

Thejo Engineering Limited

41 Cathedral Road,
Chennai - 600 086.
India

T +91 44 42221900
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thejo@thejo-engg.com
www.thejo-engg.com



May 30, 2023

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

Dear Sir / Madam,

Scrip Code: THEJO – EQ (SM)

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Postal Ballot Notice seeking the approval of the Members by way of an ordinary/ special resolution to transact the following Business by means of Postal Ballot through remote e-voting (voting only through electronic means):

Sr. No.	Brief Description of Resolution	Type of Resolution
1.	Migration of the Equity shares of the Company from Emerge-SME Platform of National Stock Exchange of India Limited (" NSE Emerge ") to the Main Board of National Stock Exchange of India Limited	Special Resolution
2.	Continuation of Directorship of Mr. Thomas John (DIN 00435035), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special Resolution
3.	Appointment of Mr. Nilesh Shivji Vikamsey (DIN 0031213) as an Independent Director	Ordinary Resolution
4.	Appointment of Mr. Srinivas Acharya (DIN 00017412) as an Independent Director	Ordinary Resolution
5	Approval for creation of charges, securities on the properties/ assets of the Company, under Section 180 (1)(a) of the Companies Act, 2013	Special Resolution

The remote e-voting period in respect of the Postal Ballot shall commence on 2nd June 2023 (Friday) at 9 AM (IST) and shall end on 1st July, 2023 (Saturday) at 5 PM (IST) (both days inclusive).

Corporate Identification Number: L27209TN1986PLC012833

Reg. Office : 41 Cathedral Road, Chennai - 600 086, India. Tel : +91 44 42221900 Fax: +91 44 42221910

Works: Irulipattu Village, Alinjivakkam Post, Ponneri Taluk, Chennai - 600 067. Tel: +914427984342

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In line with the Circulars issued by the Ministry of Corporate Affairs in this regard with the latest being General Circular No. 11/2022 dated December 28, 2022, the Postal Ballot Notice is being sent only through e-mail to the Members, whose name appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, 26th May 2023 and have registered their email id with the Company or the Registrar and Transfer Agents of the Company/Depositories respectively. Members holding shares as on the cut-off date shall be eligible for voting and the voting rights shall be in proportion to their shareholding in the paid-up equity capital of the Company as on the cut-off date. The detailed procedure for casting the votes through e-voting is contained in the Postal Ballot Notice. The results of the Postal Ballot shall be announced on or before 4th July 2023.

The Notice of Postal Ballot is also available on the website of the Company i.e., www.thejo-engg.com.

You are requested to kindly take the same on record and disseminate.

Yours faithfully,

For THEJO ENGINEERING LIMITED

V. A GEORGE
EXECUTIVE CHAIRMAN
DIN: 01493737



THEJO ENGINEERING LIMITED

(CIN: L27209TN1986PLC012833)

Registered Office:

3rd Floor, VDS House, No.41, Cathedral Road, Chennai 600 086

Ph: 044-42221900 Fax: 044-42221910

Email: investor@thejo-engg.com Website: www.thejo-engg.com

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 pursuant to the provisions of section 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**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings / conducting postal ballot process through voting by electronic means (“**remote e-voting**”) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”) and Regulation 277 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) for seeking consent of the Members of Thejo Engineering Limited (the “**Company**”) by way of an Ordinary/Special Resolution, as applicable, for the business appended below by way of postal ballot through remote e-voting process (“**Postal Ballot/E-voting**”).

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

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

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 has appointed Ms. Sindhuja Porselvam, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

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 engaged the services of Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting. The Company has made necessary arrangements with Cameo Corporate Services Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

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 Friday 2nd June, 2023 (9:00 A.M. IST) and end on Saturday, 1st July, 2023 (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 Saturday, 1st July, 2023. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the remote e-voting, the Scrutinizer will submit his/her 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 4th July, 2023 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 Equity 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.

The last date of e-voting, i.e., 1st July, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. Migration of the Equity shares of the Company from Emerge-SME Platform of National Stock Exchange of India Limited (“NSE Emerge”) to the Main Board of National Stock Exchange of India Limited

To Consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 277 and other applicable provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), applicable provisions of the Companies Act, 2013 and Rules framed thereunder including any amendment, modification, variation or re-enactment thereof for the time being in force (the “**Act**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”), the Securities Contracts (Regulation) Act, 1956 (the “**SCRA**”), the listing agreement entered into by the Company with National Stock Exchange of India Limited (“**NSE**”) where the equity shares of face value of ₹10/- each (“**Equity Shares**”) of the Company are currently listed and in accordance with the eligibility criteria for migration from NSE SME platform to NSE main board as specified by NSE and other applicable laws, the consent of the Members of the Company be and is hereby accorded to migrate the Equity Shares of the Company from SME Platform of NSE to the Main Board of NSE and consequently, the listing and trading of Equity Shares of the Company on the Main Board of NSE.”

“RESOLVED FURTHER THAT Mr. V.A. George, Executive Chairman, Mr. Manoj Joseph, Managing Director, Mr. Rajesh John, Director – Sales and Mr. M.D. Ravikanth, Chief Financial Officer and Secretary of the Company be and are hereby severally authorized to –

- a. Make application to NSE for the migration of the Equity Shares of the Company from the SME Platform of NSE to the Main Board of NSE;
- b. Appoint and engage such professional(s) and advisor(s) as they deem appropriate and to fix and pay fees and remuneration to them;
- c. Finalize, execute, file and submit the Information Memorandum, certificates, undertakings, confirmations, agreements, contracts and such other documents and instruments as may be necessary and to accept and carry out any modifications, alteration or changes therein;
- d. Delegate all or any of their powers to one or more officer(s) of the Company;
- e. Settle any question, difficulty or doubt, that may arise in giving effect to this resolution; and
- f. Do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution.”

2. Continuation of Directorship of Mr. Thomas John (DIN: 00435035), Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. Thomas John (DIN 00435035), Promoter and Non-Executive Director of the Company, aged 78 years, who was re-appointed as a Director of the Company, liable to retire by rotation, by the Members of the Company at the 35th Annual General Meeting of the Company held on 30th August, 2021 and whose continuation in office requires approval of the Members by way of Special Resolution for being more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of Directorship of Mr. Thomas John as a ‘Non-Executive Director’ of the Company, liable to retire by rotation.”

3. Appointment of Mr. Nilesh Shivji Vikamsey (DIN: 00031213) as an Independent Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions 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(s) thereof for the time being in force), Mr. Nilesh Shivji Vikamsey (DIN 00031213), who was appointed as an Additional Director under the category of Independent Director, with effect from 8th March, 2023, pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the Office of Director, be appointed as an Independent Director of the Company, for a term up to 7th March, 2028, and not liable to retire 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 thereunder (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), Mr. Nilesh Shivji Vikamsey (DIN 00031213) 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 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 in giving effect to this resolution 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.”

4. Appointment of Mr. Srinivas Acharya (DIN: 00017412) as an Independent Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions 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(s) thereof for the time being in force), Mr. Srinivas Acharya (DIN 00017412), who was appointed as an Additional Director under the category of Independent Director, with effect from 8th March, 2023, pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the Office of Director, be appointed as an Independent Director of the Company, for a term up to 7th March, 2028, and not liable to retire 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 thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Srinivas Acharya (DIN 00017412) 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 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 in giving effect to this resolution 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.”

5. Approval for creation of charges, securities on the properties/ assets of the Company, under Section 180 (1)(a) of the Companies Act, 2013

To Consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and Rules made therein including any amendment thereto or re-enactment thereof, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board), to sell, lease, transfer, pledge, encumber, charge, or dispose-off the assets and/or undertaking(s) of the Company, wheresoever situated, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms and conditions as it may deem fit, including but not limited to mortgage, hypothecate, pledge, and/or create charge on all or any of the movable/

immovable properties or such other assets of the Company, wheresoever situated on such terms and conditions and in such form and manner as it may deem fit, to or in favour of the Lenders/ Security Trustee/ Financial Institutions/Banks/Multilateral Institutions/Body Corporate/Trusts/Partnership, etc. for any purpose in connection with the business activities of the Company or its subsidiaries, including but not limited to securing the borrowing availed / proposed to be availed by the Company or its subsidiaries, by way of loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, in one or more tranches, within the overall limits of the borrowing powers of the Board pursuant to Section 180(1)(c) of the Companies Act, 2013, on such terms and conditions as the Board of the Company may in its absolute discretion decide or deem fit in the best interest of the Company and / or its subsidiaries at any given point of time.

“RESOLVED FURTHER THAT Mr. V.A. George, Executive Chairman, Mr. Manoj Joseph, Managing Director, Mr. Rajesh John, Director – Sales and Mr. M.D. Ravikanth, Chief Financial Officer and Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called, and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company, and do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution.”

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 25th May, 2023

M.D. RAVIKANTH
CFO & Secretary

Notes:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the **“Act”**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and rationale relating to the resolutions in this Notice is appended herein below for information and consideration of the Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice shall be available for inspection electronically by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e., 1st July, 2023. Members who wish to inspect the documents are requested to send an email to investor@thejo-engg.com mentioning their name, folio no./client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
- 3.. In accordance with the MCA Circulars and the SEBI LODR Regulations, the Company is sending the Postal Ballot Notice in electronic form only. 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. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the **“NSDL”**) and Central Depository Services (India) Limited (the **“CDSL”**) as on 26th May, 2023 (the **“Cut-Off Date”**) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services

Limited (the “RTA”), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. This Notice is also available at the Company’s website: www.thejo-engg.com and the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL.

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 Central Depository Services (India) Limited (“CDSL”). Instructions for remote e-voting are provided in Note No. 10.
6. The remote e-voting period commences on Friday, 2nd June, 2023 at 9:00 A.M. (IST) and ends on Saturday, 1st July, 2023 at 5:00 P.M. (IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time. 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 the resolution is cast by the Member, he/she shall not be allowed to change his/her vote subsequently or cast the vote again. There will be one login for every Folio / Client ID irrespective of the number of joint holders. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the Cut-off date.
7. Results of the Postal Ballot will be announced on or before 4th July, 2023 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.
8. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting (i.e.) Saturday, 1st July, 2023.

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.

9. 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 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.
10. Instructions for remote e-voting are as below:
 - (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 his/her vote during the remote e-Voting period. Additionally, there are also link 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 Forget User ID and Forget 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID

- a) For CDSL: 16 digits beneficiary ID,
 b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 c) 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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.
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.

- g) After entering these details appropriately, click on “SUBMIT” tab.
 h) 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.
 i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN of the Company on which you choose to vote.
 (v) 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.
 (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 (vii) 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.
 (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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- (x) 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.
- (xi) **Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- a) Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) 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, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xii) **Instruction for those Members whose email ids/ mobile numbers are not registered with the Company / depositories**
- a) 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@thejo-engg.com.
 - b) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
- (xiii) 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 or contact at 022- 23058738 and 022-23058542/43.
- (xiv) 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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to 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”)

Item No.1: Migration of the Equity shares of the Company from Emerge-SME Platform of National Stock Exchange of India Limited (“NSE Emerge”) to the Main Board of National Stock Exchange of India Limited

Members are aware that the Company came out with an Initial Public Offer of its Equity Shares of ₹10/- each in the financial year 2012-13 in accordance with the provisions of Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and other applicable laws and got listed on SME Platform of National Stock Exchange of India Limited (“NSE”) w.e.f. September 18, 2012. The Equity Shares of the Company are currently listed and traded on NSE Emerge Platform under the scrip symbol – THEJO – EQ(SM).

In terms of Regulation 277 of the SEBI ICDR Regulations, an issuer whose equity shares are listed on SME platform of the stock exchange and whose post issue face value capital is more than ₹10 Crores and up to ₹25 Crores and if the issuer fulfils the eligibility criteria for listing on Main Board of the National Stock Exchange of India Limited (“NSE”) and for migration from NSE SME platform to NSE main board as specified by NSE and other applicable laws, may migrate its equity shares to the main board of the stock exchange if its members approve the migration by passing a Special Resolution through postal ballot. The issued, subscribed and paid-up share capital of the Company is ₹10.70 Crores and accordingly, the Company is eligible to migrate its Equity Shares on Main Board of NSE in accordance with the SEBI ICDR Regulations. The Company also meets the eligibility criteria for migration from NSE SME platform to NSE main board as specified by NSE.

Accordingly, the Board of Directors of the Company has at their meeting held on 25th May, 2023, with the objectives to increase the visibility, enhance liquidity for the shareholders and increase participation by retail investors, approved the proposal of migration of Equity Shares of the Company from NSE SME Platform to Main Board of NSE subject to the approval of the Members of the Company and compliance with guidelines and policy of NSE and the provisions of the SEBI ICDR Regulations.

Pursuant to provisions of Regulation 277 of the SEBI ICDR Regulations, the approval of the Shareholders by way of a Special Resolution through postal ballot is required for the migration of equity shares from the SME platform of NSE to the main board of NSE. Accordingly, the proposed Special Resolution is being circulated to the Members of the Company for their approval in accordance with Regulation 277 of the SEBI ICDR Regulations for migration of Equity Shares of the Company from the SME Platform of NSE to the Main Board of NSE and therefore, the Board recommends the passing of Special Resolution as set out in the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested (financially or otherwise) in the Special Resolution set out in the Notice except to the extent of their shareholding and outstanding Employee Stock Options, if any, in the Company.

The Board recommends the Special Resolution set out in Item No.1 of the accompanying Notice for approval by the Members.

Item No. 2: Continuation of Directorship of Mr. Thomas John (DIN: 00435035), Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment/continuation.

Mr. Thomas John, Co-Promoter of Thejo Engineering Limited is currently a Non – Executive Director and is the Vice Chairman of the Board. Mr. Thomas John has been a Director of the Company since 26th March 1986 and has experience of more than four decades in manufacturing / services areas. Since Mr. Thomas John has attained the age of 78 years, it is necessary to obtain the approval of the Members by passing a Special Resolution for the continuation of his Directorship on the Board of Directors of the Company.

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

Name of the Director	Mr. Thomas John
Age	78 years
Director Identification Number	00435035
Date of joining of the Board	26th March, 1986
Profile of the Director	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 four decades in manufacturing / services areas.
Terms and conditions of continuation of Directorship	Mr. Thomas John is proposed to be continued as a Non-Executive Director, liable to retire by rotation
Remuneration last drawn	Sitting fees of Rs 4.00 lakhs during the Financial Year 2022-23
Remuneration proposed to be paid	As per existing terms and conditions.
Number of Meetings of the Board attended during the year (FY22-23)	5 (Five).
No. of shares held in the Company	6,50,604 Equity Shares as on 31 st March, 2023
Directorships of other Boards as on 31st March, 2023*	Nil
Membership / Chairmanship of Committees of other Boards as on 31st March, 2023*	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Thomas John, Vice Chairman, is the father of Mr. Rajesh John, Whole-time Director and not related to any other Director / Key Managerial Personnel.

**Directorships and Committee memberships in Thejo Engineering Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee memberships are excluded.*

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Mr. Thomas John as a “Non-Executive Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company since its incorporation.

The Members are, therefore, requested to grant their approval by way of passing a Special Resolution for the continuation of directorship of Mr. Thomas John [DIN: 00435035] as a ‘Non-Executive Director’ of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except Mr. Thomas John and his relatives. Mr. Thomas John is the father of Mr. Rajesh John, Director – Sales.

The Board recommends the Special Resolution set out in Item No.2 of the accompanying Notice for approval by the Members.

This Explanatory Statement may also be regarded as disclosure under the requirements, if any, under the Listing Regulations and Secretarial Standard on General Meeting (SS-2).

Item No.3: Appointment of Mr. Nilesh Shivji Vikamsey (DIN: 00031213) as an Independent Director

The Board of Directors at their Meeting held on 8th March, 2023, based on the recommendation of the Compensation / Nomination and Remuneration Committee, appointed Mr. Nilesh Shivji Vikamsey as an Additional Director of the Company with effect from 8th March, 2023 under the category of Independent Director.

Pursuant to Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Nilesh Shivji Vikamsey as Independent Director of the Company upto 7th March, 2028. He will not be liable to retire by rotation as stipulated in Section 152 of the Companies Act, 2013. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the appointment of the aforesaid Independent Director.

A brief profile along with other details of Mr. Nilesh Shivji Vikamsey is as follows:

Name of the Director	Mr. Nilesh Shivji Vikamsey
Age	59
Director Identification Number	00031213
Date of joining of the Board	8 th March, 2023
Profile of the Director	<p>Mr. Nilesh Shivji Vikamsey is a Chartered Accountant with more than three decades of post-qualification experience. He holds a diploma in Information System Audit (DISA) of the ICAI. He also holds a Certificate on Forensic Accounting and Fraud Detection from ICAI and Business Consultancy Studies Course from Bombay Chartered Accountants Society jointly with Jamnalal Bajaj Institute of Management Studies (JBIMS).</p> <p>Mr Nilesh is a senior partner at KKC & Associates LLP (Formerly – Khimji Kunverji & Co LLP), a firm of Chartered Accountants with a rich legacy of more than eight decades. He serves as an Independent Director on the Boards of various Companies. He is a Member of various committees of ICAI and SEBI.</p> <p>In the past, he had been the President of ICAI, Chairman of Federal Bank Limited, Member of Insurance Regulatory Development Authority, and Member/Chairman of various committees of ICAI and SEBI.</p>
Key Terms and Conditions of Appointment (including as to remuneration)	As per the resolution at Item No 3 of this Notice
Number of Meetings of the Board attended during FY2022-23	Eligible to Attend: 1 Attended: 1
Remuneration last drawn	Sitting fee of ₹ 0.50 lakhs during Financial Year 2022-23
Expertise in specific functional areas	Mr. Nilesh Shivji Vikamsey with expertise in areas of Finance/ Accounting/Auditing and other allied areas will bring in immense value to the Company in Finance and related aspects.

No. of shares held in the Company	Nil
Directorships in other Companies*	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. IIFL Finance Limited 2. 360 ONE WAM Limited (Formerly IIFL Wealth Management Ltd) 3. Thomas Cook (India) Limited 4. PNB Housing Finance Limited 5. Allcargo Logistics Limited 6. Gati Limited <p>Unlisted Public Limited Companies:</p> <ol style="list-style-type: none"> 7. Nippon Life India Trustee Limited 8. SOTC Travel Limited <p>Subsidiary of Listed Company</p> <ol style="list-style-type: none"> 9. Gati Kintetsu Express Private Limited <p>Listed entities from which resigned as Director in the last three years:</p> <ol style="list-style-type: none"> 1) SBI Cards and Payment Services Limited 2) Navneet Education Limited
Committee Chairmanships/ Memberships in other Companies*	<ol style="list-style-type: none"> 1. IIFL Finance Limited: Chairman, Audit Committee; Member, Nomination & Remuneration Committee; Member, Risk Management Committee; Member, CSR Committee; Member, IT Strategy Committee; Member, ESG Committee. 2. 360 ONE WAM Limited (Formerly IIFL Wealth Management Ltd): Member, Audit Committee; Member, Nomination & Remuneration Committee; Member, Risk Management Committee; Member, CSR Committee 3. Thomas Cook (India) Limited: Chairman, Audit Committee; Member, Stakeholders' Relationship Committee 4. PNB Housing Finance Limited: Chairman, Audit Committee; Member, Nomination & Remuneration Committee 5. Nippon Life India Trustee Limited: Member, Audit Committee; Member, Risk Management Committee; Member, Committee of Directors and Committee of Trustees. 6. Gati Limited: Chairman, Audit Committee; Member, Nomination & Remuneration Committee; Chairman, Risk Management Committee 7. Allcargo Logistics Limited: Member, Audit Committee; Member, Nomination & Remuneration Committee 8. Gati Kintetsu Express Private Limited: Chairman, Audit Committee; Member, Nomination & Remuneration Committee.
Relationship with other Directors / Key Managerial Personnel	Nil

**Directorships and Committee memberships in Thejo Engineering Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee memberships are excluded.*

In the opinion of the Board, Mr. Nilesh Shivji Vikamsey, the Independent Director proposed to be appointed, fulfils the conditions specified in Sections 149, 152 read with Schedule IV and all other applicable provisions 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(s) thereof for the time being in force) and he is independent of the management.

The Company has received from Mr. Nilesh Shivji Vikamsey (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (iii) a declaration to the Board of Directors to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and (iv) a declaration to the Board of Directors to the effect that he meets the criteria of Independence as provided in Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except Mr. Nilesh Shivji Vikamsey and his relatives.

The Board recommends the Ordinary Resolution set out in Item No.3 of the accompanying Notice for approval by the Members.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2).

Item No.4: Appointment of Mr. Srinivas Acharya (DIN: 00017412) as an Independent Director

The Board of Directors at their Meeting held on 8th March, 2023, based on the recommendation of the Compensation / Nomination and Remuneration Committee, appointed Mr. Srinivas Acharya as an Additional Director of the Company with effect from 8th March, 2023 under the category of Independent Director.

Pursuant to Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Srinivas Acharya as Independent Director of the Company upto 7th March, 2028. He will not be liable to retire by rotation as stipulated in Section 152 of the Companies Act, 2013. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the appointment of the aforesaid Independent Director.

A brief profile along with other details of Mr. Srinivas Acharya is as follows:

Name of the Director	Mr. Srinivas Acharya
Age	69
Director Identification Number	00017412
Date of joining of the Board	8 th March, 2023
Profile of the Director	<p>Mr. Srinivas Acharya is a graduate in Science and a Certified Associate of Indian Institute of Bankers. He is a former banker and has vast experience in overall management. He currently serves on the Board of various manufacturing and non-banking finance companies. He also serves as a Trustee/Committee Member in charitable trusts.</p> <p>In the past, Mr. Srinivas Acharya has served as the Managing Director of Lakshmi General Finance Limited and Sundaram Home Finance Limited. He had been the Deputy Managing Director of Sundaram Finance Limited and had served as a Director in Manufacturing and Insurance Companies.</p>

Key Terms and Conditions of Appointment (including as to remuneration)	As per the resolution at Item No 4 of this Notice
Number of Meetings of the Board attended during FY2022-23	Eligible to Attend: 1 Attended: 1
Remuneration last drawn	Sitting fee of ₹ 0.50 lakhs during Financial Year 2022-23
Expertise in specific functional areas	Mr. Srinivas Acharya with expertise in areas of Banking/ Financial Services, and overall Management could significantly contribute to the future growth of the organisation, especially in the areas of his expertise.
No. of shares held in the Company	Nil
Directorships in other Companies*	Unlisted Public Limited Companies: 1. Sundaram Hydraulics Limited 2. Hinduja Housing Finance Limited Private Limited Companies: 3. Reno Mercantile Private Limited 4. Dashboard Account Aggregation Services Private Limited
Committee Chairmanships/ Memberships in other Companies*	1. Sundaram Hydraulics Limited: Chairman, Audit Committee 2. Hinduja Housing Finance Limited: Member, Audit Committee; Member, Risk Management Committee and Credit Committee. 3. Dashboard Account Aggregation Services Private Limited: Chairman, Audit Committee; Member, Nomination & Remuneration Committee.
Relationship with other Directors / Key Managerial Personnel	Nil

**Directorships and Committee memberships in Thejo Engineering Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee memberships are excluded.*

In the opinion of the Board, Mr. Srinivas Acharya, the Independent Director proposed to be appointed, fulfils the conditions specified in Sections 149, 152 read with Schedule IV and all other applicable provisions 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(s) thereof for the time being in force) and he is independent of the management.

The Company has received from Mr. Srinivas Acharya (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (iii) a declaration to the Board of Directors to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and (iv) a declaration to the Board of Directors to the effect that he meets the criteria of Independence as provided in Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except Mr. Srinivas Acharya and his relatives.

The Board recommends the Ordinary Resolution set out in Item No.4 of the accompanying Notice for approval by the Members.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2).

Item No. 5: Approval for Creation of charges, securities on the properties/ assets of the Company, under Section 180 (1)(a) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the Members by a Special Resolution.

For this purpose, “Undertaking” has been defined under the Act to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year.

Further, the expression “substantially the whole of the undertaking” in any financial year has been defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Considering the increase in business activities, the future plans of the Company and to fulfil the long term strategic and business objectives, the Company has been availing various credit facilities including but not restricted to term loans, working capital facilities, etc. from Lenders. To secure the borrowings, the Company is required to create security by way of mortgage/ charge/ hypothecation on its movable/ immovable assets and properties, both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company’s undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013.

Currently the borrowings of the Company are well within the aggregate limits specified under Section 180(1) (c) of the Companies Act, 2013. However to increase operational flexibility and as an abundant caution, it is now proposed to seek approval of the Shareholders of the Company for sale, lease, transfer, pledge, encumbrance, charge or disposal of the assets and / or undertaking(s) of the Company for any purpose in connection with the business activities of the Company or its subsidiaries, including but not limited to securing the borrowing availed / proposed to be availed by the Company or its subsidiary from time to time or for any other purpose as the Board may deem fit and in the best interest of the Company or its subsidiary.

Accordingly, it is proposed to obtain approval of the Members for the aforesaid purpose under Section 180 (1)(a) of the Companies Act, 2013

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested (financially or otherwise) in the Special Resolution set out in the Notice.

The Board recommends the Special Resolution set out in Item No.5 of the accompanying Notice for approval by the Members.

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 25th May, 2023

M.D. RAVIKANTH
CFO & Secretary