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**THEJO ENGINEERING LIMITED**

Regd. Office : 3<sup>rd</sup> 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 35<sup>th</sup> Annual General Meeting of the Members of Thejo Engineering Limited will be held on Monday, 30<sup>th</sup> August, 2021 at 10.15 a.m. Indian Standard Time (IST), through Video Conferencing / Other Audio Visual Means (VC/OAVM) Facility to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021, 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 31<sup>st</sup> March, 2021, 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 31<sup>st</sup> March, 2021 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 ₹ 6 /- (Rupees Six 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 31<sup>st</sup> March, 2021 and be paid out of the profits of the Company for the year 2020-21 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 23<sup>rd</sup> August, 2021.”

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

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

4. To appoint a Director in place of Mr. V.A. George (DIN 01493737), 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. V.A. George (DIN 01493737), 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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## NOTICE TO MEMBERS

**SPECIAL BUSINESS:**

5. To appoint Mr. Manesh Joseph (DIN 07599476) as a Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) 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, Mr. Manesh Joseph (DIN 07599476) who was appointed as an Additional Director by the Board of Directors with effect from 23<sup>rd</sup> June, 2021 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**“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.”

6. To appoint Mr. Manesh Joseph (DIN 07599476) as Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such other consent(s), approval(s) and permission(s) as may be required in this regard, approval is hereby given for the appointment of Mr. Manesh Joseph (DIN 07599476) as Whole-time Director of the Company, for a period of five years, with effect from 23<sup>rd</sup> June, 2021, on the following terms and conditions:

**Remuneration:**

- a) **Basic Salary:** ₹ 1,70,000/- (Rupees One Lakh Seventy Thousand Only) per month in the scale of ₹ 1,70,000 – ₹ 10,000<sup>3</sup> – ₹ 15,000<sup>2</sup> – ₹ 2,30,000 with annual increment to take effect from 1<sup>st</sup> 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. Manesh Joseph, the value of perquisites to be evaluated as per the Income-tax Rules, 1962:
    - i. **Medical Expenses & Insurance:** Reimbursement of medical expenses including hospitalisation 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.
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### NOTICE TO MEMBERS

- ii. **Leave Travel Assistance:** Entitlement for Leave Travel Assistance for self and family, once in two years, equivalent to two months' Basic 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. Manesh 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.
- 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. Manesh Joseph as minimum remuneration for that Year, subject to the extent allowed under the relevant provisions of the Companies Act, 2013.
- g) **Other Terms and Conditions:** As long as Mr. Manesh 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. Manesh 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."

7. To appoint Mr. V.A. George (DIN 01493737) as Whole-time Director designated as Executive Chairman and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such other consent(s), approval(s) and permission(s) as may be required in this regard, approval is hereby given for the appointment of Mr. V.A. George (DIN 01493737) as Whole-time Director designated as Executive Chairman with general powers of management of the affairs of the Company, for a period of five years, with effect from 15<sup>th</sup> July, 2021, on the following terms and conditions:

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## NOTICE TO MEMBERS

### Remuneration:

- a) **Basic Salary:** ₹ 9,00,000/- (Rupees Nine Lakhs Only) per month in the scale of ₹ 9,00,000 – ₹ 50,000<sup>5</sup> – ₹ 11,50,000 with annual increment to take effect from 1<sup>st</sup> April of the succeeding year, subject to the limits prescribed under Section 197 of the Companies Act, 2013.
- b) **Commission:** As may be determined by the Board of Directors based on the recommendation of the Compensation/ Nomination and Remuneration Committee, subject to a ceiling of 2% of the annual profits of the Company, payable every year after the finalisation of the Annual Accounts of the Company.
- c) **Perquisites:** In addition to the salary, the following perquisites shall be paid to Mr. V.A. George, the value of perquisites to be evaluated as per the Income-tax Rules, 1962:
1. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the Rules of the Company.  
Explanation: "Family" means spouse, dependent children and dependent parents of the appointee.
  2. Personal Accident Insurance as per the Rules of the Company.
  3. Leave Travel Assistance for self and family once a year in accordance with the Rules of the Company.
  4. Reimbursement of fees and expenses for Membership of one club other than life membership fees.
  5. Reimbursement of entertainment expenses actually and properly incurred by the appointee in the course of the legitimate 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.
  6. Provision of chauffeur-driven Company car for official use.
  7. Provision of cell phone, laptop, desktop, internet and landline phone at residence for official use, with expenses to be borne by the Company.
- d) **Other Terms and Conditions:** As long as Mr. V.A. George functions as 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.
- e) **Minimum Remuneration:** If in any Financial Year during the tenure of appointment, the Company has no profits or its profits are inadequate, salary and perquisites and other allowances stated herein shall be paid to Mr. V.A. George as minimum remuneration for that Year, subject to the extent allowed under the relevant provisions of the Companies Act, 2013.

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

**"RESOLVED FURTHER THAT** the 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."

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## NOTICE TO MEMBERS

8. To appoint Mr. Manoj Joseph (DIN 00434579) as Managing Director and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such other consent(s), approval(s) and permission(s) as may be required in this regard, approval is hereby given for the appointment of Mr. Manoj Joseph (DIN 00434579) as Managing Director of the Company, for a period of five years, with effect from 15<sup>th</sup> July, 2021, on the following terms and conditions:

**Remuneration:**

- a) **Basic Salary:** ₹ 2,60,000/- (Rupees Two Lakhs Sixty Thousand Only) per month in the scale of ₹ 2,60,000 – ₹ 10,000<sup>2</sup> – ₹ 15,000<sup>3</sup> – ₹ 3,25,000 with annual increment to take effect from 1<sup>st</sup> 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 hospitalisation 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' Basic 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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## NOTICE TO MEMBERS

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

**“RESOLVED FURTHER THAT** upon Mr. Manoj Joseph becoming the Managing Director of the Company with effect from 15<sup>th</sup> July, 2021, the earlier resolution appointing him as Whole-time Director designated as Deputy Managing Director and Chief Operating Officer shall stand superseded.

**“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.”

9. To re-appoint Mr. Rajesh John (DIN 05161087) as Whole-time Director and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such other consent(s), approval(s) and permission(s) as may be required in this regard, approval is hereby given for the re-appointment of Mr. Rajesh John (DIN 05161087) as Whole-time Director of the Company, for a period of five years, with effect from 16<sup>th</sup> January, 2022, on the following terms and conditions:

**Remuneration:**

- a) **Basic Salary:** ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand Only) per month in the scale of ₹ 1,80,000 – ₹ 10,000<sup>3</sup> – ₹ 15,000<sup>2</sup> – ₹ 2,40,000 with annual increment to take effect from 1<sup>st</sup> 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. Rajesh John, the value of perquisites to be evaluated as per the Income-tax Rules, 1962:

- i. **Medical Expenses & Insurance:** Reimbursement of medical expenses including hospitalisation 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.

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**NOTICE TO MEMBERS**

- ii. **Leave Travel Assistance:** Entitlement for Leave Travel Assistance for self and family, once in two years, equivalent to two months' Basic 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. Rajesh John 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.
- 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. Rajesh John as minimum remuneration for that Year, subject to the extent allowed under the relevant provisions of the Companies Act, 2013.
- g) **Other Terms and Conditions:** As long as Mr. Rajesh John 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. Rajesh John 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 : 22<sup>nd</sup> June, 2021

M.D. RAVIKANTH  
CFO & Secretary

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**NOTICE TO MEMBERS****NOTES:**

1. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed and it forms part of this Notice.
  2. In view of the continuing restrictions that are in place to tackle COVID-19 and pursuant to General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020 and 02/2021 dated 13<sup>th</sup> January, 2021, issued by the Ministry of Corporate Affairs ("the MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") 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 35<sup>th</sup> 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 35<sup>th</sup> 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 35<sup>th</sup> AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
  4. The Members can join the 35<sup>th</sup> 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, 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 Depositories Services (India) Limited ("CDSL") will be providing the facility for voting through remote e-voting, participating in the 35<sup>th</sup> 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 and 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](http://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](http://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](http://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.
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**NOTICE TO MEMBERS**

11. The Register of Members and Share Transfer Books will remain closed from 24<sup>th</sup> August, 2021 to 30<sup>th</sup> August, 2021 (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 and appointment of new Director 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 / contact number/ 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 35<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2020-21 are available on the Company's website [www.thejo-engg.com](http://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 35<sup>th</sup> AGM and holds the shares as on the cut-off date of 23<sup>rd</sup> August, 2021 may follow the instructions given in SI No. 23 and 24 for participating in the AGM and casting their vote through remote e-Voting or through e-Voting during the AGM.
  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.
  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](mailto: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](mailto: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 31<sup>st</sup> March, 2021, 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. 23<sup>rd</sup> August, 2021. 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](mailto: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. 1<sup>st</sup> 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.
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## NOTICE TO MEMBERS

### 23. Instruction for Remote e-Voting Facility:

- a) The remote e-voting period commences on Friday, 27<sup>th</sup> August, 2021 (9 a.m.) and ends on Sunday, 29<sup>th</sup> August, 2021 (5 p.m.). The cut-off date for determining the eligibility of Members for the remote e-voting and poll is Monday, 23<sup>rd</sup> August, 2021.
- 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 23<sup>rd</sup> August, 2021, 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., 23<sup>rd</sup> August, 2021. 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:
  - (i) The voting period begins on Friday, 27<sup>th</sup> August, 2021 (9 a.m.) and ends on Sunday, 29<sup>th</sup> August, 2021 (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 23<sup>rd</sup> August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

### NOTICE TO MEMBERS

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service</li> </ol>

### NOTICE TO MEMBERS

Type of shareholders	Login Method
	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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**NOTICE TO MEMBERS**

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
  - (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (ix) Click on the EVSN of the Company on which you choose to vote.
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### NOTICE TO MEMBERS

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto: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.

#### 24. Instructions for Members for attending the 35<sup>th</sup> AGM through VC/OAVM and e-voting during meeting are as under:

- a) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
  - b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
  - c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
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**NOTICE TO MEMBERS**

- d) Shareholders are encouraged to join the Meeting through Laptops / Desktops for better experience.
  - e) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - f) 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.
  - g) 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 four days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor@thejo-engg.com](mailto:investor@thejo-engg.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor@thejo-engg.com](mailto:investor@thejo-engg.com). These queries will be replied to by the company suitably at the AGM/ by e-mail.
  - h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - i) Only those shareholders, who are present in the 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 AGM.
  - j) If any Votes are cast by the shareholders through the e-voting available during the 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.
25. **Instruction for those Members whose e-mail ids/ mobile numbers are not registered with the Company / depositories**
- 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](mailto:investor@thejo-engg.com).
  - b) For Demat shareholders - Please update your e-mail id & mobile no. with your respective Depository Participant (DP)
  - c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
26. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
27. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
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**NOTICE TO MEMBERS**

28. 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.
29. The Board of Directors have appointed Mrs. Sindhuja Porselvam, Practicing Company Secretary (ACS 44831, CP 23622) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.
30. The Scrutinizer shall submit her report to the Chairman of the Company, on the votes cast in favour or against, after scrutiny.
31. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company [www.thejo-engg.com](http://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 : 22<sup>nd</sup> June, 2021

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 and 6:

Mr. Manesh Joseph is serving the Company as Senior Vice President (Operations & Maintenance and Services). On the recommendation of the Compensation/Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 22<sup>nd</sup> June, 2021 appointed Mr. Manesh Joseph as an Additional Director and as a Whole-time Director of the Company for a period of five years with effect from 23<sup>rd</sup> June, 2021, 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.6, subject to the approval of the Members.

It is proposed to appoint him as a Director on the Board, subject to retirement by rotation under Item No. 5 and to approve his appointment as Whole-time Director for a period of five years with effect from 23<sup>rd</sup> June, 2021 under Item No. 6.

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

Name of the Director	Mr. Manesh Joseph
Age	46 years
Director Identification Number	07599476
Date of joining of the Board	23 <sup>rd</sup> June, 2021
Profile of the Director	Mr. Manesh Joseph is a Graduate in Commerce with a Post Graduate Diploma in Business Administration and has more than 20 years of experience in industrial services domain, including six years of overseas stint in senior managerial position handling marketing and general administration. He has worked in various departments of the Company such as purchases, services, manufacturing, and Operations and Maintenance. He is currently serving the Company as Senior Vice President – Operation & Maintenance and Services.
Terms and conditions of appointment	Mr. Manesh Joseph is proposed to be appointed as a Director on the Board, subject to retirement by rotation and as a Whole-time Director of the Company for a period of five years from 23 <sup>rd</sup> June, 2021. The terms and conditions of his appointment are as per resolution at Item No. 6.
Remuneration last drawn	₹ 46.67 lakhs during the Financial Year 2020-21.
Remuneration proposed to be paid	As per the resolution at Item No.6 of the Notice of AGM.
Number of Meetings of the Board attended during the year(FY20-21)	Not Applicable
No. of shares held in the Company	1,65,860 equity shares as on 31 <sup>st</sup> March, 2021
Directorships of other Boards as on 31 <sup>st</sup> March, 2021	1. Class Worldwide Private Limited

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**NOTICE TO MEMBERS**

Membership / Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	Son of Mr. K.J. Joseph, Chairman and brother of Mr. Manoj Joseph, Deputy Managing Director and Chief Operating Officer and not related to any other Director / Key Managerial Personnel.

Other than Mr. Manesh Joseph and his relatives, 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.

The Board recommends the Ordinary Resolutions set out in Item No. 5 and 6 of the accompanying Notice for approval by the Members.

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

**Item No. 7:**

The Members of the Company at the 32<sup>nd</sup> Annual General Meeting held on 20<sup>th</sup> August, 2018, approved the appointment of Mr. V.A. George as Managing Director of the Company for a period of three years with effect from 15<sup>th</sup> July, 2018.

Based on the recommendation of the Compensation / Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 22<sup>nd</sup> June, 2021 appointed Mr. V.A. George as a Whole-time Director designated as Executive Chairman with the general powers of management of the affairs of the Company, for a period of five years with effect from 15<sup>th</sup> July, 2021, subject to the approval of the Members in the General Meeting, considering his long experience in the Company and his significant contribution to its growth.

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

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

Name of the Director	Mr. V.A. George
Age	71 years
Director Identification Number	01493737
Date of joining of the Board	15 <sup>th</sup> July, 2013
Profile of the Director	Mr. V.A. George is a Mechanical Engineer and holds a Post Graduate Diploma in Management. He holds a Board Director Diploma with distinction from the International Institute of Management Development, Switzerland and a Corporate Director Certificate from Harvard Business School, USA. He also holds a Certificate in Global Management apart from being a Certified Director in Corporate Governance from INSEAD, Paris. Out of his more than four decades of experience in the corporate world (both in public and private sector), more than 25 years have been in senior management positions. He is a fellow of All India Management Association and Institute of Directors.

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**NOTICE TO MEMBERS**

Terms and conditions of appointment	Mr. V.A. George is proposed to be appointed as Whole-time Director designated as Executive Chairman for a period of five years with effect from 15 <sup>th</sup> July, 2021. The terms and conditions of his appointment are as per resolution at Item No. 7.
Remuneration last drawn	₹ 92.25 lakhs during the Financial Year 2020-21.
Remuneration proposed to be paid	As per the resolution at Item No.7 of the Notice of AGM.
Number of Meetings of the Board attended during the year(FY20-21)	4 (Four)
No. of shares held in the Company	50,000 equity shares as on 31 <sup>st</sup> March, 2021
Directorships of other Boards as on 31 <sup>st</sup> March, 2021	1. Muthoot Finance Limited 2. Belstar Microfinance Limited
Membership / Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2021 <sup>1</sup>	1. Muthoot Finance Limited - Member, Audit Committee 2. Belstar Microfinance Limited - Member, Audit Committee
Relationship with other Directors / Key Managerial Personnel	Nil

*Note: 1) Chairmanship / Membership of the Audit Committee and Stakeholders' Relationship Committee in Public Limited Companies alone has been considered.*

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

Other than Mr. V.A. George and his relatives, 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.

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

**Item No. 8:**

The Members of the Company at the 34<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> August, 2020, approved the re-appointment of Mr. Manoj Joseph as Whole-time Director of the Company, designated as Deputy Managing Director and Chief Operating Officer, for a period of 3 years with effect from 20<sup>th</sup> June, 2020.

As part of succession planning, based on the recommendation of the Compensation/Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 22<sup>nd</sup> June, 2021 appointed Mr. Manoj Joseph as Managing Director of the Company for a period of 5 years with effect from 15<sup>th</sup> July, 2021, 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.8, subject to the approval of the Members.

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### NOTICE TO MEMBERS

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

Name of the Director	Mr. Manoj Joseph
Age	51 years
Director Identification Number	00434579
Date of joining of the Board	04 <sup>th</sup> 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 serving the Company as Deputy Managing Director and Chief Operating Officer.
Terms and conditions of appointment	Mr. Manoj Joseph is proposed to be appointed as the Managing Director of the Company for a period of five years from 15 <sup>th</sup> July, 2021. The terms and conditions of his appointment are as per resolution at Item No. 8.
Remuneration last drawn	₹ 47.25 lakhs during the Financial Year 2020-21.
Remuneration proposed to be paid	As per the resolution at Item No.8 of the Notice of AGM.
Number of Meetings of the Board attended during the year (FY20-21)	4 (Four)
No. of shares held in the Company	1,65,860 equity shares as on 31 <sup>st</sup> March, 2021
Directorships of other Boards as on 31 <sup>st</sup> March, 2021	Nil
Membership / Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	Son of Mr. K.J. Joseph, Chairman and brother of Mr. Manesh Joseph <sup>1</sup> and not related to any other Director / Key Managerial Personnel.

Note: 1) Mr. Manesh Joseph has been appointed as an Additional Director on the Board and as a Whole-time Director for a period of five years with effect from 23<sup>rd</sup> June, 2021 by the Board of Directors at their Meeting held on 22<sup>nd</sup> June, 2021.

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

Other than Mr. Manoj Joseph and his relatives, 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.

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

## NOTICE TO MEMBERS

### Item No. 9:

The Members of the Company at the 30<sup>th</sup> Annual General Meeting held on 3<sup>rd</sup> August, 2016, approved the re-appointment of Mr. Rajesh John as Whole-time Director of the Company for a period of five years with effect from 16<sup>th</sup> January, 2017.

Based on the recommendation of the Compensation/Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 22<sup>nd</sup> June, 2021 re-appointed Mr. Rajesh John as Whole-time Director of the Company for a period of 5 years with effect from 16<sup>th</sup> January, 2022, 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.9, subject to the approval of the Members.

A brief profile along with other details of Mr. Rajesh John is as follows:

Name of the Director	Mr. Rajesh John
Age	45 years
Director Identification Number	05161087
Date of joining of the Board	16 <sup>th</sup> 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 Whole-time Director. The terms and conditions of his appointment are as per resolution at Item No. 9.
Remuneration last drawn	₹ 29.61 lakhs during the Financial Year 2020-21
Remuneration proposed to be paid	As per the resolution at Item No. 9 of the Notice of AGM.
Number of Meetings of the Board attended during the year(FY20-21)	4 (Four)
No. of shares held in the Company	2,16,866 Equity Shares as on 31 <sup>st</sup> March, 2021
Directorships of other Boards as on 31 <sup>st</sup> March, 2021	Nil
Membership / Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Thomas John and not related to any other Director / Key Managerial Personnel.

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

Other than Mr. Rajesh John and his relatives, 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.

## NOTICE TO MEMBERS

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

**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 about Mr. Thomas John:**

Name of the Director	Mr. Thomas John
Age	76 years
Director Identification Number	00435035
Date of joining of the Board	26 <sup>th</sup> March, 1986
Profile of the Director	Mr. Thomas John, Co-Promoter of Thejo Engineering Limited is currently Non – Executive Vice Chairman of the Company. After completing his PUC, he was associated with Pioneer Equipment Company, Phoenix Metals and Alloys Private Limited and FAME Private Limited in various capacities, before starting Thejo Engineering Services. He has experience of more than four decades in manufacturing / services areas.
Terms and conditions of re-appointment	Mr. Thomas John is proposed to be re-appointed as a Director, liable to retire by rotation
Remuneration last drawn	Sitting fees of ₹ 3.75 lakhs during the Financial Year 2020-21
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year (FY20-21)	4 (Four)
No. of shares held in the Company	2,16,868 Equity Shares as on 31 <sup>st</sup> March, 2021
Directorships of other Boards as on 31 <sup>st</sup> March, 2021	Nil
Membership / Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Thomas John, Vice Chairman, is the father of Mr. Rajesh John, Whole-time Director and not related to any other Director / Key Managerial Personnel.

By Order of the Board  
For THEJO ENGINEERING LIMITED

Place : Chennai  
Date : 22<sup>nd</sup> June, 2021

M.D. RAVIKANTH  
CFO & Secretary