

Thejo Engineering Limited

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Chennai - 600 086.  
India

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October 4, 2021

The Manager, Listing Department,  
The National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex (Bandra East),  
Mumbai - 400 051.

Scrip Code: Thejo - EQ (SM)

Dear Sir/Madam,

Sub: Proceedings, Voting results and Scrutinizer Report of Postal Ballot through remote e-voting

In accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Proceedings of Postal Ballot, voting results and Scrutinizer's Report in respect of the Resolution for issue of Bonus Shares, as set out in the Postal Ballot Notice dated August 30, 2021. The aforesaid resolution has been approved by Members with requisite majority, and shall be deemed to have been passed on October 3, 2021, being the date of conclusion of postal ballot through remote e-voting.

This is for your information and records.

Thanking You

Yours faithfully,

For THEJO ENGINEERING LIMITED

A handwritten signature in black ink, appearing to read 'V.A. George', with a flourish at the end.

V.A. GEORGE

EXECUTIVE CHAIRMAN

DIN: 01493737



**Proceedings of Postal Ballot through Remote E-Voting Process by the Members approving the resolution set out in the Postal Ballot Notice dated August 30, 2021**

The Board of Directors of the Company ("the Board") at its Meeting held on August 30, 2021, approved the proposal to conduct a Postal Ballot pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter alia, for conducting the Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, to seek the approval of the Members for the Special Resolution for the Issue of Bonus Shares as set out in the Postal Ballot Notice dated August 30, 2021.

Pursuant to General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India and other applicable Laws and Regulations, if any, the Postal Ballot Notice dated August 30, 2021 was sent by email to all the Shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("RTA") or Depository / Depository Participants as on the Cut-off Date (i.e) Friday, August 27, 2021. The despatch of Notice was completed on September 2, 2021.

A Newspaper Advertisement as required under the Companies Act, 2013 containing the specified information was published on completion of despatch of the Postal Ballot Notice in "Trinity Mirror" (English Language) and in "Makkal Kural" (Tamil Language) on September 3, 2021.

The e-Voting facility to the Members was provided through M/s Central Depository Services (India) Limited (CSDL). The e-voting was open from 9 AM on September 4, 2021 and ended at 5 PM on October 3, 2021.

The Board appointed Mr V Ramasubramanian, (Membership No. ACS: 5890 / COP: 11325), Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot through the Remote e-Voting Process in a fair and transparent manner.

The Scrutinizer submitted his Report on Postal Ballot through remote e-Voting process to the Chairman of the Company on October 4, 2021.

Based on the Report, the Special Resolution set out in the Postal Ballot Notice dated August 30, 2021 has been passed with requisite majority.



Thejo Engineering Limited  
Voting Results of Postal Ballot through remote e-voting

Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company		Thejo Engineering Limited						
Date of Postal Ballot Notice		August 30, 2021						
Remote E-voting:								
Start Date		September 4, 2021						
End Date		October 3, 2021						
Total number of shareholders on cut off date (August 27, 2021)		709						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
Resolution required: (Ordinary/ Special)	Nature of resolution: SPECIAL RESOLUTION 1. Issue of Bonus Shares							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes- to the extent of their shareholding							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1945440						
	Poll		-	-	-	-	-	
	Postal Ballot-E-voting		1795840	92.31	1795840	0	100.00	
	E-Voting during AGM							
	Sub Total		1945440	1795840	92.31	1795840	0	100.00
Public - Non Institutions	E-Voting	1598099						
	Poll		-	-	-	-	-	
	Postal Ballot-E-voting		319136	19.97	319136	0	100.00	
	E-Voting during AGM							
	Sub Total		1598099	319136	19.97	319136	0	100.00
Total	Grand Total	3543539	2114976	59.69	2114976	0	100.00	0





The Chairman  
M/s Thejo Engineering Limited  
3<sup>rd</sup> Floor, VDS House  
No.41, Cathedral Road  
Chennai 600 086

4<sup>th</sup> October 2021

Dear Sir,

**Sub : Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, V Ramasubramanian, (Membership No. ACS No: 5890 / COP No: 11325), Practising Company Secretary, was appointed as a Scrutinizer by the Board of Directors of M/s Thejo Engineering Limited (the Company) for the purpose of scrutinizing the Remote E-voting Process undertaken on the Resolution contained in the Postal Ballot Notice dated 30<sup>th</sup> August 2021 ("Notice") and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means on the Resolution contained in the Postal Ballot Notice is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the Remote e-Voting Process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the e-Voting to the Chairman of the Company on the Resolution based on the Reports generated from the Electronic Voting System provided by M/s Central Depository Services (India) Limited (CSDL).
2. Further to the above, I submit my Report as under:
  - 2.1 The Company had provided the e-Voting facility through CSDL's website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded the Postal Ballot Notice containing the item of business to be transacted on the website of the Company and also on CSDL's website for perusal by those Members who may want to access and cast their votes.
  - 2.2 The Postal Ballot Notice sent to the Members along with the Explanatory Statement (electronically through email) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.



- 2.3 As prescribed in the said Rules, the Company had published the Advertisements containing the specified information immediately on completion of despatch of the Postal Ballot Notice in "Trinity Mirror" (English) and in "Makkal Kural" (Tamil) on 3<sup>rd</sup> September 2021.
- 2.4 Voting rights of Members have been reckoned in proportion to their Shares of the Paid-up Equity Share Capital of the Company on the Cut-off Date (i.e) Friday, August 27, 2021.
- 2.5 The Remote e-Voting commenced from Saturday, September 4, 2021 (9:00 A.M. IST) and concluded on Sunday, October 3, 2021 (5.00 P.M. IST) (both days inclusive).
- 2.6 Thereafter, on completion of the e-Voting, the summary of the Votes cast on the Resolution contained in the Postal Ballot Notice was generated from the Electronic Voting System provided by CDSL.
- 2.7 The Votes cast were unblocked in the presence of Two witnesses, Mr Poornasandar D J and Mr S Gokul Raja, who are not in the employment the Company. They have signed below in confirmation of the Votes being unblocked in their presence:



Poorna Sandar D J



S Gokul Raja

The Result of the Remote e-Voting is as under:

**Special Business:**

**Special Resolution:**

1. **Issue of Bonus Shares:**

(i) **Voted in favour of the Resolution:**

Number of Members Voted through e-Voting	Number of Members through	Number of Valid Votes cast by them	% of Total Number of Valid Votes cast
	38	21,14,976	100.00

(ii) **Voted against the Resolution:**

Number of Members Voted through e-Voting	Number of Members through	Number of Valid Votes cast by them	% of Total Number of Valid Votes cast
	Nil	Nil	Nil

(iii) Invalid Votes:

Number of Members whose Votes were declared invalid	Number of Invalid Votes cast by them
Nil	Nil

Thanking you,

Yours faithfully



V Ramasubramanian  
Practising Company Secretary

ACS No: 5890  
COP No: 11325  
UDIN: A005890C001074760

