

THEJO ENGINEERING LIMITED

Regd Office: Aysha Building, 41, Whites Road, Chennai 600014.



NOTICE OF POSTAL BALLOT

Dear Member,

Notice is hereby given pursuant to Sections 94, 192A and other applicable provisions of the Companies Act, 1956, ("Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules"), that the resolutions given below are proposed to be passed as Ordinary Resolutions by way of Postal Ballot for increase in the Authorised Share Capital of the Company and consequential amendment to its Memorandum of Association. Accordingly, the said Resolutions and the Explanatory Statement with reference thereto are being sent to you along with a Postal Ballot Form for your consideration.

Members are requested to consider and, if thought fit, to pass the following resolutions, with or without modification as Ordinary Resolutions by way of Postal Ballot:

Item No. 1:

To consider and, if thought fit, to pass the following resolution, with or without modification, as an Ordinary 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."



Item No. 2:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary 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".

By Order of the Board
For **Thejo Engineering Limited**

Place: Chennai
Date: 27th February, 2013

M.D. Ravikanth
Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts in respect of the proposed resolutions is annexed hereto.
2. As per Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the business set out in the Notice above is proposed to be passed by Postal Ballot. The said Items thus will not be transacted at any General Meeting.
3. The Board of Directors has appointed Mr. G. Porselvam, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in accordance with law and in a fair and transparent manner.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/Records of Depository as beneficial owner as on 8th March, 2013.
5. Members are requested to read carefully the instructions printed on the reverse of enclosed Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address mentioned on the postage-paid envelope on or before the close of working hours on Monday, 22nd April, 2013. The Ballot Form received after the said date will be treated as if not received in terms of Rule 6(f) of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.
6. Members are requested to exercise their voting rights by using only the attached Postal Ballot Form. No other form or photocopy of the form is permitted.
7. The Scrutinizer will submit his report to the Chairman of the Company or in his absence, to one of the Directors authorised by the Chairman in this behalf, after completion of scrutiny. The result of the Postal Ballot will be announced by the Chairman or in his absence by one of the Directors authorised by the Chairman on Friday, 26th April, 2013 at 5.00 PM at the Registered Office of the Company. The result will also be conveyed to the Stock Exchange (NSE) and through newspaper advertisement. Further, the result will be hosted on the Company's website www.thejo-engg.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of result in this behalf.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:

Item No.1

The present total Authorised Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000 Equity Shares of Rs.10/- (Rupees Ten) each, out of which 17,16,776 Equity Shares of Rs. 10/- each amounting to Rs.1,71,67,760/- are fully subscribed and paid-up.

As the scope for further issue of Share Capital in terms of the existing Authorised Capital of the Company is limited and with a view to enabling the Company to issue additional Share Capital to meet its requirements in the short term as well in the long term, it is proposed to increase the Authorised Share Capital of the Company from Rs. 2 Crores to Rs 10 Crores as set out in Resolution No.1. On increase in Authorised Capital as proposed, the Authorized Capital structure of the Company will be as follows:

Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office on any working day from 23rd March, 2013 to 22nd April, 2013 (both days inclusive) between 10 a.m. and 5 p.m.

Interest of the Directors

None of the Directors is in any way concerned or interested in the proposed resolution except to the extent of his shareholding in the Company.

Item No.2

As per the provisions of Sections 16 and 94 of the Companies Act, 1956, a Company can increase the Share Capital and alter the Capital Clause of its Memorandum of Association with the consent of the Members. Article 3 of the Articles of Association of the Company authorises the Company to increase the Share Capital with the sanction of the Members.

On increase in Authorised Capital, it will be necessary to make a consequential amendment to Clause V of the Memorandum of Association. Accordingly, the proposed Resolution seeks approval of Members for increase in the Authorised Share Capital and amendment of the said Clause.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office on any working day from 23rd March, 2013 to 22nd April, 2013 (both days inclusive) between 10 a.m. and 5 p.m.

Interest of the Directors

None of the Directors is in any way concerned or interested in the proposed resolution except to the extent of his shareholding in the Company.

By Order of the Board
For **Thejo Engineering Limited**

Place: Chennai
Date: 27th February, 2013

M.D. Ravikanth
Secretary



POSTAL BALLOT FORM

1. Name and Registered Address of the
Sole/First named Shareholder (in block letters)

Serial No.

SPECIMEN

2. Name(s) of the Joint holder(s)
if any (in block letters)

3. Registered Folio No./ DP ID No./Client ID No.*
(*Applicable to shareholders holding Shares
in dematerialized form)

4. Number of Equity shares held

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the
business stated in the Notice dated 27th February, 2013 of the Company by sending my/our assent (for) or dissent to
the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No	Description	No.of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution pursuant to the provisions of Section 94 of the Companies Act, 1956 for increasing the total Authorised Capital of the Company			
2.	Ordinary Resolution pursuant to the provisions of Section 16 of the Companies Act, 1956 to amend Clause V of the Memorandum of Association of the Company			

Place:
Date:

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self- addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if sent by courier at the expense of the member will also be accepted.
2. There will be one Postal Ballot Form for every Folio/Client ID irrespective of number of joint holders.
3. This form should be completed and signed by Members (as per specimen signature recorded with the Company/Depositories). In case of joint shareholding, this form should be completed and signed by the first named Member and in his absence, by the next named Member. In case, holders of power of attorney sign the postal ballot form, reference to the Power of Attorney registration by the Company should be mentioned in the postal ballot form
4. Incomplete, incorrect or unsigned Postal Ballot Form will be rejected.
5. In case of Shares held by companies, trusts, societies, etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authority.
6. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
7. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 22nd April, 2013. Postal Ballot Form received after this date will be treated as if the reply from such Member(s) has not been received.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in (7) above.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the names of Members as on 8th March, 2013.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.