

**General information about company**

Scrip code	000000
NSE Symbol	THEJO
MSEI Symbol	
ISIN	INE121N01019
Name of the entity	THEJO ENGINEERING LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I****Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	VADAKKAKARA ANTONY GEORGE		01493737	Executive Director	Chairperson		15-09-1949
2	Mr	THOMAS JOHN		00435035	Non-Executive - Non Independent Director	Not Applicable		23-09-1944
3	Mr	MANOJ JOSEPH		00434579	Executive Director	Not Applicable	MD	21-03-1970
4	Mr	RAJESH JOHN		05161087	Executive Director	Not Applicable		01-11-1975
5	Mr	JOSEPH MANESH		07599476	Executive Director	Not Applicable		19-07-1974
6	Mr	VIRENDRA KUMAR SRIVASTAVA		00611678	Non-Executive - Independent Director	Not Applicable		20-07-1950
7	Mr	AYYALRAJU SATYASEELAN		05158896	Non-Executive - Independent Director	Not Applicable		23-06-1952
8	Mrs	SUJATHA JAYARAJAN		00633989	Non-Executive - Independent Director	Not Applicable		12-02-1955
9	Mr	SRIDHAR GANESH		01681018	Non-Executive - Independent Director	Not Applicable		31-12-1950
10	Mr	NILESH SHIVJI VIKAMSEY		00031213	Non-Executive - Independent Director	Not Applicable		16-08-1964
11	Mr	SRINIVAS ACHARYA		00017412	Non-Executive - Independent Director	Not Applicable		08-02-1954

**I. Composition of Board of Directors**

**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active

**I. Composition of Board of Directors**

Sr	Whether special resolution passed? [Refer Reg-17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committec(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		15-07-2013				2	1	2	0		
2	Yes	01-07-2023	26-03-1986				1	0	1	0		
3	NA		04-10-2001				1	0	0	0		
4	NA		16-01-2012				1	0	0	0		
5	NA		23-06-2021				1	0	0	0		
6	NA		25-08-2014	01-04-2019		112.07	1	1	2	1		
7	NA		25-08-2014	01-04-2019		112.07	1	1	1	0		
8	NA		26-08-2015	01-04-2020		100.06	2	2	3	0		
9	NA		15-11-2021	15-11-2021		25.16	1	1	0	0		
10	NA		08-03-2023	08-03-2023		9.24	7	7	10	5		
11	NA		08-03-2023	08-03-2023		9.24	2	2	2	1		

**Text Block**

Textual Information!1)

- 1) If a Director is a Chairperson in a specified committee, it is counted under both Membership and Chairpersonship.
- 2) Membership/Chairpersonship in specified committees of private limited companies which are subsidiaries of public limited company are also taken into account.
- 3) Mr. Manesh Joseph resigned from the Whole-time Directorship (KMP) effective close of business hours on 31/12/23 without relinquishing his directorship on the Board.

<b>Annexure 1</b>	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information!T)

**Annexure 1 Text Block**

Textual Information A)

1) Shareholders' and Investors' Grievance Committee, which was constituted on 16/01/12 was redesignated as Stakeholders' Relationship Committee on 12/11/21.

2) Remuneration Committee Constituted on 16/01/12 was re-designated as Nomination and Remuneration Committee on 20/05/14 and as Compensation/ Nomination and Remuneration Committee on 27/05/15.

3) M D Ravikanth, CFO & Secretary and Thomas K Abraham, Sr VP HR and Admin are non-Director Members in Risk Management Committee.

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00611678	VIRENDRA KUMAR SRIVASTAVA	Non-Executive - Independent Director	Chairperson	03-11-2022		Textual Information(1)
2	05158896	AYYALRAJU SATYASEELAN	Non-Executive - Independent Director	Member	16-01-2012		
3	00633989	SUJATHA JAYARATAN	Non-Executive - Independent Director	Member	07-03-2017		
4	00031213	NILESH SHIVJI VIKAMSEY	Non-Executive - Independent Director	Member	08-03-2023		



**Sr Text Block**

Textual Information!1)

Mr. Virendra Kumar Srivastava was elected as Chairman of the Audit Committee w.e.f. 14th November, 2022.

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00633989	SUJATHA JAYARAJAN	Non-Executive - Independent Director	Chairperson	07-03-2017		Textual Information(1)
2	00611678	VIRENDRA KUMAR SRIVASTAVA	Non-Executive - Independent Director	Member	16-01-2012		
3	01681018	SRIDHAR GANESH	Non-Executive - Independent Director	Member	15-11-2021		
4	00031213	NILESH SHIVJI VIKAMSEY	Non-Executive - Independent Director	Member	08-03-2023		

**Sr Text Block**

Textual Information/1)

Mrs. Sujatha Jayarajan was elected as the Chairperson of the Compensation/ Nomination and Remuneration Committee w.e.f 10th November 2021.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017412	SRINIVAS ACHARYA	Non-Executive - Independent Director	Chairperson	08-03-2023		Textual Information!)
2	00611678	VIRENDRA KUMAR SRIVASTAVA	Non-Executive - Independent Director	Member	16-01-2012		
3	00435035	THOMAS JOHN	Non-Executive - Non Independent Director	Member	16-01-2012		
4	00633989	SUJATHA JAYARAJAN	Non-Executive - Independent Director	Member	31-08-2021		

**Sr Text Block**

Textual Information!1)

Mr. Srinivas Acharya was elected as the Chairperson of the Stakeholders' Relationship Committee w.e.f 25th May 2023.

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017412	SRINIVAS ACHARYA	Non-Executive - Independent Director	Chairperson	25-05-2023		
2	00434579	MANOJ JOSEPH	Executive Director	Member	25-05-2023		
3	05161087	RAJESH JOHN	Executive Director	Member	25-05-2023		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00611678	VIRENDRA KUMAR SRIVASTAVA	Non-Executive - Independent Director	Chairperson	20-05-2014		
2	00435035	THOMAS JOHN	Non-Executive - Non Independent Director	Member	20-05-2014		
3	01493737	VADAKKAKARA ANTONY GEORGE	Executive Director	Member	20-05-2014		
4	01681018	SRIDHAR GANESH	Non-Executive - Independent Director	Member	08-03-2023		
5	00017412	SRINIVAS ACHARYA	Non-Executive - Independent Director	Member	08-03-2023		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	05158896	AYYALRAJU SATYASEELAN	Allotment Committee	Non-Executive - Independent Director	Chairperson	
2	00435035	THOMAS JOHN	Allotment Committee	Non-Executive - Non Independent Director	Member	
3	01493737	VADAKKAKARA ANTONY GEORGE	Allotment Committee	Executive Director	Member	
4	00434579	MANOJ JOSEPH	Allotment Committee	Executive Director	Member	
5	05161087	RAJESH JOHN	Allotment Committee	Executive Director	Member	



**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-08-2023				Yes	11	11	6
2		10-11-2023	89		Yes	11	11	6

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information!1)			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-08-2023				Yes	4	4	4	0
2	Audit Committee	10-11-2023	89			Yes	4	4	4	0
3	Stakeholders Relationship Committee	12-08-2023				Yes	4	4	3	0
4	Stakeholders Relationship Committee	10-11-2023	89			Yes	4	4	3	0
5	Risk Management Committee	04-10-2023				Yes	3	3	1	2

**Text Block**

Textual Information!1)

1) Invitees to the Meeting like auditors for the Audit Committee Meeting, etc are not included for the purpose of Number of Members attending the Meeting (Other than Board of Directors).

2) M D Ravikanth, CFO & Secretary and 2) Thomas K Abraham, Sr VP HR and Admin are non-Director Members in Risk Management Committee .

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information!1)

**Text Block**

Textual Information(1)

The Company has taken omnibus approval for RPT transactions at the meeting of the Audit Committee held on 25th May 2023. The details of RPT entered in line with the same will be reviewed in the subsequent meetings. Accordingly, answer is selected as Yes for Question 1 and 3.

### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information!1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	M.D. RAVIKANTH
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(T)

Since the Company was listed on the SME Exchange (EMERGE) till 9th October, 2023 and migrated to the Main Board from 10th October, 2023, filing quarterly Corporate Governance Report (CG Report) was not applicable till quarter ended Septemebr 30, 2023. However, the Company has submitted the CG Report for Half-year/Quarter ended September 30, 2023 by email to the Stock Exchange. The report so emailed was placed before the Board and hence the answer is selected as "Yes" for SI No 8.



<b>Details of Cyber security incidence</b>	
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Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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**Signatory Details**

Name of signatory	M.D. RAVIKANTH
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	10-01-2024

