
THEJO ENGINEERING LIMITED

Regd. Office : 41, Whites Road, Chennai - 600 014.

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 Thirtieth Annual General Meeting of the Members of Thejo Engineering Limited will be held at 10 AM on Wednesday, the 3rd August, 2016 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014, Tamil Nadu, India, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016.
2. To declare a dividend on Equity Shares for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Thomas John (DIN 00435035), who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. V.A. George (DIN 01493737), who retires by rotation and, being eligible, seeks re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. Joseph & Rajaram , Chartered Accountants (Firm Registration No. 001375S), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

6. To re-appoint Mr. Rajesh John 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 an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 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 of the Company be and is hereby accorded 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 16th January, 2017 on the following terms and conditions:

Remuneration:

- a) **Basic Salary:** ₹ 1,00,000/- (Rupees One Lakh Only) per month in the scale of ₹ 1,00,000 – ₹ 7,500² - ₹ 10,000³– ₹ 1,45,000 with annual increment to take effect from 1st April of the succeeding year, subject to the limits prescribed under Section 197 of the Companies Act, 2013.
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NOTICE TO MEMBERS**b) Allowances:**

- i. Dearness Allowance (DA): 30% of the basic salary per month
- ii. House Rent Allowance: 50% of the basic salary plus DA per month
- iii. Food Plus Card – ₹ 3,000 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 finalization 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 hospitalization and surgical charges of self and family, or direct payment by the Company against actual medical bills, receipts and / or cash memos, up to a limit of 8.33% of basic annual salary and DA. Medical Insurance to self and spouse as per the policy of the Company.
- ii. Leave Travel Assistance:** Entitlement for Leave Travel Assistance for self and family, once in two years, equivalent to two months' salary and DA. Family means wife and dependent children and parents. Such entitlement may be accumulated as per the Policy of the Company.
- iii. Club Fees:** Entitlement for reimbursement of fees and expenses for membership of one club other than life membership fees.
- iv.** Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund as per the Schemes of the Company.
- v. Gratuity:** Entitlement to gratuity equivalent to half month's salary for each completed year of service as per the Gratuity Scheme in operation for the Management Group Personnel.
- vi.** Mr. 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 and laptop, 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, payment of salary and perquisites and other allowances stated herein shall be paid as minimum remuneration for that year, subject however to the extent allowed under the relevant provisions of the Companies Act, 2013.**g) Other Terms and Conditions:** As long as Mr. 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.

NOTICE TO MEMBERS

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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 authorized 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 : 30th May, 2016

M.D. RAVIKANTH
CFO & Secretary

NOTES :

1. An Explanatory Statement in respect of the Special Business is annexed to this Notice in pursuance of Section 102(1) of the Companies Act, 2013.
 2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member.
 3. The form of proxy duly completed in all respects shall be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting (“Meeting”). A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
 4. Members / proxies are requested to bring the duly filled Attendance Slip along with their copy of annual report to the Meeting.
 5. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, Sundays and Public Holidays upto the date of the Meeting.
 6. The Register of Members and Share Transfer Books will remain closed from 29th July, 2016 to 1st August, 2016 (both days inclusive).
 7. Additional information pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment / re-appointment at the Meeting is furnished in the Explanatory Statement annexed to this Notice. The two Directors have furnished their consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
 8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, authorizing their representatives to attend and vote on their behalf at the Meeting and/or at any adjournment thereof.
 9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Limited.
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NOTICE TO MEMBERS

10. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the Financial Year 2015-16 are available on the Company's website www.thejo-engg.com for download. The physical copies of the aforesaid documents are open for inspection at the Company's Registered Office during normal business hours on working days except Saturdays, Sundays and Public Holidays upto date of the Meeting. They will also be available for inspection by the Members at the venue of the Meeting. The Members may also send their requests to the Company's designated email id: investor@thejo-engg.com.
 11. Members having any query or desiring any information pertaining to Annual Accounts are requested to write to the Company at an early date to enable the Company to answer the queries at the Meeting.
 12. The Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice.
 13. E Voting Facility:
 - (i) The e-voting period commences on Sunday, 31st July, 2016 (9 a.m.) and ends on Tuesday, 2nd August, 2016 (5 p.m.). The cut -off date for determining the eligibility of Members for the remote e-voting and poll is Thursday, 28th July, 2016. The e-voting module shall be disabled for voting after the end of the e-voting period.
 - (ii) During the 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 28th July, 2016, 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.
 - (iii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer E-voting facility to all its Members to enable them to cast their vote electronically.
 - (iv) 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. 28th July, 2016. 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 only shall be entitled to avail the facility of remote e-voting/ poll.
 - (v) 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.
 - (vi) Members desiring to exercise their vote by using E-voting facility, should follow carefully the instructions given below.
 - (a) The shareholders should log on to the e-voting website: www.evotingindia.com
 - (b) Click on Shareholders Tab.
 - (c) Enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Character DP ID followed by 8 Digits Client ID; Members 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 and have cast your vote earlier for EVSN of any company, then your existing password is to be used.
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NOTICE TO MEMBERS

- (f) If you are a first time user, follow the steps given below and fill the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example, if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.</p>
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> <p>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.</p>

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the relevant EVSN for Thejo Engineering Limited on which you choose to vote.
- (k) 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.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (p) If a Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
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NOTICE TO MEMBERS

- (q) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (r) Note for Non - Individual Shareholders and Custodians: Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details, a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com
14. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and the Company will conduct voting at the Meeting.
15. The Board of Directors has appointed Mr. G. Porselvam, Practising Company Secretary (FCS 9322, CP 3187) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.
16. The Scrutinizer shall submit his report to the Chairman, on the votes cast in favour or against, after scrutiny.
17. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.thejo-engg.com. The results shall simultaneously be communicated to the Stock Exchanges.

By Order of the Board
For THEJO ENGINEERING LIMITED

M.D. RAVIKANTH
CFO & Secretary

Place : Chennai
Date : 30th May, 2016

NOTICE TO MEMBERS

Explanatory Statement annexed to the Notice dated 30th May, 2016 convening the Annual General Meeting of the Company, pursuant to Section 102 of the Companies Act, 2013

Item No. 6

The Members of the Company at the Extraordinary General Meeting held on 09th April, 2012, approved the appointment of Mr. Rajesh John as Whole-time Director for a period of five years which comes to an end on 15th January, 2017.

Accordingly, on the recommendation of the Compensation / Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30th May, 2016 re-appointed Mr. Rajesh John as Whole-time Director of the Company for a period of 5 years with effect from 16th January, 2017, subject to the approval of the Members in the General Meeting, 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 Mr. Rajesh John's remuneration and other terms and conditions as set out in the Ordinary Resolution under Item No.6, subject to the approval of the Members in the General Meeting.

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

Name of the Director	Mr. Rajesh John
Director Identification Number	05161087
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. Rajesh John 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. He joined Thejo Engineering Limited in 2002. Mr. Rajesh John has worked in the Company's various Departments such as Purchase, Finance and Accounts and is, at present, in charge of Sales.
No. of shares held in the Company	1,50,540 equity shares as on 31 st March, 2016
Directorship and Committee Membership in other Companies*	Nil

**Directorship and Committee Membership in Thejo Engineering Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committees of only Public Limited Companies have been included in the aforesaid table.*

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

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed resolution except Mr. Rajesh John, and his relatives. It may be noted that Mr. Thomas John, Vice Chairman and Mr. Rajesh John are related as father and son. 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.

NOTICE TO MEMBERS

Additional information on Directors recommended for re-appointment under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Information about Mr. Thomas John :

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 3 decades in manufacturing / services areas.

Companies (other than Thejo Engineering Limited and its subsidiaries) in which Mr. Thomas John holds Directorship and Committee Membership :

Directorship : None

Chairman of Board Committees : None

Member of Board Committees : None

Shareholding in the Company : 4,75,660 equity shares as on 31st March, 2016.

Mr. Thomas John and Mr. Rajesh John, Whole-time Director, are related as father and son.

Information about Mr. V.A. George :

Mr. V. A. George joined the Company on 15th December, 2007. He holds a Degree in Mechanical Engineering and a Post Graduate Diploma in Management, in addition to being a Certified Associate of the Indian Institute of Banking and Finance. He has experience of more than three and half decades in corporate and banking sectors (both public and private) out of which more than two decades in senior management positions. He is an Adjunct Faculty at Loyola Institute of Business Administration, Chennai and Rajagiri Business School, Kochi. He is also the Chairman of an educational initiative, Knowledge Xchange. Prior to joining the Company, he was President, India Cements Capital Limited.

Companies (other than Thejo Engineering Limited and its subsidiaries) in which Mr. V. A. George holds Directorship and Membership / Chairmanship in Audit Committee and Stakeholders' Relationship Committee :

Directorship : Equitas Finance Limited

Chairman of Board Committees : Nil

Member of Board Committees : Nil

Shareholding in the Company : 50,000 equity shares as on 31st March, 2016.

Mr. V.A. George is not related to any other Director of the Company.

By Order of the Board
For THEJO ENGINEERING LIMITED

M.D. RAVIKANTH
CFO & Secretary

Place : Chennai
Date : 30th May, 2016
