
THEJO ENGINEERING LIMITED

Registered Office: 3rd Floor, VDS House, 41, Cathedral Road, Chennai – 600 086.

CIN: L27209TN1986PLC012833

Phone: 044 – 42221900 Fax: 044 – 42221910

E-mail: investor@thejo-engg.com

Website: www.thejo-engg.com

NOTICE TO MEMBERS

NOTICE is hereby given that the 39th Annual General Meeting of the Members of Thejo Engineering Limited will be held on Friday, 29th August, 2025 at 10.15 a.m. at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai – 600 014, Tamil Nadu, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Report of the Auditors thereon and, in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

“**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Report of the Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2025 and, in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, dividend at the rate of ₹ 5 /- (Rupees Five Only) per Equity Share of the Company of the face value of ₹ 10/- (Rupees Ten Only) each fully paid-up be and is hereby declared for the Financial Year ended 31st March, 2025 and be paid out of the profits of the Company for the year 2024-25 to the Members whose names appear in the Register of Members of the Company or as beneficial owner in the records of the Depositories as on 22nd August, 2025.”

3. To appoint a Director in place of Mr. Rajesh John (DIN 05161087), who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rajesh John (DIN 05161087), who retires by rotation at this Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint a Director in place of Mr. Thomas John (DIN 00435035), who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Thomas John (DIN 00435035), who retires by rotation at this Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

NOTICE TO MEMBERS**SPECIAL BUSINESS:**

5. To appoint the Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, Mrs. Sindhuja Porselvam, Peer Reviewed Company Secretary in Practice (ACS 44831, CP 23622, Peer Review No. 5912/2024), be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company (including its Committee thereof).

“RESOLVED FURTHER THAT Mr. V.A. George, Executive Chairman, Mr. Thomas John, Vice Chairman, Mr. Manoj Joseph, Managing Director and Mr. M.D. Ravikanth, CFO & Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution”

6. To ratify the remuneration to the Cost Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,25,000/- (Rupees Two Lakhs and Twenty Five Thousand only) excluding applicable taxes and other out-of-pocket expenses, which shall be reimbursed at actuals, payable to Ms. Latha Venkatesh, Latha Venkatesh & Associates, Cost Accountant in practice (FRN 101017), appointed as the Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee, for conducting audit of the cost records of the Company for the Financial Year ending March 31, 2026, be and is hereby ratified.

“RESOLVED FURTHER THAT Mr. V.A. George, Executive Chairman, Mr. Thomas John, Vice Chairman, Mr. Manoj Joseph, Managing Director and Mr. M.D. Ravikanth, CFO & Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution”

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2025

M.D. RAVIKANTH
CFO & Secretary

NOTICE TO MEMBERS**NOTES:**

1. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed and it forms part of this Notice.
2. A Member entitled to attend and vote at the Annual General Meeting (“the Meeting” / “the AGM”) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member.
3. The form of proxy duly completed in all respects shall be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members / Proxies are requested to bring the duly filled Attendance Slip to the Meeting.
5. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, Sundays and Public Holidays up to the date of the Meeting and at the venue of the Meeting.
6. The Register of Members and Share Transfer Books will remain closed from 23rd August, 2025 to 29th August, 2025 (both days inclusive).
7. Additional information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking re-appointment at the AGM is annexed to this Notice.
8. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, authorising their representatives to attend and vote on their behalf at the Meeting and/or at any adjournment thereof.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection at the Registered office of the Company during normal business hours on all working days except Saturdays, Sundays and Public Holidays up to the date of the Meeting and at the venue of the Meeting as well as in electronic mode by sending an email to investor@thejo-engg.com.
10. Members having any query or desiring any information pertaining to Annual Accounts are requested to write to the Company at investor@thejo-engg.com, at an early date to enable the Company to answer Members' queries at the Meeting.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL). Please refer to SI No.19 for instruction on remote e-voting facility.
12. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for the Financial Year 2024-25 are available on the Company's website www.thejo-engg.com. The AGM Notice can also be accessed from the websites of the National Stock Exchange of India Limited at www.nseindia.com and the Notice is also available on the website of CDSL (agency for providing Remote e-Voting facility) i.e., www.evotingindia.com.

NOTICE TO MEMBERS

13. Members holding shares in electronic form are requested to intimate immediately any change in their e-mail ID / contact number/ address / bank mandates to the Depository Participants with whom they are maintaining their demat accounts.
 14. The Company has fixed 22nd August, 2025 as the cut-off date for the purpose of determining the Members, who are entitled to vote on the resolutions contained in this Notice. A person, whose name is recorded in the Register of Members or whose name appears as the beneficial owner in the records of the depositories as on the cut-off date alone can avail the facility of remote e-voting or voting during the AGM.
 15. Any person, who acquires the shares of the Company and becomes a Member after the Company sends the Notice of the 39th AGM and holds the shares as on the cut-off date of 22nd August, 2025 may follow the instructions given in Sl No. 19 for casting their vote through remote e-voting.
 16. The final dividend for the Financial Year ended 31st March, 2025, as declared at the AGM, will be paid within 30 days of declaration, to Members whose name appears in the Register of Members of the Company or as beneficial owner in the records of the depositories as on the record date, i.e., 22nd August, 2025. The Members holding shares in demat form, are requested to update the Electronic Bank Mandate through their Depository Participants. In case shares are held in physical form, the Members are requested to send the Bank mandate to the Company at investor@thejo-engg.com.
 17. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means due to invalid / non-availability of bank mandate, the Company shall dispatch the dividend warrant / Banker's cheque / demand draft to such Member.
 18. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed under the Income-tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, and Category as per the Income-tax Act, 1961 with their Depository.
 19. Instructions for Remote E-Voting Facility:
 - a) The remote e-voting period commences on Tuesday, 26th August, 2025 (9 a.m.) and ends on Thursday, 28th August, 2025 (5 p.m.). The cut-off date for determining the eligibility of Members for the remote e-voting and poll is Friday, 22nd August, 2025.
 - b) The remote e-voting module shall be disabled for voting after the end of the remote e-voting period.
 - c) During the remote e-voting period, the Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of 22nd August, 2025, may cast their vote electronically. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - d) The Company has engaged CDSL to offer remote e-voting facility to all the Members to enable them to cast their vote electronically.
 - e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialised form) as on the cut-off date i.e., 22nd August, 2025. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories on the aforesaid cut-off date shall only be entitled to avail the facility of remote e-voting.
 - f) Remote e-voting is optional for Members. Members who have voted electronically through remote e-voting shall be entitled to attend the AGM but would not be allowed to vote at the Meeting.
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g) Members desiring to exercise their vote by using remote e-voting facility should follow carefully the instructions given below:

- (i) The voting period begins on Tuesday, 26th August, 2025 (9 a.m.) and ends on Thursday, 29th August, 2025 (5 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the 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.

- (iv) 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 CDSL Depository	<ol style="list-style-type: none"> 1) 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 www.cdslindia.com and click on login icon and MyEasi New (Token) Tab. 2) 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

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Type of shareholders	Login Method
	<p>of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is 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>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login MyEasi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com 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>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) 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: https://eservices.nsdl.com 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 or joining virtual meeting and voting during the meeting, where applicable.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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</p>

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Type of shareholders	Login Method
	and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting, where applicable.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting and voting during the meeting, where applicable.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of the Company on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

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- (xvi) There is also an optional provision to upload BR/POA, if any, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - 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.
 - 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 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.
20. 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 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.
 - 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.
21. 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 or contact at toll free no. 1800 21 09911.
22. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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 or call at toll free no. 1800 21 09911.
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23. Pursuant to Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be any voting by show of hands on any of the Agenda items at the Meeting and the Company will conduct polling at the Meeting.
24. The Board of Directors have appointed Mr. Seetharama Jayaraman, Practicing Company Secretary (ACS Membership No. F8738, CP No. 6857) as Scrutinizer for conducting the remote e-voting and polling process in a fair and transparent manner.
25. The Scrutinizer shall submit his report to the Chairman of the Company, on the votes cast in favour or against, after scrutiny.
26. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.thejo-engg.com. The results shall simultaneously be communicated to the Stock Exchange(s).

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2025

M.D. RAVIKANTH
CFO & Secretary

NOTICE TO MEMBERS**Annexure to Notice****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 5: Appointment of Secretarial Auditor**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, with effect from April 1, 2025, based on the recommendation of the Board of Directors, the Company shall appoint or re-appoint:

- (i) an individual, being a Peer Reviewed Company Secretary in Practice, as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm, being a Peer Reviewed Company Secretary Practising Firm, as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its Shareholders in its Annual General Meeting.

Mrs. Sindhuja Porselvam, is a qualified Company Secretary with degrees in Law and Commerce and has nearly a decade of experience in corporate compliance and advisory services, including secretarial, legal, financial, and business advisory, with expertise in company law compliance, SEBI listing regulations, secretarial audits, NCLT/ROC representations, FDI compliance, and corporate documentation. Prior to starting her practice, she has worked with a large private group handling secretarial compliances and liaising with banks and auditors.

Mrs. Sindhuja Porselvam has been the Secretarial Auditor of the Company since Financial year 2020-21.

Considering the industry experience, quality of audit, independence and technical skills of Mrs. Sindhuja Porselvam, Peer Reviewed Company Secretary in Practice (ACS 44831, CP 23622, Peer Review No. 5912/2024), Chennai, and based on the recommendation of the Audit Committee, the Board of Directors have recommended her appointment as Secretarial Auditor of the Company for a term of five consecutive years from Financial Year 2025-26 to Financial Year 2029-30, subject to approval of the Members. The remuneration payable to Mrs. Sindhuja Porselvam would be ₹ 1,00,000 (Rupees One Lakh only) for FY2025-26, excluding taxes and other out-of-pocket expenses which shall be reimbursed at actuals, and as may be determined by the Board of Directors (including any Committee thereof) from time to time for the subsequent years.

Mrs. Sindhuja Porselvam has given her consent to act as Secretarial Auditor of the Company and has confirmed that her appointment, if made, will be within the limits specified under Section 204 of the Companies Act, 2013 ("the Act"). She has also confirmed that she is not disqualified to be appointed as Secretarial Auditor in terms of the provisions of the Section 204 of the Act and the Rules made thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Mrs. Sindhuja Porselvam has confirmed that she holds a valid peer review certificate issued by the Institute of Company Secretaries of India.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Considering the details in relation to and credentials of Mrs. Sindhuja Porselvam and reasons as stated above, the Board recommends the Ordinary Resolution set out in Item No.5 of the accompanying Notice for approval by the Members.

NOTICE TO MEMBERS

Item No. 6: Ratification of remuneration of Cost Auditors

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a cost auditor to audit the cost records of the Company. The Board of Directors on the recommendation of the Audit Committee have approved the appointment of Ms. Latha Venkatesh, Latha Venkatesh & Associates, Cost Accountant in practice (FRN 101017), Chennai, as Cost Auditors of the Company for the FY2025-26. The remuneration of the Cost Auditors has been fixed at ₹ 2,25,000/- (Rupees Two Lakhs and Twenty Five Thousand only) excluding taxes and other out-of-pocket expenses, which shall be reimbursed at actuals, in connection with audit of the cost records of the Company for the year ending 31st March 2026. The remuneration of the cost auditors is required to be ratified by the Members, in accordance with the provisions of the Act and the Rules.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution at Item no. 6 of this Notice for the approval of the Members.

Additional information on Directors recommended for re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2):

Information about Mr. Rajesh John:

Name of the Director	Mr. Rajesh John
Age	49 years
Director Identification Number	05161087
Date of joining of the Board	16 th January, 2012
Profile / Brief Resume of the Director (including nature and areas of expertise)	Mr. Rajesh John (DIN 05161087) is currently a Whole-time Director of the Company, designated as Deputy Managing Director. He is a Mechanical Engineer with a Post Graduate Diploma in Management. He started his career with TAFE Limited and later worked with GE Capital International Services before joining Thejo Engineering Limited in 2002. He has experience and expertise in various functions such as purchase, finance and accounts, and Sales.
Terms and conditions of re-appointment	Mr. Rajesh John is proposed to be re-appointed as a Director, liable to retire by rotation. As per the resolution passed by the Members at the Annual General Meeting held on 30 th August, 2021, Mr. Rajesh John was re-appointed as a Whole-time Director as per the terms and conditions contained therein.
Remuneration last drawn	₹ 49.14 lakhs during the Financial Year 2024-25 (excluding statutory benefits and commission for FY2023-24 paid during FY2024-25)
Remuneration proposed to be paid	As per existing terms and conditions
Number of Meetings of the Board attended during the year (FY2024-25)	Eligible to attend: 6 (Six) Attended: 6 (Six)
No. of shares held in the Company	6,50,598 Equity Shares as on 31 st March, 2025

NOTICE TO MEMBERS

Directorships of other Boards as on 31 st March, 2025	Nil
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2025	Nil
Resignation from Directorship of listed entities in the past three years	Nil
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Thomas John, Vice Chairman and not related to any other Director / Key Managerial Personnel.

Notes:

- 1) *Directorships and Committee Memberships in Thejo Engineering Limited are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee Memberships are excluded.*
- 2) *Remuneration represents monthly fixed remuneration drawn during the year and excludes other components like LTA, Medical reimbursement, commission, statutory contributions, etc.*

Information about Mr. Thomas John:

Name of the Director	Mr. Thomas John
Age	80 years
Director Identification Number	00435035
Date of joining of the Board	26 th March, 1986
Profile / Brief Resume of the Director (including nature and areas of expertise)	Mr. Thomas John (DIN 00435035), Co-Promoter of Thejo Engineering Limited is currently the Non-executive Vice Chairman of the Company. He was associated with Pioneer Equipment Company, Phoenix Metals and Alloys Private Limited and FAME Private Limited in various capacities, before starting Thejo Engineering Services. He has expertise and experience of more than four decades in manufacturing / services areas.
Terms and conditions of re-appointment	Mr. Thomas John is proposed to be re-appointed as a Director, liable to retire by rotation.
Remuneration last drawn	Sitting Fees of Rs. 4.75 lakhs during the Financial Year 2024-25.
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year (FY2024-25)	Eligible to attend: 6 (Six) Attended: 6 (Six)
No. of shares held in the Company	6,50,604 Equity Shares as on 31 st March, 2025
Directorships of other Boards as on 31 st March, 2025	Nil

NOTICE TO MEMBERS

Membership / Chairmanship of Committees of other Boards as on 31 st March, 2025	Nil
Resignation from Directorship of listed entities in the past three years	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Thomas John, Vice Chairman is the father of Mr. Rajesh John, Whole-time Director and not related to any other Director / Key Managerial Personnel.

Note:

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

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2025

M.D. RAVIKANTH
CFO & Secretary