
THEJO ENGINEERING LIMITED

Regd. Office : 3rd Floor, VDS House, 41, Cathedral Road, Chennai - 600 086.

CIN : L27209TN1986PLC012833

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E-mail : investor@thejo-engg.com

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NOTICE TO MEMBERS

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Thejo Engineering Limited will be held at 10 AM on Monday, the 19th August, 2019 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, 2019 together with the Reports of the Board of Directors and the Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Auditors thereon and, in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

“**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Report of the Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2019 and, in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the recommendation of the Board of Directors, dividend at the rate of ₹ 5 /- (Rupees Five Only) per equity share of the Company of the face value of ₹ 10/- (Rupees Ten Only) each fully paid-up be and is hereby declared for the Financial Year ended 31st March, 2019 and be paid out of the profits of the Company for the year 2018-19 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 12th August, 2019.”

3. 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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4. To appoint a Director in place of Mr. Manoj Joseph (DIN 00434579), 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. Manoj Joseph (DIN 00434579), 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.”

SPECIAL BUSINESS

5. To re-appoint Mrs. Sujatha Jayarajan (DIN 00633989) as an Independent Director and, in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sujatha Jayarajan (DIN 00633989), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2020 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2020 and not liable to retirement by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sujatha Jayarajan (DIN 00633989) be paid such fees, remuneration, reimbursement of expenses and profit related commission as the Board may approve from time to time, subject to such limits as prescribed or as may be prescribed from time to time.

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

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2019

M.D. RAVIKANTH
CFO & Secretary

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member.
2. 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 (“the

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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.

3. Members / Proxies are requested to bring the duly filled Attendance Slip along with their copy of Annual Report to the Meeting.
 4. 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 up to the date of the Meeting and at the venue of the Meeting.
 5. The Register of Members and Share Transfer Books will remain closed from 13th August, 2019 to 19th August, 2019 (both days inclusive).
 6. 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 appointment / re-appointment at the Meeting is furnished in the Explanatory Statement annexed to this Notice. The Directors have furnished their consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
 7. 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.
 8. 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.
 9. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the Financial Year 2018-19 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 up to the date of the Meeting. They will also be available for inspection by the Members at the venue of the Meeting. Members may also send their request for physical copies of the aforesaid documents to the Company's designated email id: investor@thejo-engg.com
 10. 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.
 11. 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.
 12. E-Voting Facility:
 - (i) The e-voting period commences on Friday, 16th August, 2019 (9 a.m.) and ends on Sunday, 18th August, 2019 (5 p.m.). The cut-off date for determining the eligibility of Members for the remote e-voting and poll is Monday, 12th August, 2019. 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 dematerialized form, as on the cut-off date of 12th August, 2019, may cast their vote electronically.
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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 the 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 dematerialized form) as on the cut-off date i.e., 12th August, 2019. 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/ 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 Members should log on to the e-voting website www.evotingindia.com
 - b) Click on Shareholders/Members tab.
 - c) Now Enter your User ID
 - d) 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.
 - e) Next enter the Image Verification as displayed and Click on Login.
 - f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - g) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ➔ 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. ➔ 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ➔ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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

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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.

- j) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- k) Click on the relevant EVSN of Thejo Engineering Limited on which you choose to vote.
- l) 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.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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” or else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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 and enter the details as prompted by the system.
- r) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s) Note for Non-Individual Shareholders and Custodians
 - i. 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.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - iii. 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.
 - iv. 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.
 - v. A scanned copy each of the Board Resolution and the 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.

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- t) 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
13. 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.
14. The Board of Directors have 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.
15. The Scrutinizer shall submit his report to the Chairman of the Company, on the votes cast in favour or against, after scrutiny.
16. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.thejo-engg.com The results shall simultaneously be communicated to the Stock Exchange(s).

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2019

M.D. RAVIKANTH
CFO & Secretary

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Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to the Notice dated 28th May, 2019 convening the 33rd Annual General Meeting of the Company

Item No. 5

Mrs. Sujatha Jayarajan was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds office as an Independent Director of the Company up to 31st March, 2020 ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of the Companies Act, 2013).

Pursuant to Sections 149, 152, 160 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Compensation / Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Mrs. Sujatha Jayarajan as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years.

The Board, in accordance with the recommendation of the Compensation / Nomination and Remuneration Committee, considers that, given her experience and contribution made during her tenure, the continued association of Mrs. Sujatha Jayarajan will be beneficial to the Company and it is desirable to continue to avail of her services as an Independent Director. Accordingly, it is proposed to re-appoint Mrs. Sujatha Jayarajan as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mrs. Sujatha Jayarajan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

A brief profile with other details of Mrs. Sujatha Jayarajan is given below:

Name of the Director	Mrs. Sujatha Jayarajan
Age	64 years
Director Identification Number	00633989
Date of joining of the Board	6 th March, 2015
Profile of the Director	Mrs. Sujatha Jayarajan is a Post Graduate in English. She has more than 33 years of experience in the financial sector, IT and electronics, of which she was in a public sector bank for more than 15 years. She has served in senior management positions of various Companies such as EC Media International Pvt. Ltd., California Software Company Ltd. and India Cements Capital Ltd., besides State Bank of Mysore. She has also served on the Boards of three Companies.
Terms and conditions of re-appointment	As per the proposed Resolution at Item No. 5 of the Notice of AGM dated 28 th May, 2019 convening the 33 rd Annual General Meeting.
Remuneration last drawn	Sitting fees of ₹ 4.75 lakhs during the Financial Year 2018-19.
Remuneration proposed to be paid	As per the proposed Resolution at Item No. 5 of the Notice of AGM dated 28 th May, 2019 convening the 33 rd Annual General Meeting.
Number of Meetings of the Board attended during the year(FY18-19)	4 (Four)
No. of shares held in the Company	Nil

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Directorships of other Boards as on 31 st March, 2019	1. Chemfab Alkalis Limited
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	1. Chemfab Alkalis Limited, Member – Audit Committee

**Membership and Chairmanship of Audit Committees and Stakeholders’ Relationship Committees of only Public Limited Companies have been included in the aforesaid table.*

In the opinion of the Board, Mrs. Sujatha Jayarajan, fulfills the conditions specified in Sections 149,152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and is independent of the Company’s Management. Further, Mrs. Sujatha Jayarajan has given a declaration to the Board of Directors to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Your Directors recommend the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

Other than Mrs. Sujatha Jayarajan and her relatives, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in Item No.5 of the Notice. This Explanatory Statement may also be regarded as disclosure under 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).

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

Information on Mr. V.A. George:

Name of the Director	Mr. V.A. George
Age	69 years
Director Identification Number	01493737
Date of joining of the Board	15 th July, 2013
Profile of the Director	Mr. V.A. George is a Mechanical Engineer and he holds 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 four decades in the Corporate and Banking Sectors (both, in public and private), out of which more than 25 years in Senior Management positions.
Terms and conditions of re-appointment	Mr. V.A. George is proposed to be re-appointed as a Director, liable to retire by rotation. As per the Resolution passed by the Members at the Annual General Meeting held on 20 th August, 2018, Mr. V.A. George was re-appointed as Managing Director for a period of three years up to 14 th July, 2021 as per the terms and conditions contained therein.
Remuneration last drawn	Rs. 90 lakhs during the Financial Year 2018-19.
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year(FY18-19)	4 (Four)

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No. of shares held in the Company	50,000 equity shares as on 31 st March, 2019
Directorships of other Boards as on 31 st March, 2019	1. Ghatfresh Private Limited 2. Belstar Investment and Finance Private Limited
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	Nil

Mr. V.A. George is not related to any other Director / Key Managerial Personnel.

Information on Mr. Manoj Joseph:

Name of the Director	Mr. Manoj Joseph
Age	49 years
Director Identification Number	00434579
Date of joining of the Board	04 th October, 2001
Profile of the Director	Mr. Manoj Joseph is currently a Whole-time Director of the Company. He 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 was Head of Manufacturing till 2007, when he assumed charge as Head of Marketing.
Terms and conditions of re-appointment	Mr. Manoj Joseph is proposed to be re-appointed as a Director, liable to retire by rotation. As per the Resolution passed by the Members at the Annual General Meeting held on 26 th August, 2015, Mr. Manoj Joseph was re-appointed as a Whole-time Director for a period of five years upto 19 th June, 2020 as per the terms and conditions contained therein.
Remuneration last drawn	Rs. 37.02 lakhs (excluding retirement benefits and commission) during the Financial Year 2018-19
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year (FY18-19)	4 (Four)
No. of shares held in the Company	1,65,860 equity shares as on 31 st March, 2019
Directorships of other Boards as on 31 st March, 2019	Nil
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	Nil

Mr. Manoj Joseph, Whole-time Director, is the son of Mr. K.J. Joseph, Chairman and is not related to any other Director / Key Managerial Personnel.

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 28th May, 2019

M.D. RAVIKANTH
CFO & Secretary