

Thejo Engineering Limited

41 Cathedral Road,
Chennai - 600 086.
India

T +91 44 42221900
F +91 44 42221910
thejo@thejo-engg.com
www.thejo-engg.com



March 25, 2024

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

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 February 13, 2024. The resolutions as contained in the Postal Ballot Notice have been approved by the Members with requisite majority and are deemed to have been passed on March 23, 2024, being the date of conclusion of postal ballot through remote e-voting.

The Scrutinizer's Report was received by the Company on March 25, 2024 at 12:35 PM.

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 February 13, 2024.

The Board of Directors of the Company ("the Board") at their Meeting held on February 13, 2024, approved the proposal to conduct a Postal Ballot, pursuant to the provisions of 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**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI LODR Regulations**"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, 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, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (the "**MCA Circulars**"), to seek the approval of the Members by way of Special Resolutions, as set out in the Postal Ballot Notice dated February 13, 2024, for the business appended below through Postal Ballot by electronic means through remote e-voting ("Postal Ballot through remote e-voting process"):

Sr. No.	Brief Description of the Business/Resolution	Type of Resolution
1.	Appointment of Prof. N. Venkiteswaran (DIN: 00056000) as an Independent Director	Special Resolution
2.	Appointment of Mr. K. Jairaj (DIN: 01875126) as an Independent Director	Special Resolution

Pursuant to the MCA Circulars and other applicable statutory provisions as stated above, the Postal Ballot Notice dated February 13, 2024 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, February 16, 2024. The dispatch of Notice by email was completed on February 19, 2024.

A Newspaper Advertisement as required under the Companies Act, 2013 containing the specified information was published on completion of dispatch of the Postal Ballot Notice in "Business Standard" (English Language) and in "Makkal Kural" (Tamil Language) on February 20, 2024.

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In line with the MCA Circulars and other applicable statutory provisions, the manner of voting on the proposed resolution(s) as contained in the Postal Ballot Notice was restricted only to e-voting. The e-voting facility to the Members was provided through M/s. Central Depository Services (India) Limited (CDSL). The e-voting was open from 9 AM IST on February 23, 2024 and ended at 5 PM IST on March 23, 2024.

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 remote e-voting process in a fair and transparent manner.

The Scrutinizer has submitted her Report on the Postal Ballot through remote e-voting process to the Chairman of the Company on March 25, 2024.

Based on the Report, the Resolutions as set out in the Postal Ballot Notice dated February 13, 2024 have been passed with requisite majority.

Thejo Engineering Limited								
CIN: L27209TN1986PLC012833 Regd Off: 41 Cathedral Road, Chennai 600086 Ph: 044-42221900 Fax: 044-42221910 Mail: investor@thejo-engg.com Website: www.thejo-engg.com								
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					February 13, 2024			
Remote E-voting:								
Start Date					February 23, 2024			
End Date					March 23, 2024			
Total number of shareholders on cut off date (February 16,2024) based on unique PAN					3774			
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:					Not Applicable			
Public:					Not Applicable			
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:					Not Applicable			
Public:					Not Applicable			
Resolution required: (Ordinary/ Special)		Nature of resolution: SPECIAL RESOLUTION 1. Appointment of Prof. N. Venkiteswaran (DIN: 00056000) 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	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5815320	5368520	92.32	5368520	0	100.00	0.00
Public - Institutions	E-Voting	77550	0	0.00	0	0	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	77550	0	0.00	0	0	-	-
Public - Non Institutions	E-Voting	4867955	752145	15.45	752145	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	4867955	752145	15.45	752145	0	100.00	0.00
Total	Grand Total	10760825	6120665	56.88	6120665	0	100.00	0.00

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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. Appointment of Mr. K. Jairaj (DIN: 01875126) 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	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5815320	5368520	92.32	5368520	0	100.00	0.00
Public - Institutions	E-Voting	77550	0	0.00	0	0	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	77550	0	0.00	0	0	-	-
Public - Non Institutions	E-Voting	4867955	752145	15.45	751995	150	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	4867955	752145	15.45	751995	150	99.98	0.02
Total	Grand Total	10760825	6120665	56.88	6120515	150	99.98	0.002

Scrutinizer's Report

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with
Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

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

**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 13th February
2024.**

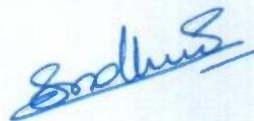
Dear Sir/Madam,

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 13th February 2024 ("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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 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 resolutions 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 resolutions 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 23rd March 2024.
- 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, 23rd February, 2024 at 9:00 A.M. (IST) and ended on Saturday, 23rd March, 2024 at 5:00 P.M. (IST).
 - d) The Shareholders of the Company holding shares on the "cut-off" date i.e., 16th February, 2024 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 23rd March, 2024 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:Appointment of Prof. N. Venkiteswaran (DIN: 00056000) as an Independent Director

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	27	6120665	100
Total	27	6120665	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)	27	6120665	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: Appointment of Mr. K. Jairaj (DIN: 01875126) as an Independent Director

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	26	6120515	100
Total	26	6120515	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	1	150	0
Total	1	150	0

Total valid votes (i) +(ii)	27	6120665	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 M/s. Porselvam and Associates



SINDHUJA PORSELVAM

Practicing Company Secretary

CP No: 23622



Place : Chennai

Date : 25/03/2024

UDIN : A044831E003628026