



August 20, 2018

The Manager, Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex (Bandra East),
Mumbai - 400 051.

Scrip Code: Thejo - EQ (SM)

Dear Sir/Madam,

Sub: Proceedings of 32nd Annual General Meeting ('AGM')

In continuation to our letter dated May 28, 2018, the 32nd Annual General Meeting ('AGM') of the Company was held today (August 20, 2018). In this regard, please find enclosed Proceedings of the 32nd Annual General Meeting as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking You

Yours faithfully,

For THEJO ENGINEERING LIMITED

V.A. George

Managing Director

**Proceedings of the 32nd Annual General Meeting of Thejo Engineering
Limited held on August 20, 2018**

The 32nd Annual General Meeting (AGM) of the Members of Thejo Engineering Limited ('the Company') was held on Monday, August 20, 2018 at 10.00 A.M at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014. Mr. K.J. Joseph Chaired the Meeting. The Chairman, after ascertaining that sufficient quorum as required under the Companies Act, 2013 was present, called the Meeting to order. The Chairman commenced the Meeting with a silent prayer and welcomed the Members and Auditors present to the 32nd Annual General Meeting.

The Chairman introduced the Directors and Secretary seated on the dais.

With the consent of the Members present, the Notice of the 32nd Annual General Meeting of the Company, Audited accounts for the Financial Year 2017-18 (including consolidated financial statements), the Auditors' Reports on the Accounts, the Secretarial Auditors' Report and the Board's Report for the Financial Year 2017-18, which had already been circulated to the Members, were taken as read. The Chairman informed the Members that there were no qualifications in the Auditors' Report or in the Secretarial Auditors' Report for the Financial Year 2017-18.

The Chairman informed the Members that the registers, documents and records as required under the Companies Act, 2013 were kept at the venue and were available for inspection by the Members till the conclusion of the Meeting.

The Chairman delivered his speech.

The Chairman informed the Members that the Company had provided facility to the Members to cast their votes electronically in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He added that Mr. G. Porselvam, Practising Company Secretary had been appointed by the Board as Scrutinizer for remote e-voting and ballot paper voting process. Members who were present at the meeting and who had not cast their votes electronically were provided an opportunity to cast their votes in the ballot papers handed over to them.

Mr. V.A. George, Managing Director, answered the queries raised by the Members.

The following items of ordinary and special businesses, as per the Notice of AGM dated May 28, 2018, were considered at the meeting.

1. Adoption of
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.



b. the Audited Consolidated Financial Statements of the Company together with Report of Auditors thereon for the financial year ended 31st March, 2018.

2. Declaration of Dividend on Equity Shares for the Financial Year ended 31st March, 2018.
3. Appointment of a Director in place of Mr. Rajesh John (DIN 05161087), who retires by rotation and being eligible, seeks re-appointment.
4. Appointment of a Director in place of Mr. Thomas John (DIN 00435035), who retires by rotation and being eligible, seeks re-appointment.
5. Re-appointment of Mr. V.A. George (DIN 01493737) as Managing Director for a period of 3 (three) years, with effect from 15th July, 2018 and approving his terms and conditions including remuneration.
6. Re-appointment of Mr. N. Ganga Ram (DIN 00001246) as an Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.
7. Re-appointment of Mr. V.K. Srivastava (DIN 00611678) as an Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.
8. Re-appointment of Mr. A. Satyaseelan (DIN 05158896) as an Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.
9. Re-appointment of Mr. M.P. Vijay Kumar (DIN 05170323) as an Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.
10. Re-appointment of Dr. C.N. Ramchand (DIN 05166709) as an Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.

The Chairman informed the Members that the consolidated result of e-voting and votes cast through ballots along with scrutinizer's report will be disseminated to the stock exchange and will also be placed on the website of the Company within 48 hours of conclusion of the AGM. He thanked all the Members for their presence and after casting of the votes by the Members declared the 32nd Annual General Meeting closed at 10:46 AM.

