

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](http://www.thejo-engg.com)



8<sup>th</sup> June, 2026

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

Dear Sir / Madam,

Scrip Code: THEJO – EQ  
Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Postal Ballot Notice seeking the approval of the Members by way of ordinary/special resolutions to transact the following business by means of Postal Ballot, only by electronic voting through remote e-voting system (“E-voting”/“Remote e-voting”):

| Sr. No. | Brief Description of the Business/Resolution  | Type of Resolution  |
|---------|---|---------------------|
| 1.      | Re-appointment of Mr. V.A. George (DIN: 01493737) as Whole-time Director designated as Executive Chairman | Special Resolution  |
| 2.      | Re-appointment of Mr. Manoj Joseph (DIN: 00434579) as Managing Director                                   | Ordinary Resolution |

The Company has engaged the services of Central Depositories Services (India) Limited (CDSL) for providing remote e-Voting facility to all its Members. The remote e-voting period in respect of the Postal Ballot shall commence on 12<sup>th</sup> June, 2026 (Friday) at 9 AM (IST) and shall end on 11<sup>th</sup> July, 2026 (Saturday) at 5 PM (IST) (both days inclusive).

In line with the Circulars issued by the Ministry of Corporate Affairs in this regard with the latest being General Circular No. 03/2025 dated September 22, 2025, the Postal Ballot Notice is being sent only through e-mail to the Members, whose name appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on Friday, 05<sup>th</sup> June, 2026 (“cut-off date”) and have registered their email id with the Company/ Registrar and Transfer Agents /Depositories/ Depository Participants respectively. Members holding shares as on the cut-off date shall be eligible for voting and the voting rights shall be in proportion to their shareholding in the paid-up equity capital of the Company as on the cut-off date. The detailed procedure for casting the votes through e-voting is

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

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contained in the Postal Ballot Notice. The results of the Postal Ballot shall be announced on or before 14<sup>th</sup> July, 2026.

The Notice of Postal Ballot is also available on the website of the Company i.e., [www.thejo-engg.com](http://www.thejo-engg.com).

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

Yours faithfully,

For THEJO ENGINEERING LIMITED

V. A GEORGE  
EXECUTIVE CHAIRMAN  
DIN: 01493737

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**

(CIN: L27209TN1986PLC012833)

Registered Office:

3<sup>rd</sup> Floor, VDS House, No.41, Cathedral Road, Chennai 600 086

Ph: 044-42221900 Fax: 044-42221910

Email: [investor@thejo-engg.com](mailto:investor@thejo-engg.com) Website: [www.thejo-engg.com](http://www.thejo-engg.com)

**POSTAL BALLOT NOTICE**

(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)

Dear Member(s),

**NOTICE** is hereby given 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**”/“**Listing 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, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (the “**MCA Circulars**”), for seeking consent of the Members of Thejo Engineering Limited (the “**Company**”) by way of **Ordinary/Special Resolutions**, for the items of Special Business set out below by means of Postal Ballot, only by electronic voting through remote e-voting system (“**E-voting**”/“**Remote e-voting**”).

The Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is attached.

In compliance with Regulation 44 of the SEBI LODR Regulations, as amended, and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository/ depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with the requirements of the MCA Circulars, physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot and hence the Shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company has appointed Ms. Sindhuja Porselvam, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process

in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for facilitating remote e-voting. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Please refer the instructions for remote e-voting given under Notes for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Friday, 12<sup>th</sup> June, 2026 (9:00 A.M. IST) and end on Saturday, 11<sup>th</sup> July, 2026 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than 5.00 P.M. (IST) on Saturday, 11<sup>th</sup> July, 2026. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the remote e-voting, the Scrutinizer will submit her Report to the Chairman of the Company or any other person authorized by him. The Results of the Postal Ballot will be announced on or before 14<sup>th</sup> July, 2026 at the Registered Office of the Company. The said result along with the Scrutinizer’s Report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited where the Equity Shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company’s website ([www.thejo-engg.com](http://www.thejo-engg.com)) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)).

The last date of e-voting, i.e., 11<sup>th</sup> July, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **1. Re-appointment of Mr. V.A. George (DIN 01493737) as Whole-time Director designated as Executive Chairman**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such other consent(s), approval(s) and permission(s) as may be required in this regard, approval is hereby given for the re-appointment of Mr. V.A. George (DIN 01493737) as Whole-time Director designated as Executive Chairman entrusted with powers and responsibilities to oversee strategy, governance, ESG and related functional areas, for a period of three years with effect from 15<sup>th</sup> July, 2026 on the following terms and conditions:

#### **Remuneration:**

- a) **Basic Salary:** ₹ 12,00,000/- (Rupees Twelve Lakhs Only) per month in the scale of ₹ 12,00,000 – ₹ 50,000<sup>3</sup> – ₹ 55,000<sup>3</sup> – ₹ 60,000<sup>3</sup> – ₹ 16,95,000/- with annual increment, as determined by the Board upon the recommendation of the Compensation / Nomination and Remuneration Committee based on the annual performance evaluation, subject to the limits prescribed under Section 197 of the Companies Act, 2013. The annual increments shall be effective from 1<sup>st</sup> April every year with the first such increment taking effect from 1<sup>st</sup> April 2027.
- b) **Commission:** As may be determined by the Board of Directors based on the recommendation of the Compensation / Nomination and Remuneration Committee, subject to a ceiling of 2% of the annual profits of the Company.

- c) **Perquisites:** In addition to the salary, the following perquisites shall be paid to Mr. V.A. George, the value of perquisites to be evaluated as per the Income Tax Rules, 2026:
1. Medical reimbursement: Medical expenses incurred for self and family including premium payable for medical insurance to self and spouse in accordance with the Rules of the Company.  
Explanation: "Family" means spouse, dependent children and dependent parents of the appointee.
  2. Personal Accident Insurance as per the Rules of the Company.
  3. Leave Travel Assistance for self and family once a year in accordance with the Rules of the Company.
  4. Reimbursement of fees and expenses for Membership of one club other than life membership fees.
  5. Reimbursement of business expenses actually and properly incurred in the ordinary course of business of the Company and travelling, hotel and other expenses incurred in India and abroad, exclusively for the business of the Company, as per the Rules and Regulations of the Company or as approved by the Board of Directors.
  6. Provision of chauffeur-driven Company car for official use.
  7. Provision of cell phone, laptop, desktop, internet and landline phone at residence for official use, with expenses to be borne by the Company.
- d) **Other Terms and Conditions:** As long as Mr. V.A. George functions as Executive Chairman of the Company, no sitting fees shall be paid to him for attending Meetings of the Board of Directors and/or any Committee thereof.
- e) **Minimum Remuneration:** If in any Financial Year during the tenure of appointment, the Company has no profits or its profits are inadequate, salary and perquisites and other allowances stated herein shall be paid to Mr. V.A. George as minimum remuneration for that year, subject to the extent allowed under the relevant provisions of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including as to designation and remuneration / remuneration structure of Mr. V.A. George within the limits prescribed under the provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above Resolution.

**"RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

## 2. Re-appointment of Mr. Manoj Joseph (DIN 00434579) as Managing Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such other consent(s), approval(s) and permission(s) as may be required in this regard,

approval is hereby given for the re-appointment of Mr. Manoj Joseph (DIN 00434579) as Managing Director of the Company, for a period of five years, with effect from 15<sup>th</sup> July, 2026, on the following terms and conditions:

**Remuneration:**

- a) **Basic Salary:** ₹ 5,15,000/- (Rupees Five Lakhs Fifteen Thousand Only) per month in the scale of ₹ 5,15,000 – ₹ 20,000<sup>3</sup> – ₹ 23,000<sup>3</sup> – ₹ 26,000<sup>3</sup> – ₹ 30,000<sup>3</sup> – ₹ 8,12,000 with annual increment, as determined by the Board upon the recommendation of the Compensation / Nomination and Remuneration Committee based on the annual performance evaluation, subject to the limits prescribed under Section 197 of the Companies Act, 2013. The annual increments shall be effective from 1<sup>st</sup> April every year with the first such increment taking effect from 1<sup>st</sup> April 2027.
- b) **Allowances:**
  - i. Dearness Allowance: 30% of the Basic Salary per month
  - ii. House Rent Allowance: 50% of the Basic Salary and Dearness Allowance per month
- c) **Performance-linked incentive:**

Performance-linked incentive up to 30% of the gross salary (Basic Salary and Allowances) as may be determined by the Board of Directors upon the recommendation of the Compensation/Nomination and Remuneration Committee, based on the performance of the Company.
- d) **Perquisites:**

In addition to the salary, the following perquisites shall be paid to Mr. Manoj Joseph, the value of perquisites to be evaluated as per the Income Tax Rules, 2026:

  1. **Medical reimbursement and Insurance:** Medical expenses incurred for self and family including premium payable for medical insurance to self and spouse in accordance with the Rules of the Company.  
Explanation: "Family" means spouse, dependent children and dependent parents of the appointee.
  2. **Leave Travel Assistance:** Entitlement for Leave Travel Assistance for self and family, once in two years, equivalent to two months' Basic Salary and Dearness Allowance. Family means wife and dependent children and parents. Such entitlement may be accumulated as per the Policy of the Company.
  3. **Club Fees:** Entitlement for reimbursement of fees and expenses for membership of one club other than life membership fees.
  4. Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund as per the Schemes of the Company.
  5. **Gratuity:** Entitlement to gratuity equivalent to half month's salary for each completed year of service as per the Gratuity Scheme in operation for the Management Group Personnel.
  6. Reimbursement of business expenses actually and properly incurred in the ordinary course of business of the Company and travelling, hotel and other expenses incurred in India and abroad, exclusively for the business of the Company, as per the rules and regulations of the Company or as approved by the Board of Directors.
- e) **Amenities:**
  - i. Provision of Car: The Company shall provide car with chauffeur for official use.
  - ii. Communication Facilities: Cell Phone, Laptop and Internet, with expenses to be borne by the Company.

- f) **Minimum Remuneration:** If in any Financial Year during the tenure of appointment, the Company has no profits or its profits are inadequate, salary and perquisites and other allowances stated herein shall be paid to Mr. Manoj Joseph as minimum remuneration for that year, subject to the extent allowed under the relevant provisions of the Companies Act, 2013.
- g) **Other Terms and Conditions:** As long as Mr. Manoj Joseph functions as Managing Director of the Company, no sitting fees shall be paid to him for attending Meetings of the Board of Directors and/or any Committee thereof.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including as to designation and remuneration / remuneration structure of Mr. Manoj Joseph within the limits prescribed under the provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above Resolution.

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board  
For THEJO ENGINEERING LIMITED

Place : Chennai  
Date : 27<sup>th</sup> May, 2026

JAYASHREE SREERAMAN  
Company Secretary & Compliance Officer

**Notes:**

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and rationale relating to the resolutions in this Notice is appended herein below for the information and consideration of the Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice shall be available for inspection electronically by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e., 11<sup>th</sup> July, 2026. Members who wish to inspect the documents are requested to send an email to [investor@thejo-engg.com](mailto:investor@thejo-engg.com) mentioning their name, folio no./client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
3. In accordance with the MCA Circulars and the SEBI LODR Regulations, the Company is sending the Postal Ballot Notice in electronic form only. Physical copy of this Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot and accordingly, the Shareholders are required to communicate their assent or dissent through remote e-voting system only.
4. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on 5<sup>th</sup> June, 2026 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the Depository Participants concerned and in respect of physical holdings, with

the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services Limited (the “RTA”), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. This Notice is also available at the Company’s website: [www.thejo-engg.com](http://www.thejo-engg.com) and the website of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

5. In line with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by Central Depository Services (India) Limited (“CDSL”). Instructions for remote e-voting are provided in Note No. 10.
6. The remote e-voting period commences on Friday, 12<sup>th</sup> June, 2026 at 9:00 A.M. (IST) and ends on Saturday, 11<sup>th</sup> July, 2026 at 5:00 P.M. (IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the Resolutions. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change his/her vote subsequently or cast the vote again. There will be one login for every Folio / Client ID irrespective of the number of joint holders. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the Cut-off date.
7. Results of the Postal Ballot will be announced on or before 14<sup>th</sup> July, 2026 at the Registered Office of the Company. The results declared along with the Scrutinizer’s Report would be displayed at the Registered Office of the Company, communicated to the National Stock Exchange of India Limited where the Shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website viz. [www.thejo-engg.com](http://www.thejo-engg.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
8. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting (i.e.) Saturday, 11<sup>th</sup> July, 2026.

Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

9. Members, holding shares in physical form, who have not registered their e-mail address with the Company can register the same by sending an email to the Company with copy of the duly filled and signed request letter in Form ISR-1 and attaching a self-attested copy of the share certificate (both front and back sides), PAN card and any one document for address proof (eg: Aadhaar card, Passport, Driving License, etc.) at [investor@thejo-engg.com](mailto:investor@thejo-engg.com). Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants. The registered e-mail address will be used for sending future communications.
10. Instructions for remote e-voting are as below:
  - (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed by SEBI that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided by SEBI to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode in respect of CDSL/NSDL** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and My Easi New (Token) Tab.</p> <p>After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>                               | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |

(iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders” module.
- c) Now enter your User ID
  1. For CDSL: 16 digits beneficiary ID,
  2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  3. Shareholders 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 and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

|   | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>  |
|---|---|
| PAN   | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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

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other company on 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.

- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of the Company on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA, if any, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) 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.
  - d) The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
  - e) It is mandatory that, a scanned copy of the 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.
  - f) Alternatively non-individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@thejo-engg.com](mailto:investor@thejo-engg.com) if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

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- (xvi) Process for those shareholders whose email/mobile number are not registered with the company/ depositories.
- a) For Physical shareholders- please provide duly filled and signed request letter in Form ISR-1 available at <https://www.thejo-engg.com/investors/ComplianceOfficer> together with a self-attested copy of the share certificate (both front and back sides), PAN card and any one document for address proof (eg: Aadhaar card, Passport, Driving License, etc) by email to [investor@thejo-engg.com](mailto:investor@thejo-engg.com)
  - b) For Demat shareholders - Please update your email id and mobile number with your respective Depository Participant (DP)
  - c) For Individual Demat shareholders – Please update your email id and mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.
- (xvii) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911
- (xviii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

### Item No.1: Re-appointment of Mr. V.A. George (DIN 01493737) as Whole-time Director designated as Executive Chairman

The Members of the Company at the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> August, 2021, approved the appointment of Mr. V.A. George (DIN 01493737) as Executive Chairman of the Company for a period of 5 (five) years with effect from 15<sup>th</sup> July 2021.

Based on the recommendation of the Compensation/Nomination and Remuneration Committee (“CNRC”), the Board of Directors at their Meeting held on 27<sup>th</sup> May 2026 re-appointed Mr. George as a Whole-time Director designated as ‘Executive Chairman’ entrusted with powers and responsibilities to oversee strategy, governance, ESG and related functional areas, for a period of three years with effect from 15<sup>th</sup> July, 2026, subject to the approval of the Members, considering the significant contribution he could make to the future growth of the Company.

In the light of the recommendation of the CNRC, the Board has also approved the remuneration and other terms and conditions as set out in the Special Resolution under Item No.1, subject to the approval of the Members.

Mr. V. A. George has more than four decades of experience in the corporate world (both in public and private sector) and has been associated with the Company for nearly two decades. He has been instrumental in steering the Company through the various phases of growth and development. He continues to provide valuable leadership, vision, and guidance to the management team.

As per Section 196(3) of the Companies Act, 2013, the appointment of a person who has attained the age of seventy years as a Whole-time Director may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Accordingly, in view of Mr. George’s extensive industry experience, proven expertise, deep understanding of the Company’s business, and his long-standing association with the Company spanning nearly two decades, approval of the Members is sought for the re-appointment of Mr. George as a Whole-time Director designated as Executive Chairman through a Special Resolution as contained in Item No. 1, as the Company would benefit immensely from his continued leadership as the Executive Chairman.

#### Profile:

A brief profile along with other details of Mr. V.A. George is as follows:

|   |  |
|---|--|
| Name of the Director  | Mr. V.A. George  |
| Age   | 76 years   |
| Director Identification Number  | 01493737   |
| Date of joining of the Board  | 15 <sup>th</sup> July, 2013  |
| Brief Resume of the Director (including qualifications, experience and expertise in key functional areas) | Mr. V.A. George is a mechanical engineer and holds a post graduate diploma in management, in addition to being a certified associate of the Indian Institute of Banking and Finance. He holds a Board Director Diploma with distinction from the International Institute of Management Development, Switzerland and also holds a Corporate Director Certificate from Harvard Business School, USA. He also holds a Certificate in Global Management apart from being a Certified Director in Corporate Governance from INSEAD, Paris. Out of his |

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|   | more than four decades of experience in the corporate world (both in public and private sector), more than 25 years have been in senior management positions. He is a fellow of All India Management Association and Institute of Directors. Mr. V.A. George has expertise in banking, finance, governance, engineering, and overall management. |
| Terms and Conditions of re-appointment  | As per the resolution at Item No 1 of this Notice  |
| Remuneration last drawn   | ₹ 132.00 lakhs during the Financial Year 2025-26 (excluding commission for FY2024-25 paid during FY2025-26 and commission for FY2025-26 to be paid during FY2026-27).  |
| Remuneration proposed to be paid  | As per the resolution at Item No.1 of this Notice read with explanatory statement thereto.   |
| Number of Meetings of the Board attended during FY25-26                         | Eligible to attend: 7 (Seven)<br>Attended: 7 (Seven)   |
| No. of shares held in the Company, including shareholding as a beneficial owner | 1,30,000 equity shares as on 31 <sup>st</sup> March, 2026  |
| Directorships in other Companies*   | 1. Muthoot Finance Limited<br>2. Belstar Microfinance Limited  |
| Resignation from Listed entities in the past three years                        | Nil  |
| Committee Chairmanships/ Memberships in other Companies*                        | 1. Muthoot Finance Limited:<br>Member, Audit Committee<br>Member, Nomination & Remuneration Committee<br>Member, Risk Management Committee,<br>Member, Asset Liability Management Committee<br>2. Belstar Microfinance Limited:<br>Chairman, Nomination & Remuneration Committee<br>Member, Audit Committee                                      |
| Relationship with other Directors / Key Managerial Personnel                    | Nil  |

*\*Directorships and Committee memberships in Thejo Engineering Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee memberships are excluded.*

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Save and except Mr. V.A. George, and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the Listing Regulations and under Secretarial Standard on General Meeting (SS-2).

**Item No.2: Re-appointment of Mr. Manoj Joseph (DIN 00434579) as Managing Director**

The Members of the Company at the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> August, 2021, approved the appointment of Mr. Manoj Joseph as Managing Director for a period of 5 years with effect from 15<sup>th</sup> July, 2021.

Based on the recommendation of the Compensation/Nomination and Remuneration Committee (“CNRC”), the Board of Directors at their Meeting held on 27<sup>th</sup> May 2026 re-appointed Mr. Manoj Joseph as Managing Director of the Company for a period of 5 years with effect from 15<sup>th</sup> July, 2026, subject to the approval of the Members, considering the significant contribution he could make to the future growth of the Company.

In the light of the recommendation of the CNRC, the Board has also approved the remuneration and other terms and conditions as set out in the Ordinary Resolution under Item No.2, subject to the approval of the Members.

Mr. Manoj Joseph has been associated with the Company for more than three decades and has held key leadership positions across diverse functions, including Materials, Planning, Manufacturing, Sales and Marketing. Over the course of his tenure, he has played a significant role in driving the Company’s growth and operational excellence. He previously served as the Deputy Managing Director and Chief Operating Officer and is presently serving as the Managing Director of the Company. His extensive industry knowledge, strategic insight, leadership capabilities and deep understanding of the Company’s business make him well-positioned to continue leading the Company and contributing to its long-term growth and value creation.

A brief profile along with other details of Mr. Manoj Joseph is as follows:

|   |  |
|---|--|
| Name of the Director  | Mr. Manoj Joseph   |
| Age   | 56 years   |
| Director Identification Number  | 00434579   |
| Date of joining of the Board  | 04 <sup>th</sup> October, 2001   |
| Brief Resume of the Director (including qualifications, experience and expertise in key functional areas) | Mr. Manoj Joseph 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 and has developed expertise in key functional areas such as Materials, Planning, Manufacturing and Sales. He has also served the Company as Deputy Managing Director and Chief Operating Officer and is currently serving as Managing Director of the Company. |
| Terms and conditions of re-appointment  | Mr. Manoj Joseph is proposed to be re-appointed as the Managing Director of the Company for a period of five years from 15 <sup>th</sup> July, 2026. The terms and conditions of his appointment are as per resolution at Item No. 2.  |
| Remuneration last drawn   | ₹ 73.97 lakhs during the Financial Year 2025-26 (excluding statutory benefits and commission for FY2024-25 paid during FY2025-26 and commission for FY2025-26 to be paid during FY2026-27).  |
| Remuneration proposed to be paid  | As per the resolution at Item No. 2 of this Notice read with explanatory statement thereto.  |
| Number of Meetings of the Board attended during FY2025-26   | Eligible to attend: 7 (Seven)<br>Attended: 7 (Seven)   |

|   |  |
|---|--|
| No. of shares held in the Company, including shareholding as a beneficial owner | 4,97,580 equity shares as on 31 <sup>st</sup> March, 2026  |
| Directorships in other Companies*   | Nil  |
| Resignation from Listed entities in the past three years                        | Nil  |
| Committee Chairmanships/ Memberships in other Companies*                        | Nil  |
| Relationship with other Directors / Key Managerial Personnel                    | Son of Mr. K.J. Joseph, Chairman Emeritus and brother of Mr. Manesh Joseph, Director and not related to any other Director / Key Managerial Personnel. |

\* *Directorships and Committee memberships in Thejo Engineering Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee memberships are excluded.*

Your Directors recommend the Ordinary Resolution for the approval of the Members.

Save and except Mr. Manoj Joseph, and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the said Ordinary Resolution.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2).

By Order of the Board  
For THEJO ENGINEERING LIMITED

Place : Chennai  
Date : 27<sup>th</sup> May, 2026

JAYASHREE SREERAMAN  
Company Secretary & Compliance Officer