
THEJO ENGINEERING LIMITED

Regd. Office : 41, Whites Road, Chennai - 600 014.

CIN : L27209TN1986PLC012833

Phone : 044 - 42221900 Fax : 044 - 42221910

E-mail : investor@thejo-engg.com

Website : www.thejo-engg.com

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Thejo Engineering Limited will be held at 10 AM on Wednesday, the 16th August, 2017 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, 2017, 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, 2017 with the report of Auditors' thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Manoj Joseph (DIN 00434579), who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. K.J. Joseph (DIN 00434410), who retires by rotation and, being eligible, seeks re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36th Annual General Meeting and to fix their remuneration and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board, M/s. Brahmayya & Co, Chartered Accountants (Firm Registration No. 000511S), be appointed as Statutory Auditors of the Company, in place of the retiring Auditors, M/s. Joseph & Rajaram, Chartered Accountants (Firm Registration No. 001375S), to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting, subject to ratification by the Members every year at the Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 27th May, 2017

M.D. RAVIKANTH
CFO & Secretary

NOTICE TO MEMBERS**NOTES:**

1. The statement in respect of appointment of Auditors is annexed to this Notice to Members.
2. 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.
3. 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.
4. Members / Proxies are requested to bring the duly filled Attendance Slip along with their copy of Annual Report to the Meeting.
5. 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.
6. The Register of Members and Share Transfer Books will remain closed from 10th August, 2017 to 16th August, 2017 (both days inclusive).
7. 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.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, authorizing their representatives to attend and vote on their behalf at the Meeting and/or at any adjournment thereof.
9. 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.
10. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for the Financial Year 2016-17 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
11. 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.
12. 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.

NOTICE TO MEMBERS

13. E Voting Facility:

- (i) The e-voting period commences on Sunday, 13th August, 2017 (9 a.m.) and ends on Tuesday, 15th August, 2017 (5 p.m.). The cut-off date for determining the eligibility of Members for the remote e-voting and poll is Wednesday, 09th August, 2017. The e-voting module shall be disabled for voting after the end of the e-voting period.
- (ii) During the e-voting period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 09th August, 2017, 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.
- (iii) The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all 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., 09th August, 2017. 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 shareholders 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 shareholders as well as physical shareholders). 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.

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- (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.
- (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

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14. 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.
15. 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.
16. The Scrutinizer shall submit his report to the Chairman, on the votes cast in favour or against, after scrutiny.
17. 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 Exchanges.

By Order of the Board
For THEJO ENGINEERING LIMITED

M.D. RAVIKANTH
CFO & Secretary

Place : Chennai
Date : 27th May, 2017

NOTICE TO MEMBERS

Statement annexed to the Notice dated 27th May, 2017 convening the 31st Annual General Meeting of the Company

Item No. 5

This statement is provided for reference even though it is not mandatory.

M/s. Joseph and Rajaram, Chartered Accountants, were appointed as Auditors at the 30th Annual General Meeting held on 03rd August, 2016 and they are holding office of the Auditors up to the conclusion of the 31st Annual General Meeting and hence, would retire at the conclusion of the ensuing Annual General Meeting. Pursuant to Section 139(2) of the Companies Act, 2013 (the Act), the current Auditors cannot be re-appointed as they have completed two terms of five consecutive years and the transition period of three years from the commencement of the Act.

Accordingly, as per the said requirements of the Act, M/s. Brahmayya & Co (Firm Registration No. 000511S), Chartered Accountants, are proposed to be appointed as Auditors for a period of 5 years, commencing from the conclusion of 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting, subject to ratification by the Members at the Annual General Meeting every year, as may be applicable. M/s. Brahmayya & Co, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your Directors recommend the resolution set forth in Item No. 5 of the Notice for approval of the Members.

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. Manoj Joseph:

Mr. Manoj Joseph is currently a Whole-time Director of the Company. He is a Graduate in Electrical and Electronics Engineering with a Post Graduate Diploma in Business Administration. He joined Thejo Engineering Limited in 1991 and has worked in various departments such as materials, planning, manufacturing and sales. He was Head of Manufacturing till 2007, when he assumed charge as Head of Marketing.

Companies (other than Thejo Engineering Limited and its subsidiaries) in which Mr. Manoj Joseph holds Directorship and Membership/Chairmanship in Audit Committee and Stakeholders' Relationship Committee:

Directorship : None

Chairman of Board Committees : None

Member of Board Committees : None

Shareholding in the Company : 1,65,860 equity shares as on 31st March, 2017.

Mr. K.J. Joseph, Chairman and Mr. Manoj Joseph, Whole-time Director, are related as father and son.

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Information about Mr. K.J. Joseph:

Mr. K.J. Joseph, one of the promoters, is currently the Non-Executive Chairman of the Company. He holds a Diploma in Mechanical Engineering and has served in companies like Pioneer Equipment & Co., Baroda, Kulkarni Foundries Limited, Pune and FAME Private Limited in various capacities, apart from serving in the Indian Defense Services. He was earlier the Managing Director of the Company and became the Chairman in 2001. He has experience of more than 3 decades in manufacturing / services areas.

Companies (other than Thejo Engineering Limited and its subsidiaries) in which Mr. K.J. Joseph holds Directorship and committee memberships:

Directorship : None

Chairman of Board Committees : None

Member of Board Committees : None

Shareholding in the Company : 2,50,000 equity shares as on 31st March, 2017.

Mr. K.J. Joseph, Chairman and Mr. Manoj Joseph, Whole-time Director, are related as father and son.

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 27th May, 2017

M.D. RAVIKANTH
CFO & Secretary