
THEJO ENGINEERING LIMITED

Regd. 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 34th Annual General Meeting of the Members of Thejo Engineering Limited will be held on Saturday, 29th August, 2020 at 11 a.m. Indian Standard Time (IST), through Video Conferencing/ Other Audio Visual Means (VC/OAVM) Facility to transact following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 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, 2020 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 on 31st March, 2020, 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, 2020, 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, 2020 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, 2020 and be paid out of the profits of the Company for the year 2019-20 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, 2020.”

3. To appoint a Director in place of Mr. K.J. Joseph (DIN 00434410), 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. K.J. Joseph (DIN 00434410), 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. 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.”

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SPECIAL BUSINESS:

5. Adoption of new set of Articles of Association pursuant to the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby altered by replacing it *in toto* with a new set of Articles of Association as contained in Annexure 1 to this Notice.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, in the best interest of the Company for giving effect to the aforesaid Resolution."

6. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, sanctions as may be required, approval of the Members be and is hereby accorded for increase in the Authorised Share Capital of the Company from ₹ 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 15,00,00,000 /- (Rupees Fifteen Crores Only) divided into 1,50,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following:

"V. The Authorised Share Capital of the Company is ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each with concomitant power to increase, reduce, sub-divide, vary, modify or abrogate any rights, privileges and conditions attaching thereto, subject to and in accordance with the provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, in the best interest of the Company for giving effect to the aforesaid Resolution and is hereby further authorised to delegate all or any of the powers for implementing the aforesaid Resolution to on any Director(s), Company Secretary or any other Officer of the Company."

7. Re-appointment of Mr. Manoj Joseph as Whole-time 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 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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, the re-appointment of Mr. Manoj Joseph (DIN 00434579) as Whole-time Director of the Company, designated as Deputy Managing Director and

NOTICE TO MEMBERS

Chief Operating Officer, for a period of 3 years with effect from 20th June, 2020 up to 19th June, 2023 be and is hereby approved on the following terms and conditions:

Remuneration:

- a) **Basic Salary:** ₹ 2,10,000/- (Rupees Two Lakhs Ten Thousand Only) per month in the scale of ₹ 2,10,000 - ₹ 10,000³ - ₹ 2,40,000 with annual increment to take effect from 1st April of the succeeding year, subject to the limits prescribed under Section 197 of the Companies Act, 2013.
- b) **Allowances:**
 - i. Dearness Allowance: 30% of the basic salary per month
 - ii. House Rent Allowance: 50% of the basic salary plus DA per month
- c) **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, payable every year after the finalisation of the Annual Accounts 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, 1962:

- i. **Medical Expenses & Insurance:** Reimbursement of medical expenses including hospitalization and surgical charges of self and family, or direct payment by the Company against actual medical bills, receipts and/or cash memos, up to a limit of 8.33% of basic annual salary and DA. Medical Insurance to self and spouse as per the Policy of the Company.
 - ii. **Leave Travel Assistance:** Entitlement for Leave Travel Assistance for self and family, once in two years, equivalent to two months' salary and DA. Family means wife and dependent children and parents. Such entitlement may be accumulated as per the Policy of the Company.
 - iii. **Club Fees:** Entitlement for reimbursement of fees and expenses for membership of one club other than life membership fees.
 - iv. Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund as per the Schemes of the Company.
 - v. **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.
 - vi. Mr. Manoj Joseph shall be entitled to reimbursement of entertainment expenses actually and properly incurred by him in the ordinary course of business of the Company and travelling, hotel and other expenses incurred by him 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.

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- 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, however 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 Whole-time 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 Directors and / or the Secretary of the Company be and are hereby severally authorised to file the necessary forms / returns with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection with the above.”

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 18th June, 2020

M.D. RAVIKANTH
CFO & Secretary

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. In view of the massive outbreak of COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (“the MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), physical attendance of the Members to the AGM venue is not required and the 34th Annual General Meeting (AGM) will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 34th AGM shall be the Registered Office of the Company.
3. Pursuant to the MCA Circulars, as the AGM is being conducted through VC/OAVM, the facility to appoint proxy to attend and cast vote for the Members is not available for this General Meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the 34th AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the 34th AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee,

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- Nomination and Remuneration Committee and Shareholders and Investor Grievance Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Central Depository Services (India) Limited (“CDSL”) will be providing the facility for voting through remote e-voting, participating in the 34th AGM through VC/OAVM and e-voting during the AGM.
 6. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. 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 & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, 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.23 for instruction on remote e-voting facility.
 8. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at 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 the Remote e-Voting facility and e-Voting facility during the AGM) i.e. www.evotingindia.com
 9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.
 10. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
 11. The Register of Members and Share Transfer Books will remain closed from 23rd August, 2020 to 29th August, 2020 (both days inclusive).
 12. Additional information pursuant to Regulation 36 of 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.
 13. 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.
 14. Members holding shares in electronic form are requested to intimate immediately any change in their e-mail ID / address / bank mandates to the Depository Participants with whom they are maintaining their demat accounts.
 15. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the Financial Year 2019-20 are available on the Company’s website www.thejo-engg.com.
 16. Any person, who acquires the shares of the Company and becomes a Member after the Company emails the Notice of the 34th AGM and holds the shares as on the cut-off date of 22nd August, 2020 may obtain the user id and password by sending an email request to investor@thejo-engg.com . However, if the said Member is already registered for remote e-voting with CDSL, he can use his existing credentials.
 17. 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 cast vote through e-voting during the AGM.
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18. 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 in electronic mode. Members can inspect the same by sending an email to investor@thejo-engg.com.
 19. 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.
 20. The final dividend for the Financial Year ended 31st March, 2020, 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 as on the record date, i.e. 22nd August, 2020. 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.
 21. 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/ Bankers' cheque/ demand draft to such Member.
 22. 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.
 23. Instruction for Remote E-Voting Facility:
 - a) The remote e-voting period commences on Wednesday, 26th August, 2020 (9 a.m.) and ends on Friday, 28th August, 2020 (5 p.m.). The cut-off date for determining the eligibility of Members for the remote e-voting and poll is Saturday, 22nd August, 2020
 - 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, 2020, 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, 2020. 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 not be allowed to vote at the Annual General Meeting.
 - g) Members desiring to exercise their vote by using remote e-voting facility should follow carefully the instructions given below:
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- (i) The voting period begins on Wednesday, 26th August, 2020 (9 a.m.) and ends on Friday, 28th August, 2020 (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 Saturday, 22nd August, 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
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"> • 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)	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"> • 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 as mentioned in instruction (v).

- (xi) After entering these details appropriately, click on “SUBMIT” tab.
 - (x) 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
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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.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Thejo Engineering Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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 & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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24. Instruction for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@thejo-engg.com.
- b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@thejo-engg.com

25. Instructions for Members for participating in the 34th AGM through VC/OAVM are as under:

- a) Shareholder will be provided with a facility to attend the 34th AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@thejo-engg.com. The shareholders who do not wish to speak during the 34th AGM but have queries may send their queries in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@thejo-engg.com. These queries will be replied to by the company suitably at the AGM/by email.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

26. Instruction for Members for e-voting during the 34th AGM are as under:

- a) The procedure for e-Voting on the day of the 34th AGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those shareholders, who are present in the 34th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 34th AGM.
- c) If any Votes are cast by the shareholders through the e-Voting available during the 34th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the Meeting.
- d) Shareholders who have voted through Remote e-Voting will be eligible to attend the 34th AGM. However, they will not be eligible to vote at the 34th AGM.

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27. If you have any queries or issues regarding attending 34th AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) or Mr. M.D. Ravikanth (044-42221900).
28. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.
29. 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.
30. The Board of Directors have appointed Mr. G. Porselvam, Practicing Company Secretary (FCS 9322, CP 3187) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.
31. The Scrutinizer shall submit his report to the Chairman of the Company, on the votes cast in favour or against, after scrutiny.
32. 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 : 18th June, 2020

M.D. RAVIKANTH
CFO & Secretary

NOTICE TO MEMBERS

EXPLANATORY STATEMENT ANNEXED TO NOTICE [PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013]

Item No. 5:

The existing Articles of Association (“AOA”) of the Company was adopted pursuant to the provisions under the Companies Act, 1956. Several regulations of the existing AOA of the Company refer to the provisions in the Companies Act, 1956. Considering that substantive sections of the Companies Act, 2013 dealing with the general working of the companies, stand notified, it is desirable to amend the existing Articles of Association. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles to align it with the provisions of the Companies Act, 2013 including the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The new AOA to be substituted in place of the existing AOA is based on Table ‘F’ specified in Schedule I of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members. The proposed new draft Articles of Association is attached as Annexure 1.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their shareholding interest, if any.

Item No. 6:

The present total Authorised Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each, out of which 34,60,352 Equity Shares of ₹ 10/- each amounting to ₹ 3,46,03,520/- are fully subscribed and paid-up.

As the scope for further issue of Share Capital in terms of the existing Authorised Capital of the Company is limited and with a view to enabling the Company to issue additional Share Capital to meet its requirements in the short term as well in the long term, it is proposed to increase the Authorised Share Capital of the Company from ₹ 10 Crores to ₹ 15 Crores as set out in Resolution No.6. On increase in the Authorised Capital as proposed, the Authorized Capital structure of the Company will be as follows:

₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 Equity Shares of ₹ 10/- (Rupees Ten) each.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at www.thejo-engg.com, until the date of the AGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the said Ordinary Resolution, except to the extent of their shareholding interest, if any.

The Board recommends the Ordinary Resolution set out in Item No. 6 of the accompanying Notice for approval by the Members.

Item No. 7:

The Members of the Company at the 29th Annual General Meeting held on 26th August, 2015, approved the appointment of Mr. Manoj Joseph as Whole-time Director of the Company for a period of five years which comes to an end on 19th June, 2020.

NOTICE TO MEMBERS

Accordingly, on the recommendation of Compensation/Nomination and Remuneration Committee, the Board of Directors at their meeting held on 18th June, 2020 re-appointed Mr. Manoj Joseph as Whole-time Director of the Company designated as Deputy Managing Director and Chief Operating Officer for a period of three years with effect from 20th June, 2020 up to 19th June, 2023, subject to the approval of the Members, considering his long experience in the Company.

In the light of the recommendation of the Compensation / Nomination and Remuneration Committee, the Board has also approved the remuneration and other terms and conditions as set out in the Ordinary Resolution under Item No.7, subject to the approval of the Members.

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

Name of the Director	Mr. Manoj Joseph
Age	50 years
Director Identification Number	00434579
Date of joining of the Board	04 th October, 2001
Profile of the Director	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 such as Materials, Planning, Manufacturing and Sales. He is currently in-charge of Marketing, Manufacturing and R&D.
Terms and conditions of re-appointment	As per the Resolution passed by the Members at the Annual General Meeting held on 26 th August, 2015, Mr. Manoj Joseph was re-appointed as a Whole-time Director up to 19 th June, 2020 as per the terms and conditions contained therein. He is proposed to be re-appointed as a Whole-time Director of the Company for a period of three years from 20 th June, 2020. The terms and conditions of his re-appointment as per resolution at Item No. 7.
Remuneration last drawn	₹ 43.26 lakhs during the Financial Year 2019-20 (excluding retirement benefits and commission for FY 2018-19 paid in FY 2019-20).
Remuneration proposed to be paid	As per the resolution at Item No.7 of the Notice of AGM read with explanatory statement thereto.
Number of Meetings of the Board attended during the year(FY19-20)	3 (Three)
No. of shares held in the Company	1,65,860 equity shares as on 31 st March, 2020
Directorships of other Boards as on 31 st March, 2020	Nil
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2020	Nil
Relationship with other Directors / Key Managerial Personnel	Son of Mr. K.J. Joseph and not related to any other Director / Key Managerial Personnel.

NOTICE TO MEMBERS

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

Information on Mr. K.J. Joseph:

Name of the Director	Mr. K.J. Joseph
Age	78 years
Director Identification Number	00434410
Date of joining of the Board	11 th April, 1986
Profile of the Director	Mr. K.J. Joseph, one of the promoters, is currently the Non-Executive Chairman of the Company. He holds a Diploma in Mechanical Engineering and has served in companies like Pioneer Equipment & Co., Baroda, Kulkarni Foundries Limited, Pune and FAME Private Limited, Baroda in various capacities, apart from serving in the Indian Defense Services. He was earlier the Managing Director of the Company and he became the Chairman in 2001. He has experience of more than three decades in manufacturing / services areas.
Terms and conditions of re-appointment	Pursuant to the Section 152(6) of the Companies Act, 2013, Mr. K.J. Joseph who was appointed as a Non-executive Director at the Annual General Meeting held on 16 th August, 2017, is liable to retire by rotation.
Remuneration last drawn (sitting fees, if any)	₹ 1.75 lakhs as sitting fees during the Financial Year 2019-20.
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year(FY19-20)	2 (Two)
No. of shares held in the Company	2,49,400 Equity Shares as on 31 st March, 2020
Directorships of other Boards as on 31 st March, 2020	Nil
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2020	Nil
Relationship with other Directors / Key Managerial Personnel	Father of Mr. Manoj Joseph and not related to any other Director / Key Managerial Personnel.

NOTICE TO MEMBERS

Information on Mr. Rajesh John:

Name of the Director	Mr. Rajesh John
Age	44 years
Director Identification Number	05161087
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. Rajesh John is currently a Whole-time Director of the Company. 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 worked in the Company's various Departments such as Purchase, Finance and Accounts and is, at present, in charge of 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 20 th August, 2018, Mr. Rajesh John was re-appointed as a Whole-time Director as per the terms and conditions contained therein.
Remuneration last drawn	₹ 38.59 lakhs during the Financial Year 2019-20 (excluding retirement benefits and commission for FY 2018-19 paid in FY 2019-20)
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year(FY19-20)	4 (Four)
No. of shares held in the Company	2,16,866 Equity Shares as on 31 st March, 2020
Directorships of other Boards as on 31 st March, 2020	Nil
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2020	Nil
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Thomas John and not related to any other Director / Key Managerial Personnel.

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 18th June, 2020

M.D. RAVIKANTH
CFO & Secretary

ANNEXURE 1 TO NOTICE
ARTICLES OF ASSOCIATION
OF
THEJO ENGINEERING LIMITED
INCORPORATED UNDER THE COMPANIES ACT, 1956

PRELIMINARY

1. The regulations contained in Table 'F' in Schedule I to the Companies Act, 2013, as amended from time to time, shall apply to the Company and constitute its regulations as far as they are applicable to public companies except so far as the same are expressly dealt with herein in these Articles.

2. In the construction of these Articles, unless there shall be something in the subject or context inconsistent therewith:

“The Company” means “THEJO ENGINEERING LIMITED”.

“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

“The Rules” means the applicable rules for the time being in force as prescribed under the relevant provisions of the Act.

“The Board” or “Board of Directors” means the collective body of the Directors of the Company.

“Seal” means the Common Seal for the time being of the Company.

“Section” or “Sec.” means Section of the Act.

Words importing the singular number also include the plural number, words importing the masculine gender also include the feminine gender and words importing persons includes corporations.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

CAPITAL & SHARES

3. The authorized share capital of the Company is as stated in the Memorandum of Association of the Company. The Company may from time to time by Ordinary Resolution increase its authorized share capital by such sum and to be divided into Shares of such amount as may be specified in the Resolution. The minimum paid-up Capital of the Company shall be as may be prescribed by the Act.
4. Shares shall be under the control of Board of Directors, who may allot or dispose of the same to such persons and for such consideration, including for consideration other than cash, and upon such terms and conditions and either at premium or at par and at such time as they may determine.
5. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
- a) Equity share capital:
 - (i) with voting rights and / or
 - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

ANNEXURE 1 TO NOTICE

b) Preference share capital.

Subject to the provisions of the Act, a person subscribing to shares offered by the Company shall have the option either to receive physical certificates for such shares or to hold the shares in a dematerialised form with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

6. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
7. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to
 - a) persons who, at the date of offer, are holders of equity shares of the Company, including a right to renounce the shares offered to him or any of them in favour of any other person; or
 - b) employees under any scheme of employees' stock option; or
 - c) any persons, including those referred to in clause (a) and/or clause (b) above.(2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

LIEN

8. The fully paid shares shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
9. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
10. No unclaimed or unpaid dividend/interest shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the provisions of the Act.
11. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities of the Company.

TRANSFER AND TRANSMISSION OF SHARES

12. The registration of a transfer shall not be refused on the ground of the transfer being alone or jointly with any other persons indebted to the Company on any account, whatsoever.
13. That any amount paid-up in advance of calls on any share may carry interest but shall not, in respect thereof, confer a right to dividend or to participate in profits.

ANNEXURE 1 TO NOTICE

14. That option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting.
15. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
 - a) to be registered himself as holder of the share; or
 - b) to make such transfer of the share as the deceased or insolvent Member could have made.(2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the share before his death or insolvency.
(3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
16. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and the Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine subject to the provisions of the Act.
17. The provisions of these Articles relating to transfer and transmission of shares shall *mutatis mutandis* apply to any other securities of the Company.

CALLS ON SHARES

18. (1) The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium).
(2) Each Member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
(3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as deemed appropriate.
(4) A call may be revoked or postponed at the discretion of the Board.
19. The provisions of these Articles relating to calls on shares shall *mutatis mutandis* apply to any other securities of the Company.

FORFEITURES OF SHARES

20. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
21. Upon any sale after forfeiture or for enforcing a lien, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold; after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be challenged by any person.

ANNEXURE 1 TO NOTICE

22. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
23. When any share is forfeited, notice of the forfeiture shall be given to the defaulting Member and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
24. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering the share on such terms as they think fit.
25. The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities of the Company.

CAPITALISATION OF PROFITS AND RESERVES

26. Subject to the relevant provisions of the Act and the Rules made thereunder, the profits and/or reserves of the Company may be capitalised after duly complying with the relevant statutory requirements.

ALTERATION OF CAPITAL

27. Subject to the provisions of the Act, the Company may, by ordinary resolution –
 - a. increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - b. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;
 - c. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - d. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum; and
 - e. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
28. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —
 - a) its share capital; and/or
 - b) any capital redemption reserve account; and/or
 - c) any securities premium account; and/or
 - d) any other reserve in the nature of share capital.

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PROCEEDINGS AT GENERAL MEETINGS

29. The quorum for the General Meetings shall be as provided in the Act.
30. The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairperson of the Meeting, the Vice Chairman of the Board, if any, shall preside at such General Meeting and if the Vice Chairman is not present or unwilling to chair the Meeting, then the Directors present shall elect one of their members to be Chairperson of the Meeting. If no Director is willing to chair the Meeting, the Members present shall choose one of them to be the Chairperson of the Meeting.
31. On any business at any General Meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
32. (1) The Company shall cause minutes of the proceedings of every General Meeting of any class of Members or creditors as well as every resolution passed by postal ballot, to be prepared and signed in such manner as may be prescribed by the Rules.
- (2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the Meeting, –
- a) is, or could reasonably be regarded, as defamatory of any person; or
 - b) is irrelevant or immaterial to the proceedings; or
 - c) is detrimental to the interests of the Company.
- (3) The Chairperson shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- (4) The minutes of the Meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

ADJOURNMENT OF MEETING

33. The Chairperson may, *suo motu*, adjourn the meeting from time to time and from place to place.

VOTING RIGHTS

34. The voting rights of the Members shall be in proportion to their share in the paid-up equity Share Capital of the Company.
35. A Member may exercise his vote at a Meeting by electronic means in accordance with the Act and shall vote only once.
36. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any Member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
37. Subject to the provisions of the Act and other provisions of these Articles, any person entitled to any shares by transmission may vote at any General Meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the Meeting

ANNEXURE 1 TO NOTICE

or adjourned Meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such Meeting in respect thereof.

PROXY

38. (1) Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that Meeting.
- (2) The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.

BOARD OF DIRECTORS

39. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).
40. A Director shall not be required to hold qualification shares.
41. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles
42. (1) The Board of Directors may, when any Director (hereinafter referred to as "the Original Director") is not available in India for more than three months at a time, appoint any person as an Alternate Director. If the Original Director is an Independent Director, the person appointed as Alternate Director for him should be qualified to be appointed as an Independent Director under the Act.
- (2) An Alternate Director shall vacate office if and when the Original Director vacates office as a Director or when the Original Director returns to India.
- (3) If the term of office of the Original Director is determined before he returns to India, the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not the Alternate Director.
43. (1) If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a Meeting of the Board.
- (2) The Director so appointed shall hold office only up to the date the Director in whose place he is appointed would have held office if it had not been vacated.
44. (1) The Board of Directors may fix an amount by way of sitting fees and/or incidental expenses payable to any Director, any Committee Member or special invitees for attending the Meeting of the Board of Directors or of the Committees but it shall in no case exceed such sum as may be prescribed under the Act.
- (2) The Board of Directors may, subject to limitations provided by the Act, allow and pay to any Director who is not a resident of the place where the Registered Office of the Company is situated

ANNEXURE 1 TO NOTICE

or where the Meeting of the Board is held and who shall come to such place for the purpose of attending a Meeting of the Board or a Committee thereof, such sum as the Board may consider fair compensation for travelling, accommodation and other expenses, in addition to his fees for attending such meeting as above specified.

- (3) Subject to the provisions of the Act and these Articles, if any Directors be called upon to perform extra service or special exertions or effort (which expression shall include work done by a Director as a Member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra service or special efforts by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.
- (4) The remuneration payable to any Managing or Whole-time Director or Manager, if any, shall be determined in accordance with and subject to the provisions of the Act.

POWERS OF THE BOARD

- 45. The management of the business of the Company shall be vested in the Board, who may pay all expenses incurred in setting up and registering the Company, and may exercise all such powers, and do all such acts and things the Company is authorized to exercise and do by the Memorandum of Association or in furtherance thereof or otherwise and as are not, by the Act or by these Articles required to be exercised by the Company in General Meeting but subject nevertheless to any regulation of these Articles, to the provisions of the Act, and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 46. The Board of Directors may, from time to time, delegate such of their powers as may lawfully be delegated to any one or more of their Members including the Managing Director or to the Manager or to any other person they deem fit.

PROCEEDINGS OF THE BOARD

- 47. (1) The Board may elect a Chairperson of its Meetings.
(2) If no such Chairperson is elected, or if at any Meeting, the Chairperson is not present within five minutes after the time appointed for holding the Meeting, the Directors present may choose one of their Members to be Chairperson.
- 48. The Chairperson or any one Director with the previous consent of the Chairperson may, or the Company Secretary on the direction of the Chairperson shall, at any time, summon a Meeting of the Board.
- 49. The quorum for a Board Meeting shall be as provided in the Act.
- 50. The participation of the Directors in the Meetings of the Board or any Committee thereof may be either in person or through video conferencing or other audio visual means, as may be prescribed by the Act or the Rules framed thereunder.
- 51. Every Director present at any Meeting of the Board or of a Committee thereof shall sign his name in a record to be maintained for that purpose.

ANNEXURE 1 TO NOTICE

52. Subject to the provisions of the Act, a question arising at any Meeting shall be decided by a majority of votes, each Director having one vote. In the event of an equality of votes, the Chairman of the Meeting shall have a second or casting vote.
53. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the Members of the Board or of a Committee thereof, for the time being entitled to receive notice of a Meeting of the Board or Committee, shall be valid and effective as if it had been passed at a Meeting of the Board or Committee, duly convened and held.
54. The Meetings and proceedings of any Committee of the Board if consisting of two or more Members shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Board so far as the same are applicable thereto.
55. The Board shall cause minutes of all resolutions and proceedings of General Meetings and of the Board and its Committees to be kept in books provided for the purpose and any such minutes, if purporting to be signed by the Chairman of the Meeting to which they relate or by the Chairman of the next succeeding Meeting, shall be evidence of such resolutions and proceedings.

MANAGEMENT

56. Subject to the provisions of the Act:
 - a. A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board.
 - b. A Director may be appointed by the Board as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.
 57. Subject to the provisions of the Act, the Board may appoint a Manager or one or more of their Members as Managing Director or Managing Directors or Whole-time Director or Whole-time Directors at such remuneration for such period and upon such conditions as they think fit and any such Manager, Managing Director or Whole-time Director so appointed may be removed by the Board.
 58. Subject to the provisions of the Act, the Managing Director shall be entrusted with substantial powers of management of the affairs of the Company and shall have power to do all such acts and things which he considers necessary or desirable in the management of the affairs of the Company. Such powers shall be subject to any restrictions and conditions that the Members and/or the Board may impose generally or in relation to any specific matter, by means of a resolution at their respective Meetings.
 59. Subject to the general control and supervision of the Board, the said Manager or Managing Director or Whole-time Director shall have the conduct and management of the business and affairs of the Company and shall have and exercise all such powers, authorities and discretion as are given to or vested in him by these Articles or the regulations of the Company from time to time or may otherwise from time to time be delegated or entrusted to him by the Board.
 60. The Managing Director or the Manager or the Whole-time Directors may, from time to time, delegate all or any of his powers to such employees, agents or other persons as deemed fit and shall have power to revoke such delegated power as deemed necessary.
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ANNEXURE 1 TO NOTICE

COMMON SEAL

- 61. The Board shall have power to provide a Common Seal for the Company and from time to time to cancel the same and substitute a new Seal in lieu thereof.
- 62. The Board shall provide for the safe custody of the Seal.
- 63. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one Director or the Manager, if any, or of the Company Secretary or such other person as the Board may appoint for the purpose and such Director or Manager or the Company Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DIVIDENDS

- 64. (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct.
(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
(3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company shall not be responsible for a payment which is lost or delayed. The Company shall be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
- 65. The Board may retain dividends payable upon shares in respect of which any person is entitled to become a Member by way of transmission, until such person shall become a Member in respect of such shares.
- 66. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the Member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
- 67. The Company may give notice of any dividend that may have been declared to the persons entitled to share therein as per the provisions of the Act.

AUTHENTICATION OF DOCUMENTS

- 68. Save as otherwise expressly provided in the Act or these Articles, any documents or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director or an authorised officer of the Company and need not be under its Seal.

ANNEXURE 1 TO NOTICE

INDEMNITY

69. (1) Subject to the provisions of the Act, every Director, Managing Director, Whole-time Director, Manager, Company Secretary and other Officer of the Company shall be indemnified by the Company out of its funds, to pay all costs, losses and expenses (including travelling expense) which such Director, Manager, Company Secretary and Officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, Manager, Company Secretary or Officer or in any way in the discharge of his duties in such capacity including expenses.
- (2) Subject as aforesaid, every Director, Managing Director, Manager, Company Secretary or other Officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
70. No Director or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the company or for insufficiency or deficiency of any security or investment in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence, dishonesty, delinquency, etc.

SECRECY

71. Save as expressly provided in the Act or under any other law for the time being in force, no Member or any other person shall be entitled to enter into or inspect any premises or property of the Company or require disclosure of any information, which in the opinion of the Board would be inexpedient in the interest of the Company to communicate.

GENERAL POWER

72. Wherever, under the Act or otherwise, the Company shall have any right, privilege or authority or could carry out any transaction only if the Company is so authorized by its Articles, then and in that case, this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as if the same have been specifically provided herein.