

Thejo Engineering Limited

41 Cathedral Road,  
Chennai - 600 086.  
India

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thejo@thejo-engg.com  
www.thejo-engg.com



July 3, 2023

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 Resolutions set out in the Postal Ballot Notice dated May 25, 2023. The Resolutions as contained in the Postal Ballot Notice have been approved by the Members with requisite majority and shall be deemed to have been passed on July 1, 2023, being the date of conclusion of postal ballot through remote e-voting.

You are requested to kindly take the same on record and disseminate.

Thanking You

Yours faithfully,

For THEJO ENGINEERING LIMITED

V.A. GEORGE  
EXECUTIVE CHAIRMAN  
DIN: 01493737



## Proceedings of Postal Ballot through Remote E-Voting Process by the Members approving the Resolutions set out in the Postal Ballot Notice dated May 25, 2023

The Board of Directors of the Company ("the Board") at their Meeting held on May 25, 2023, approved the proposal to conduct a Postal Ballot, pursuant to the provisions of section 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**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings / conducting postal ballot process through voting by electronic means ("**remote e-voting**") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, , 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**") and other applicable laws and regulations, to seek the approval of the Members by way of an Ordinary/Special Resolution, as applicable, as set out in the Postal Ballot Notice dated May 25, 2023, for the business appended below:

Sr. No.	Brief Description of the Business/Resolution	Type of Resolution
1.	Migration of the Equity shares of the Company from Emerge-SME Platform of National Stock Exchange of India Limited (" <b>NSE Emerge</b> ") to the Main Board of National Stock Exchange of India Limited	Special Resolution
2.	Continuation of Directorship of Mr. Thomas John (DIN 00435035), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special Resolution
3.	Appointment of Mr. Nilesh Shivji Vikamsey (DIN 0031213) as an Independent Director	Ordinary Resolution
4.	Appointment of Mr. Srinivas Acharya (DIN 00017412) as an Independent Director	Ordinary Resolution
5	Approval for creation of charges, securities on the properties/ assets of the Company, under Section 180 (1)(a) of the Companies Act, 2013	Special Resolution



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Pursuant to the MCA Circulars and other applicable statutory provisions as stated above, the Postal Ballot Notice dated May 25, 2023 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, May 26, 2023. The despatch of Notice was completed on May 30, 2023.

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 May 31, 2023.

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 June 2, 2023 and ended at 5 PM on July 1, 2023.

The Board had appointed Ms. Sindhuja Porselvam, (Membership No. ACS: 44831 / COP: 23622), 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 has submitted her Report on Postal Ballot through remote e-Voting process to the Chairman of the Company on July 3, 2023.

Based on the Report, the Resolutions as set out in the Postal Ballot Notice dated May 25, 2023 have been passed with requisite majority.



Corporate Identification Number: L27209TN1986PLC012833

Reg. Office : 41 Cathedral Road, Chennai - 600 086, India. Tel : +91 44 42221900 Fax: +91 44 42221910

Works: Irulipattu Village, Alinjivakkam Post, Ponneri Taluk, Chennai - 600 067. Tel: +914427984342

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		May 25, 2023						
Remote E-voting:								
Start Date		June 2, 2023						
End Date		July 1, 2023						
Total number of shareholders on cut off date (May 26, 2023) based on unique PAN		1201						
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. Migration of the Equity shares of the Company from Emerge-SME Platform of National Stock Exchange of India Limited ("NSE Emerge") to the Main Board of National Stock Exchange of India Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes- (to the extent of their shareholding in their capacity as shareholders)						
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	5815320	5368520	92.32	5368520	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	5815320	5368520	92.32	5368520	0	100.00	0
Public - Institutions	E-Voting	58800	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	58800	0	0.00	0	0	0.00	0
Public - Non Institutions	E-Voting	4829998	853501	17.67	853501	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	4829998	853501	17.67	853501	0	100.00	0
Total	Grand Total	10704118	6222021	58.13	6222021	0	100.00	0



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

Resolution required: (Ordinary/ Special)	Nature of resolution: SPECIAL RESOLUTION 2. Continuation of Directorship of Mr. Thomas John (DIN 00435035), Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015							
Whether promoter/ promoter group are interested in the agenda/resolution?	*Yes							
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	5815320	5368520	92.32	5368520	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	5815320	5368520	92.32	5368520	0	100.00	0
Public - Institutions	E-Voting	58800	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	58800	0	0.00	0	0	0.00	0
Public - Non Institutions	E-Voting	4829998	853501	17.67	853501	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	4829998	853501	17.67	853501	0	100.00	0
Total	Grand Total	10704118	6222021	58.13	6222021	0	100.00	0

\*Mr. Thomas John and his relatives falling under promoter and promoter group are interested in the resolution



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

Resolution required: (Ordinary/ Special)	Nature of resolution: ORDINARY RESOLUTION 3. Appointment of Mr. Nilesh Shivji Vikamsey (DIN: 00031213) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	5815320	5368520	92.32	5368520	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	5815320	5368520	92.32	5368520	0	100.00	0
Public - Institutions	E-Voting	58800	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	58800	0	0.00	0	0	0.00	0
Public - Non Institutions	E-Voting	4829998	853501	17.67	853501	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	4829998	853501	17.67	853501	0	100.00	0
Total	Grand Total	10704118	6222021	58.13	6222021	0	100.00	0



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

Resolution required: (Ordinary/ Special)	Nature of resolution: ORDINARY RESOLUTION 4. Appointment of Mr. Srinivas Acharya (DIN: 00017412) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	5815320	5368520	92.32	5368520	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	5815320	5368520	92.32	5368520	0	100.00	0
Public - Institutions	E-Voting	58800	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	58800	0	0.00	0	0	0.00	0
Public - Non Institutions	E-Voting	4829998	853501	17.67	853501	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	4829998	853501	17.67	853501	0	100.00	0
Total	Grand Total	10704118	6222021	58.13	6222021	0	100.00	0



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

Resolution required: (Ordinary/ Special)	Nature of resolution: SPECIAL RESOLUTION 5. Approval for Creation of charges, securities on the properties/ assets of the Company, under Section 180 (1)(a) of the Companies Act, 2013							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	5815320	5368520	92.32	5368520	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	5815320	5368520	92.32	5368520	0	100.00	0
Public - Institutions	E-Voting	58800	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	58800	0	0.00	0	0	0.00	0
Public - Non Institutions	E-Voting	4829998	853501	17.67	853501	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)							
	Total	4829998	853501	17.67	853501	0	100.00	0
Total	Grand Total	10704118	6222021	58.13	6222021	0	100.00	0





**Scrutinizer's Report**

[Pursuant to Sections 108 of the Companies Act, 2013 read with  
Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
THEJO ENGINEERING LIMITED  
3rd Floor, VDS House No. 41,  
Cathedral Road, Chennai-600086.

**Sub : Scrutinizer's Report on postal ballot by way of remote e-voting in respect of  
passing of the resolutions set-out in the Postal Ballot Notice dated 25<sup>th</sup> May 2023.**

Dear Sir/Madam,

I, Sindhuja Porselvam, Company Secretary in Practice, of M/s. Porselvam and Associates have been appointed as Scrutinizer by the Board of Directors of M/s. Thejo Engineering Limited (the Company), having its Registered Office at 3rd Floor, VDS House No. 41, Cathedral Road, Chennai-600086, for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 25th May 2023 ("Notice") issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars").

- 1) The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.


- 2) My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by M/s. Cameo Corporate Services Limited, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5 p.m. on 1<sup>st</sup> July 2023.
- 3) I submit my report as under:
- a) The Company has provided the Members facility to exercise their right to vote by electronic means only to transact the business detailed in the Notice of postal ballot through remote e-voting.
  - b) The company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing e-voting facility to the members for postal ballot.
  - c) The remote e-voting commenced on Friday, 2nd June, 2023 at 9:00 A.M. (IST) and ended on Saturday, 1st July, 2023 at 5:00 P.M. (IST).
  - d) The Shareholders of the Company holding shares on the "cut-off" date i.e., 26<sup>th</sup> May, 2023 were entitled to vote on the Resolution as set out in the Notice of the Postal Ballot of the Company.
  - e) Thereafter the votes were unblocked on July 01, 2023 in the presence of two witnesses, Mr. R. Vasudevan and Mr. Vasantha Kumar A, who are not in the employment of the Company.
  - f) I report that the result of the voting by Remote E-Voting for postal ballot, in respect of resolution (business) is as under:




**Resolution No: 1: Migration of the Equity shares of the Company from Emerge-SME Platform of National Stock Exchange of India Limited ("NSE Emerge") to the Main Board of National Stock Exchange of India Limited.**

**Nature of resolution: SPECIAL RESOLUTION**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	6222021	100
Total	28	6222021	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) +(ii)	28	6222021	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0



**Resolution No:2: Continuation of Directorship of Mr. Thomas John (DIN: 00435035), Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Nature of resolution: SPECIAL RESOLUTION**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	6222021	100
Total	28	6222021	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) +(ii)	28	6222021	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0





**Resolution No:3: Appointment of Mr. Nilesh Shivji Vikamsey (DIN: 00031213) as an Independent Director.**

**Nature of resolution: ORDINARY RESOLUTION**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	6222021	100
Total	28	6222021	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) +(ii)	28	6222021	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0



**Resolution No:4: Appointment of Mr. Srinivas Acharya (DIN: 00017412) as an Independent Director**

**Nature of resolution: ORDINARY RESOLUTION**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	6222021	100
Total	28	6222021	100

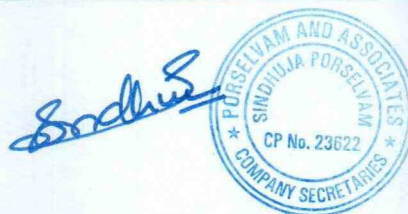
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) +(ii)	28	6222021	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0





**Resolution No:5: Approval for creation of charges, securities on the properties/ assets of the Company, under Section 180 (1)(a) of the Companies Act, 2013**

**Nature of resolution: SPECIAL RESOLUTION**

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

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	6222021	100
Total	28	6222021	100

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

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) +(ii)	28	6222021	100
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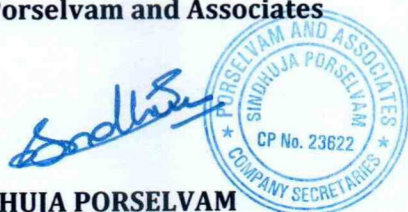
**(iii) Invalid Votes:**

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Thanking You,

Yours Faithfully,

**For Porselvam and Associates**



**SINDHUJA PORSELVAM**

Practicing Company Secretary

CP No: 23622

Place : Chennai

Date : 03/07/2023

UDIN : A044831E000535761