

**MINUTES FOR THE ANNOUNCEMENT OF THE RESULT OF POSTAL BALLOT OF THEJO ENGINEERING LIMITED ON FRIDAY, 26TH APRIL, 2013 AT 5.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 41, WHITES ROAD, CHENNAI - 600 014.**

MINUTES BOOK

Present	:	Mr. K.J. Joseph	:	Chairman
	:	Mr. Manoj Joseph	:	Director - Marketing
	:	Mr. Rajesh John	:	Director - Sales
	:	Mr. V.A. George	:	President & CEO
	:	Mr. M.D Ravikanth	:	Finance Controller & Company Secretary
	:	Mr. G. Porselvam	:	Scrutinizer

The Chairman informed that the Board of Directors of the Company in its meeting held on 27<sup>th</sup> February, 2013 had approved the increase in authorised capital of the Company and consequent amendment to Clause V of the Memorandum of Association subject to the approval of members of the Company by way of Postal Ballot as detailed in the Explanatory Statement in terms of Section 173 (2) of Companies Act, 1956.

The Chairman further informed that the member's approval for the proposed resolutions was sought under the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (passing of Resolutions by Postal Ballot) Rules, 2011.

All the documents relevant to the resolution specified in the Notice were open for inspection by the shareholders of the Company at the Registered Office of the Company between 10.00 AM and 05.00 PM on all the working days from 23<sup>rd</sup> March, 2013 to 22<sup>nd</sup> April, 2013.

None of the directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of his shareholding of the Company.

The Chairman further informed that Mr G. Porselvam, Practising Company Secretary, was appointed as "Scrutinizer" for conducting the said Postal Ballot Process in a fair and transparent manner by the Board of Directors of the Company in its meeting held on 27<sup>th</sup> February, 2013.

The Notice of Postal Ballot dated 27<sup>th</sup> February, 2013 along with the explanatory statement under Sec. 173(2) of the Companies Act, 1956, Postal Ballot Form and Pre-paid Business Reply envelope addressed to the "The Scrutinizer" to facilitate the response from the shareholders of the Company, were despatched by 22<sup>nd</sup> March, 2013 to all the Shareholders of the Company. The last date for the receipt of filled in postal ballot form was 22<sup>nd</sup> April, 2013.

PB/13-14/ - 1 -



CHAIRMAN'S  
INITIALS

The Scrutinizer submitted his report dated 25<sup>th</sup> April, 2013 after carrying out the scrutiny of all the postal ballot forms received till closing hours of 22<sup>nd</sup> April, 2013. The scrutinizer's report was placed on the table for perusal. The Chairman accepted the said report and proceeded to declare the results:

**Item No. 1:**

The Scrutinizer has received 42 postal ballot forms from the members and all of them were found valid.

The Chairman announced the following result of the Postal Ballot as per Scrutinizer's Report:

No. of Valid Postal Ballot Forms Received	Votes in favour of the resolution	Votes against the resolution	% of Votes in favour (as a % of total paid up equity capital)	No. of Postal Ballot Forms rejected
42	1374266	300	80.05	NIL

The Chairman declared that the following Ordinary Resolutions as set out in Postal Ballot Notice dated 27<sup>th</sup> February, 2013 were approved and passed by the members with requisite majority and that the date of declaration of results i.e 26<sup>th</sup> April, 2013 shall be the date of Passing of the resolution.

**"RESOLVED THAT**, pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association of the Company, the Listing Agreement entered into between the Company and the National Stock Exchange of India Ltd. (NSE), applicable guidelines issued by the Securities and Exchange Board of India (SEBI) and other regulatory / statutory authorities and all other applicable rules and regulations, and subject to such other approvals, consents, sanctions as may be required, the consent of the Members be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000 Equity Shares of Rs 10/- (Rupees Ten) each to Rs.10,00,00,000 /- (Rupees Ten Crores Only) divided into 1,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten ) each.

**"RESOLVED FURTHER THAT**, the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary in the best interest of the Company for giving effect to the aforesaid resolution and is hereby further authorized to delegate all or any of the powers for implementing the aforesaid resolution to any Committee of the Board."



CHAIRMAN'S  
INITIALS

**Item No. 2:**

The Scrutinizer has received 42 postal ballot forms from the members and all of them were found valid.

The Chairman announced the following result of the Postal Ballot as per Scrutinizer's Report:

No. of Valid Postal Ballot Forms Received	Votes in favour of the resolution	Votes against the resolution	% of Votes in favour (as a % of total paid up equity capital)	No. of Postal Ballot Forms rejected
42	1374266	300	80.05	NIL

The Chairman declared that the following Ordinary Resolution as set out in Postal Ballot Notice dated 27<sup>th</sup> February, 2013 was approved and passed by the members with requisite majority and that the date of declaration of results i.e 26<sup>th</sup> April, 2013 shall be the date of Passing of the resolution.

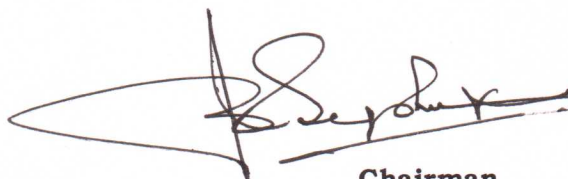
**"RESOLVED THAT**, pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and consequent to the Resolution in Item No.1, Clause V of the Memorandum of Association of the Company be substituted with the following:

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each with concomitant power to increase, reduce, sub-divide, vary, modify or abrogate any rights, privileges and conditions attaching thereto, subject to and in accordance with the provisions of the Companies Act, 1956".

**Vote of Thanks**

There being no other business the meeting concluded with a vote of thanks to the Chair.

Place: Chennai  
Date: 26<sup>th</sup> April, 2013


**Chairman**