

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



March 24, 2025

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

Dear Sir/Madam,

Sub: Proceedings, Voting results and Scrutinizer Report of Postal Ballot through remote e-voting.

In accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Proceedings of Postal Ballot, Voting Results and Scrutinizer's Report in respect of the resolutions set out in the Postal Ballot Notice dated February 07, 2025. The resolutions as contained in the Postal Ballot Notice have been approved by the Members with requisite majority and are deemed to have been passed on March 22, 2025, being the date of conclusion of postal ballot through remote e-voting.

The Scrutinizer's Report was received by the Company on March 24, 2025 at 14:11 Hrs.

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

Thanking You

Yours faithfully,

For THEJO ENGINEERING LIMITED

V.A. GEORGE
EXECUTIVE CHAIRMAN
DIN: 01493737



Proceedings of Postal Ballot through Remote E-Voting Process by the Members approving the Resolutions set out in the Postal Ballot Notice dated February 07, 2025.

The Board of Directors of the Company (“the Board”) at their Meeting held on February 07, 2025, approved the proposal to conduct a Postal Ballot, pursuant to the provisions of Sections 108 and 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, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”/”**Listing Regulations**”), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, 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, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (the “**MCA Circulars**”), to seek the approval of the Members by way of Special Resolutions, as set out in the Postal Ballot Notice dated February 07, 2025, for the business as given below through Postal Ballot by electronic means through remote e-voting (“Postal Ballot through remote e-voting process”):

Sr. No.	Brief Description of the Business/Resolution	Type of Resolution
1.	Appointment of Ms. Subhathra Srinivasaraghavan (DIN: 10905747) as an Independent Director	Special Resolution
2.	Continuation of Directorship of Mr. Sridhar Ganesh (DIN: 01681018), Independent 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.	Continuation of Directorship of Prof. N. Venkiteswaran (DIN: 00056000), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special Resolution
4.	Continuation of Directorship of Mr. K. Jairaj (DIN: 01875126), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special Resolution

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Pursuant to the MCA Circulars and other applicable statutory provisions as stated above, the Postal Ballot Notice dated February 07, 2025 was sent by email to all the Shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("RTA") or Depository / Depository Participants as on the Cut-off Date (i.e.) Friday, February 14, 2025. The dispatch of Notice by e-mail was completed on February 17, 2025.

A Newspaper Advertisement as required under the Companies Act, 2013 containing the specified information was published on completion of dispatch of the Postal Ballot Notice in "Business Standard" (English Language) and in "Makkal Kural" (Tamil Language) on February 18, 2025.

In line with the MCA Circulars and other applicable statutory provisions, the manner of voting on the proposed resolution(s) as contained in the Postal Ballot Notice was restricted only to e-voting. The e-voting facility to the Members was provided through M/s. Central Depository Services (India) Limited (CDSL). The e-voting was open from 9 AM IST on February 21, 2025 and ended at 5 PM IST on March 22, 2025.

The Board had appointed Ms. Sindhuja Porselvam, (Membership No. ACS: 44831 / COP: 23622), Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer has submitted her Report on the Postal Ballot through remote e-voting process to the Chairman of the Company on March 24, 2025.

Based on the Report, all the Resolutions as set out in the Postal Ballot Notice dated February 07, 2025, have been passed with requisite majority.

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

General information about company

Scrip code	
NSE Symbol	THEJO
MSEI Symbol	NOTLISTED
ISIN	INE121N01019
Name of the company	THEJO ENGINEERING LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-03-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	SINDHUJA PORSELVAM
Firms Name	PORSELVAM AND ASSOCIATES
Qualification	CS
Membership Number	44831
Date of Board Meeting in which appointed	07-02-2025
Date of Issuance of Report to the company	24-03-2025

Voting results

Record date	14-02-2025
Total number of shareholders on record date	7834
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Subhathra Srinivasaraghavan (DIN: 10905747) as an Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5815320	5102960	87.7503	5102960	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5815320	5102960	87.7503	5102960	0	100
Public-Institutions	E-Voting	341550	199572	58.4313	199572	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		341550	199572	58.4313	199572	0	100
Public- Non Institutions	E-Voting	4688379	580785	12.3878	580785	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4688379	580785	12.3878	580785	0	100

Total	10845249	5883317	54.2479	5883317	0	100	0
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of Directorship of Mr. Sridhar Ganesh (DIN: 01681018), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5815320	5102960	87.7503	5102960	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5815320	5102960	87.7503	5102960	0	100	0
Public-Institutions	E-Voting	341550	199572	58.4313	199572	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	341550	199572	58.4313	199572	0	100	0
Public- Non Institutions	E-Voting	4688379	580785	12.3878	580785	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	4688379	580785	12.3878	580785	0	100	0
	Total	10845249	5883317	54.2479	5883317	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of Directorship of Prof. N. Venkiteswaran (DIN: 00056000), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5815320	5102960	87.7503	5102960	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5815320	5102960	87.7503	5102960	0	100	0
Public- Institutions	E-Voting	341550	199572	58.4313	199572	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	341550	199572	58.4313	199572	0	100	0
Public- Non Institutions	E-Voting	4688379	580785	12.3878	580785	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	4688379	580785	12.3878	580785	0	100	0
	Total	10845249	5883317	54.2479	5883317	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of Directorship of Mr. K. Jairaj (DIN: 01875126), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5815320	5102960	87.7503	5102960	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5815320	5102960	87.7503	5102960	0	100	0
Public-Institutions	E-Voting	341550	199572	58.4313	199572	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	341550	199572	58.4313	199572	0	100	0
Public- Non Institutions	E-Voting	4688379	580785	12.3878	580635	150	99.9742	0.0258
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	4688379	580785	12.3878	580635	150	99.9742	0.0258
	Total	10845249	5883317	54.2479	5883167	150	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Scrutinizer's Report

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with
Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
M/s. Thejo Engineering Limited,
3rd Floor, VDS House, No.41,
Cathedral Road, Chennai 600 086.

**Sub : Scrutinizer's Report on postal ballot by way of remote e-voting in respect of
passing of the resolutions set-out in the Postal Ballot Notice dated 07th February
2025.**

Dear Sir/Madam,

I, Sindhuja Porselvam, Company Secretary in Practice, of M/s. Porselvam and Associates have been appointed as Scrutinizer by the Board of Directors of M/s. Thejo Engineering Limited (the Company), having its Registered Office at 3rd Floor, VDS House, No.41, Cathedral Road, Chennai-600086, for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 07th February 2025 ("Notice") issued in accordance with 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, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars").

- 1) The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.




- 2) My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by M/s. Cameo Corporate Services Limited, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5 p.m. on 22nd March 2025.
- 3) I submit my report as under:
- a) The Company has provided the Members facility to exercise their right to vote by electronic means only to transact the business detailed in the Notice of postal ballot through remote e-voting.
 - b) The company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing e-voting facility to the members for postal ballot.
 - c) The remote e-voting commenced on Friday, 21st February, 2025 at 9:00 A.M. (IST) and ended on Saturday, 22nd March, 2025 at 5:00 P.M. (IST) (both days inclusive).
 - d) The Shareholders of the Company holding shares on the "cut-off" date i.e., 14th February, 2025 were entitled to vote on the Resolution as set out in the Notice of the Postal Ballot of the Company.
 - e) Thereafter the votes were unblocked on 24th March, 2025 in the presence of two witnesses, Mr. R. Vasudevan and Mr.G.Ramkishore, who are not in the employment of the Company.
 - f) I report that the result of the voting by Remote E-Voting for postal ballot, in respect of resolutions (business) is as under:

[Handwritten signature in blue ink]



Resolution No: 1: Appointment of Ms. Subhathra Srinivasaraghavan (DIN: 10905747) as an Independent Director

Nature of resolution: SPECIAL RESOLUTION

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	31	5883317	100
Total	31	5883317	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) + (ii)	31	5883317	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Subhathra Srinivasaraghavan



Resolution No: 2: Continuation of Directorship of Mr. Sridhar Ganesh (DIN: 01681018), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Nature of resolution: SPECIAL RESOLUTION

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	31	5883317	100
Total	31	5883317	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) +(ii)	31	5883317	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Sridhar



Resolution No: 3 Continuation of Directorship of Prof. N. Venkiteswaran (DIN: 00056000), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Nature of resolution: SPECIAL RESOLUTION

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	31	5883317	100
Total	31	5883317	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Total valid votes (i) +(ii)	31	5883317	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Sundhar



Resolution No: 4: Continuation of Directorship of Mr. K. Jairaj (DIN: 01875126), Independent Director, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Nature of resolution: SPECIAL RESOLUTION

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	30	5883167	99.9975
Total	30	5883167	99.9975

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	150	0.0025
Total	1	150	0.0025

Total valid votes (i) +(ii)	31	5883317	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Total	0	0	0

Thanking You,
Yours Faithfully,

For M/s. Porselvam and Associates


SINDHUJA PORSELVAM

Practicing Company Secretary
Mem. No.: 44831; CP No: 23622
Peer Review No.5912/2024



Place : Chennai
Date : 24/03/2025
UDIN : A044831F004143079