



## THEJO ENGINEERING LIMITED

(CIN: L27209TN1986PLC012833)

Registered Office:

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Chennai 600 086

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### 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 that the Resolution set out below is proposed to be passed by the Members of M/s Thejo Engineering Limited ("the Company") by means of Postal Ballot through remote e-voting only 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") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter alia*, for conducting the Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

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

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send the Postal Ballot Notice only by email to all its Shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("RTA") or Depository / Depository Participants and the communication of assent / dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the abovementioned MCA Circulars.

**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 have appointed Mr. V. Ramasubramanian, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

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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 SEBI LODR Regulations and the MCA Circulars, the Company has provided remote electronic voting (“remote e-voting”) facility only for this Postal Ballot Process. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to the Members of the Company.

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 Saturday, September 4, 2021 (9:00 A.M. IST) and end on Sunday, October 3, 2021 (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 Sunday, October 3, 2021.

Upon completion of the remote e-voting, the Scrutinizer will submit his Report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The Results of the Postal Ballot will be announced on or before October 5, 2021 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 Shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company’s website viz. <https://www.thejo-engg.com/> and on the website of CDSL.

## **SPECIAL BUSINESS**

### **1. Issue of Bonus Shares:**

#### **To consider and pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable Regulations, Rules and Guidelines issued by Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and any other statutory authority from time to time, the enabling provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from the appropriate Authorities and subject to such terms, conditions and / or modifications, if any, as may be specified while according such approvals and subject to acceptance of such terms, conditions and / or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee(s) or Officer(s) authorized by the Board to exercise its powers including powers conferred on the Board by this Resolution) for capitalization of such amount, as may be necessary, from and out of the Securities Premium Account of the Company for the purpose of issue of Bonus Equity Shares of the Face Value of Rs.10/- (Rupees Ten) each, credited as fully paid to the eligible Members of the Company holding Equity Shares of Rs.10/- (Rupees Ten) each of the Company whose names appear in the Register of Members on a “Record Date” as determined by the Board for this purpose, in the proportion of 2 (Two) new fully Paid-up Equity Share of Rs.10/- (Rupees Ten) each for every 1 (One) existing fully Paid-up Equity Share of Rs.10/- (Rupees Ten) each held by them and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the Paid-up Share Capital of the Company held by each such Member.

“RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall rank *pari-passu* in all respects with the existing fully Paid-up Equity Shares of the Company on and from the date of allotment.

“RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective Beneficiary Accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold Equity Shares in Physical Form, the Share Certificate(s) in respect of the Bonus Equity Shares shall be despatched within such time as prescribed by law and the relevant Authorities.

“RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other Regulatory Authority, if applicable and as may be necessary.

“RESOLVED FURTHER THAT pursuant to the issue of Bonus Shares and in continuation and affirmation of the Resolution passed by the Shareholders at the Twenty Ninth Annual General Meeting held on 26<sup>th</sup> August 2015, fair and reasonable adjustment shall be made to the Options under the Employees Stock Options Scheme 2015 of the Company formulated as per the provisions of the Companies Act, 2013 and the Rules made thereunder, Securities & Exchange Board of India Regulations, Income-tax Act, 1961 and Foreign Exchange Management Act, 1999 and that the Compensation / Nomination and Remuneration Committee be and is hereby authorized to make appropriate adjustments to the unexercised Employee Stock Options granted (whether vested or not) to the Employees of the Company and the balance Options available for granting under the Scheme, with respect to number of options and exercise price for the options in appropriate proportion to the ratio of Bonus Shares to be issued to the shareholders of the Company including the power to increase the ceiling of 3,00,000 (Three Lakhs Only) Options and Equity Shares respectively and that the Committee be and is hereby also authorised to delegate the powers hereunder, to any of the Director(s) and / or Officer(s) of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Emerge Platform of the National Stock Exchange of India Limited (NSE), where the Shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable Regulations, Rules and Guidelines.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of Shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board  
For Thejo Engineering Limited

Chennai  
30<sup>th</sup> August, 2021

M D Ravikanth  
CFO & Secretary

**Notes:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed Resolution is annexed hereto.
2. In view of the prevailing COVID-19 pandemic and in accordance with the Guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting the Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

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2015 (“SEBI LODR Regulations”) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (“SS-2”), this Postal Ballot Notice (“Notice”) along with the Explanatory Statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company / Registrar and Share Transfer Agent (“RTA”) or Depository / Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date (i.e.) Friday, August 27, 2021.

Members may note that this Notice will also be available on the Company’s website: <https://www.thejo-engg.com/> and on the website of National Stock Exchange of India Limited and Central Depository Services (India) Limited (“CDSL”).

3. In compliance with the requirement of MCA Circulars, 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. Voting rights of Members shall be in proportion to the Equity Shares held by them in the Paid-up Equity Share Capital of the Company as on Friday, August 27, 2021 (“Cut-off date”). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date alone shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
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 CDSL. Instructions for remote e-voting are provided in Note No. 11.
6. Remote e-voting period shall commence on Saturday, September 4, 2021 (9:00 A.M. IST) and end on Sunday, October 3, 2021 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding Shares either in physical or dematerialized form as on the Cut-off date, (i.e.) Friday, August 27, 2021 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the Resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
7. 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 Resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
8. Results of the Postal Ballot will be announced on or before October 5, 2021 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. <https://www.thejo-engg.com/> and on the website of CDSL.
9. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting (i.e.) Sunday, October 3, 2021.  
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.

10. Members, holding shares in physical form, who have not registered their e-mail address with the Company can now register the same by sending an email to the Company Secretary of the Company at [investor@thejo-engg.com](mailto:investor@thejo-engg.com) Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.

11. 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 above said SEBI Circular, Login method for e-Voting **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 evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there are 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>

Type of shareholders	Login Method
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 provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>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></li> <li>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.</li> </ol>
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.

**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

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

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders” module.

- c) Now enter your User ID
- 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.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

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

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of the Company on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- (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 & enter the details as prompted by the system.
- (xiv) **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.
- (xv) **Instruction for those Members whose email ids / mobile numbers are not registered with the Company / depositories**
- 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [investor@thejo-engg.com](mailto:investor@thejo-engg.com).
  - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
  - For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
- (xvi) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
- (xvii) 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 - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The Company had previously issued Bonus Shares in September, 2013, through which it issued and allotted 17,16,776 fully paid-up Bonus Shares in the proportion of One Bonus Share for every One Equity Share held. The Reserves of the Company has increased substantially since then on account of good performance and profits earned by the Company. The Reserves and Surplus of the Company stood at Rs. 12,465.77 lakhs as against the equity capital of Rs. 351.64 lakhs as at March 31, 2021.

Considering the Audited Financials of the Company as on March 31, 2021 and to facilitate better liquidity in the shares of the Company, the Board of Directors at its meeting held on August 30, 2021, subject to the approval of the Members of the Company, have approved and recommended the issue of Bonus Equity Shares of Face Value of Rs.10/- (Rupees Ten) each credited as fully paid-up to the eligible Members of the Company in the proportion of 2 (Two) new fully Paid-up Equity Shares of Rs.10/- (Rupees Ten) each for every 1 (One) existing fully Paid-up Equity Share of Rs.10/- (Rupees Ten) each held by them, by capitalizing necessary amount out of the Securities Premium Account of the Company.

Article 26 of the Articles of Association of the Company, read with Table F in Schedule I of the Act, permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's Reserve Accounts (including Securities Premium Account and Capital Redemption Reserve Account), or to the credit of the Profit and Loss Account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid Bonus Shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Shares of the Company requires the approval of the Members of the Company.

The Fully Paid-up Bonus Shares as above will be allotted to the Members of the Company, whose names appear on its Register of Members or in the respective Beneficiary Account with their respective Depository Participants, on the Record Date as determined by the Board of Directors of the Company.

The Bonus Shares so allotted shall rank *pari passu* in all respects including dividend with the existing Equity Shares of the Company on and from the date of allotment.

The Bonus issue of Equity Shares would require appropriate adjustment in terms of number of Options and exercise price of Options in respect of all outstanding Options granted (vested and unvested) as well as the balance Options that are available for grant under the Employees Stock Options Scheme 2015 of the Company in proportion to the Bonus issue.

None of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding and outstanding Employee Stock Options in the Company.

The Board of Directors of the Company recommends the Resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members as a Special Resolution.

By Order of the Board  
For Thejo Engineering Limited

Chennai  
30<sup>th</sup> August, 2021

M D Ravikanth  
CFO & Secretary