



THEJO ENGINEERING LIMITED

(CIN: L27209TN1986PLC012833)

Registered Office:

3rd Floor, VDS House, No.41, Cathedral Road, Chennai 600 086

Ph: 044-42221900 Fax: 044-42221910

Email: investor@thejo-engg.com Website: www.thejo-engg.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (the “**MCA Circulars**”), for seeking consent of the Members of Thejo Engineering Limited (the “**Company**”) by way of **Special Resolutions**, for the business set out below by means of Postal Ballot, only by electronic voting through remote e-voting system (“**E-voting**”/“**Remote e-voting**”).

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

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

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

The Board of Directors of the Company has appointed Ms. Sindhuja Porselvam, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

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

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

Remote e-voting period shall commence on Friday 23rd February, 2024 (9:00 A.M. IST) and end on Saturday, 23rd March, 2024 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than 5.00 P.M. (IST) on Saturday, 23rd March, 2024. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the remote e-voting, the Scrutinizer will submit her Report to the Chairman of the Company or any other person authorized by him. The Results of the Postal Ballot will be announced on or before 26th March, 2024 at the Registered Office of the Company. The said result along with the Scrutinizer’s Report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited where the Equity Shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company’s website viz. www.thejo-engg.com and on the website of CDSL.

The last date of e-voting, i.e., 23rd March, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. Appointment of Prof. N. Venkiteswaran (DIN: 00056000) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of the Compensation/Nomination and Remuneration Committee and the Board of Directors of the Company, Prof. N. Venkiteswaran (DIN: 00056000), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, with effect from 31st March, 2024 for a continuous period of five years and not liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Prof. N. Venkiteswaran (DIN: 00056000) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time under the Act.

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

2. Appointment of Mr. K. Jairaj (DIN: 01875126) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of the Compensation/Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. K. Jairaj (DIN: 01875126), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, with effect from 31st March, 2024 for a continuous period of five years and not liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. K. Jairaj (DIN: 01875126) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time under the Act.

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

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 13th February, 2024

M D RAVIKANTH
CFO & Secretary

Notes:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and rationale relating to the resolutions in this Notice is appended herein below for information and consideration of the Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice shall be available for inspection electronically by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e., 23rd March, 2024. Members who wish to inspect the documents are requested to send an email to investor@thejo-engg.com mentioning their name, folio no./client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
3. In accordance with the MCA Circulars and the SEBI LODR Regulations, the Company is sending the Postal Ballot Notice in electronic form only. Physical copy of this Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot and accordingly, the Shareholders are required to communicate their assent or dissent through remote e-voting system only.

-
4. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on 16th February, 2024 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the Depository Participants concerned and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services Limited (the “RTA”), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. This Notice is also available at the Company’s website: www.thejo-engg.com and the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
 5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by Central Depository Services (India) Limited (“CDSL”). Instructions for remote e-voting are provided in Note No. 10.
 6. The remote e-voting period commences on Friday, 23rd February, 2024 at 9:00 A.M. (IST) and ends on Saturday, 23rd March, 2024 at 5:00 P.M. (IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the Resolution. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change his/her vote subsequently or cast the vote again. There will be one login for every Folio / Client ID irrespective of the number of joint holders. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the Cut-off date.
 7. Results of the Postal Ballot will be announced on or before 26th March, 2024 at the Registered Office of the Company. The results declared along with the Scrutinizer’s Report would be displayed at the Registered Office of the Company, communicated to the National Stock Exchange of India Limited where the Shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website viz. www.thejo-engg.com and on the website of CDSL at www.evotingindia.com.
 8. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting (i.e.) Saturday, 23rd March, 2024.
Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
 9. Members, holding shares in physical form, who have not registered their e-mail address with the Company can register the same by sending an email to the Company with copy of the duly filled and signed request letter in Form ISR-1 and attaching a self-attested copy of the share certificate (both front and back sides), PAN card and any one document for address proof (eg: Aadhaar card, Passport, Driving License, etc.) at investor@thejo-engg.com. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants. The registered e-mail address will be used for sending future communications.
 10. Instructions for remote e-voting are as below:
 - (i) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed by SEBI that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
-

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

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

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

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

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with 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 New System Myeasi 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 of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 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 & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 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.nsd.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 |

| Type of shareholders | Login Method |
|--|---|
| | <p>services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) login through their 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. |

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 22 55 33 |
| 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 and 1800 22 44 30 |

- (iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on “Shareholders” module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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 | 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. |

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN of the Company on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

-
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA, if any, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - e) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f) Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@thejo-engg.com 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.
- (xvi) Process for those shareholders whose email/mobile number are not registered with the company/ depositories.
- a) For Physical shareholders- please provide duly filled and signed request letter in Form ISR-1 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.: Aadhar 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.
- xvii) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
- xviii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.
-

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

Item No.1: Appointment of Prof. N. Venkiteswaran (DIN: 00056000) as an Independent Director

Based on the recommendation of the Compensation / Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on 13th February, 2024, has recommended to the Shareholders the appointment of Prof. N. Venkiteswaran (DIN: 00056000) as an Independent Director of the Company with effect from 31st March, 2024.

The Compensation / Nomination and Remuneration Committee considered the balance of skills, knowledge, experience and expertise on the Board, the roles and capabilities that were required, criteria as stipulated under the relevant statutory provisions and the Policies of the Company. The Committee and the Board took note of the vast experience of Prof. N. Venkiteswaran in the areas of management accounting and reporting, financial planning and treasury management, corporate and financial strategies, corporate governance, corporate planning functions and related areas, and recommended his appointment as he could contribute significantly to the future of the Company in his areas of expertise.

Pursuant to Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Prof. N. Venkiteswaran as an Independent Director of the Company upto 30th March, 2029. He will not be liable to retire by rotation as stipulated in the Act. The Company has received notice pursuant to Section 160 of the Act from a Member proposing his appointment as an Independent Director.

A brief profile including the specific areas of expertise and other relevant details of Prof. N. Venkiteswaran is as follows:

| | |
|------------------------------------|--|
| Name of the Director | Prof. N. Venkiteswaran |
| Age | 73 |
| Director Identification Number | 00056000 |
| Proposed date of joining the Board | 31 st March, 2024 |
| Brief resume of the Director | Prof. N. Venkiteswaran (DIN: 00056000) is a graduate in economics and a Chartered Accountant. He has also completed Post-graduate Management Accountancy Course (Part I) of the Institute of Chartered Accountant of India. He has more than four decades of rich and varied experience in academia and industry. He had been a faculty with the Indian Institute of Management, Ahmedabad (IIMA) for more than 25 years teaching core courses in Strategic Management and Financial Management, specialised and highly acclaimed courses on Mergers, Acquisitions, Corporate Restructuring, Company and Business Valuation and Corporate Governance in the post-graduate, doctoral as well as executive education programmes (EEPs). He has served as Director of Thiagarajar School of Management (TSM) and has been a Member of the Board of Governors of TSM. Prof. Venkiteswaran has also advised public and private sector companies as well as Central and State government agencies, in the areas of corporate and financial strategies, business and company valuation, mergers and restructuring, and corporate governance. Before his career in academics and consulting, Prof. Venkiteswaran had held managerial positions in companies such as Rallis India Limited |

| | |
|---|---|
| | and Tube Investment of India Limited. He has also served as Director on the Boards of many leading Companies including Gujarat State Electricity Corporation Limited, Bharat Petroleum Corporation Limited, Bharat Oman Refineries Limited, Fino Payment Bank Limited, etc. |
| Key Terms and Conditions of Appointment (including as to remuneration) | As per the resolution at Item No 1 of this Notice |
| Number of Meetings of the Board attended during FY2023-24 | Eligible to Attend: Nil Attended: Not Applicable |
| Remuneration last drawn | Nil |
| Nature of expertise in specific functional areas | As mentioned above in the explanatory statement. |
| Skills and capabilities required for the role and the manner in which the Director meet the requirements. | As mentioned above in the explanatory statement. |
| No. of shares held in the Company | Nil |
| Directorships in other Companies | Nil |
| Committee Chairmanships / Memberships in other Companies | Nil |
| Relationship with other Directors / Key Managerial Personnel | Nil |

In the opinion of the Board, Prof. N. Venkiteswaran, the Independent Director proposed to be appointed, fulfils the conditions specified in Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and he is independent of the management.

The Company has received from Prof. N. Venkiteswaran:

- (i) Consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualifications of Directors) Rules, 2014;
- (iii) Declaration to the Board of Directors to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013;
- (iv) Declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015; and
- (v) Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

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

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

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

Item No.2: Appointment of Mr. K. Jairaj (DIN: 01875126) as an Independent Director

Based on the recommendation of the Compensation / Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on 13th February, 2024, has recommended to the Shareholders the appointment of Mr. K. Jairaj (DIN: 01875126) as an Independent Director of the Company with effect from 31st March, 2024.

Pursuant to Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. K. Jairaj as an Independent Director of the Company upto 30th March, 2029. He will not be liable to retire by rotation as stipulated in the Act. The Company has received notice pursuant to Section 160 of the Act from a Member proposing his appointment as an Independent Director.

The Compensation / Nomination and Remuneration Committee considered the balance of skills, knowledge, experience and expertise on the Board, the roles and capabilities that were required, criteria as stipulated under the relevant statutory provisions and the Policies of the Company. The Committee and the Board took note of the vast experience of Mr. K. Jairaj in the fields of Management and administration and his knowledge in the fields of economics, law, public policy and related areas, and recommended his appointment as he could contribute significantly to the future of the Company in his areas of expertise.

A brief profile including the specific areas of expertise and other relevant details of Mr. K. Jairaj is as follows:

| | |
|------------------------------------|--|
| Name of the Director | Mr. K. Jairaj |
| Age | 71 |
| Director Identification Number | 01875126 |
| Proposed date of joining the Board | 31 st March, 2024 |
| Brief resume of the Director | Mr. K. Jairaj (DIN: 01875126) is a member of the 1976 batch of the Indian Administrative Service (IAS) and retired as Additional Chief Secretary (ACS), Government of Karnataka. He is an alumnus of Bangalore University, Delhi School of Economics, Princeton University, and Harvard University with B.A. Hons (Economics), M.A. (Economics), Masters in Public Affairs and LLB degrees. Mr. Jairaj has held key appointments in the Infrastructure, Energy, Transport and Urban Development sectors including as Principal Secretary and ACS, Energy Department and Chairman, BESCO; Managing Director, Bangalore International Airport Limited; Managing Director, Karnataka Power Corporation Limited; Managing Director, Karnataka State Road Transport Corporation; Commissioner, Bangalore City Corporation (BBMP) for two terms; Commissioner for Commercial Taxes and Principal Secretary to the Chief Minister of Karnataka. He has also worked in the World Bank, Washington D.C as Senior Public Sector Management Specialist in the Africa region. Mr. Jairaj has served as President of the All India Management Association (AIMA), Delhi, and has been Chairman/ Member at various Management Schools and educational institutions. He is an Independent Director on the Boards of various listed Companies. Mr. Jairaj has held a leadership role in Technical and Management Education and is also associated with many Not-for-Profit Organizations in Bengaluru. |

| | |
|---|--|
| Key Terms and Conditions of Appointment (including as to remuneration) | As per the resolution at Item No 2 of this Notice |
| Number of Meetings of the Board attended during FY2023-24 | Eligible to Attend: Nil Attended: Not Applicable |
| Remuneration last drawn | Nil |
| Nature of expertise in specific functional areas | As mentioned above in the explanatory statement. |
| Skills and capabilities required for the role and the manner in which the Director meet the requirements. | As mentioned above in the explanatory statement. |
| No. of shares held in the Company | Nil |
| Directorships in other Companies* | <p>Listed Companies:</p> <ol style="list-style-type: none"> 1. PCBL Limited 2. RPSG Ventures Limited 3. Adani Energy Solutions Limited <p>Unlisted Public Limited Companies:</p> <ol style="list-style-type: none"> 4. Maharashtra Eastern Grid Power Transmission Company Limited 5. SEIL Energy India Limited 6. Mumbai International Airport Limited 7. Sembcorp Green Infra Limited 8. Adani Electricity Mumbai Limited <p>Subsidiary of Unlisted Public Company:</p> <ol style="list-style-type: none"> 9. Navi Mumbai International Airport Private Limited <p>Private Limited Company:</p> <ol style="list-style-type: none"> 10. Neo Foods Private Limited <p>Listed entities from which resigned as Director in the last three years:</p> <ol style="list-style-type: none"> 1) CESC Limited |
| Committee Chairmanships / Memberships in other Companies* | <ol style="list-style-type: none"> 1. RPSG Ventures Limited: Member, Audit Committee. 2. Adani Energy Solutions Limited: Chairman, Audit Committee Chairman, Stakeholders' Relationship Committee Chairman, Nomination & Remuneration Committee Chairman, Corporate Social Responsibility Committee Chairman, Risk Management Committee Chairman, Corporate Responsibility Committee Chairman, Public Consumer Committee Member, Mergers and Acquisitions Committee Member, Legal, Regulatory and Tax Committee Member, Reputation Risk Committee and Member, Information Technology and Data Security Committee. |

| | |
|--|---|
| | <p>3. Adani Electricity Mumbai Limited: Chairman, Audit Committee Chairman, Nomination & Remuneration Committee Member, Corporate Social Responsibility Committee.</p> <p>4. Sembcorp Green Infra Limited: Member, Audit Committee Chairman, Corporate Social Responsibility Committee Member, Nomination & Remuneration Committee.</p> <p>5. SEIL Energy India Limited: Member, Audit Committee Chairman, Stakeholders' Relationship Committee Chairman, Corporate Social Responsibility Committee Member, Nomination & Remuneration Committee.</p> <p>6. Mumbai International Airport Limited: Member, Audit Committee Member, Nomination & Remuneration Committee.</p> <p>7. Navi Mumbai International Airport Private Limited: Member, Audit Committee Member, Nomination & Remuneration Committee.</p> |
| Relationship with other Directors / Key Managerial Personnel | Nil |

**Alternate directorship, directorships in Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee memberships are excluded.*

In the opinion of the Board, Mr. K. Jairaj, the Independent Director proposed to be appointed, fulfils the conditions specified in Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and he is independent of the management.

The Company has received from Mr. K. Jairaj:

- (i) Consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualifications of Directors) Rules, 2014;
- (iii) Declaration to the Board of Directors to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013;
- (iv) Declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015; and
- (v) Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

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

The Board recommends the Special Resolution set out in Item No.2 of the accompanying Notice for approval by the Members.

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

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 13th February, 2024

M D RAVIKANTH
CFO & Secretary