan	Mr. M. P. Vijay Kumar	Dr. C. N. Ramchand	Mrs. Sujatha Jayarajan	
1	Independent Directors									
	Fees for attending Board / Committee Meetings	-	-	4.75	4.00	4.50	4.75	3.25	4.75	26.00
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-
	Total (1)	-	-	4.75	4.00	4.50	4.75	3.25	4.75	26.00
2	Other Non-Executive Directors									
	Fees for attending Board / Committee Meetings	3.50	3.50	-	-	-	-	-	-	7.00
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-
	Total (2)	3.50	3.50	-	-	-	-	-	-	7.00
	Total (B)=(1+2)	3.50	3.50	4.75	4.00	4.50	4.75	3.25	4.75	33.00
	Total Managerial Remuneration ¹									168.29
	Overall Ceilings as per the Act									₹ 229.23 lakhs

Note

1. Pursuant to Section 197(2) of the Companies Act, 2013, the Sitting Fees paid to the Directors were excluded from the total managerial remuneration.

C. Remuneration to Key Managerial Personnel other than MD/ Manager /WTD

₹ in lakhs

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Mr. M.D. Ravikanth, CFO & Secretary	
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	32.34	32.34
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 ⁽¹⁾	2.10	2.10
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, Retirement benefits	3.64	3.64
	Total (A)	38.08	38.08

Notes

1) During the year, 400 stock options were exercised by the KMP.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ended 31st March, 2019.