
THEJO ENGINEERING LIMITED

Regd. Office : 41, Whites Road, Chennai - 600 014.

CIN : L27209TN1986PLC012833

Phone : 044 - 42221900 Fax : 044 - 42221910

E-mail : investor@thejo-engg.com

Website : www.thejo-engg.com

NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the Members of Thejo Engineering Limited will be held at 10.00 A.M on Monday, the 25th August, 2014 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai – 600 014, Tamil Nadu, India, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended 31st March, 2014, the reports of the Board of Directors and Auditors thereon and
 - b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2014.
2. To declare a dividend on Equity Shares for the financial year ended 31st March, 2014.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. Joseph & Rajaram , Chartered Accountants (Firm Registration No. 001375S), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

4. To appoint Mr. V.K. Srivastava as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Mr. V.K. Srivastava (DIN 00611678), Director of the Company who retires by rotation at this Annual General Meeting 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 and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019 and not liable to retirement 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 thereof for the time being in force), Mr. V.K. Srivastava 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.”

NOTICE TO MEMBERS

5. To appoint Mr. A. Satyaseelan as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Mr. A. Satyaseelan (DIN 05158896), Director of the Company who retires by rotation at this Annual General Meeting 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 and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019 and not liable to retirement 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 thereof for the time being in force), Mr. A. Satyaseelan 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.”
6. To appoint Mr. M.P. Vijay Kumar as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Mr. M.P. Vijay Kumar (DIN 05170323), Director of the Company who retires by rotation at this Annual General Meeting 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 and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019 and not liable to retirement 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 thereof for the time being in force), Mr. M.P. Vijay Kumar 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.”
7. To appoint Dr. C.N. Ramchand as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Dr. C.N. Ramchand (DIN 05166709), Director of the Company who retires by rotation at this Annual General Meeting 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 and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019 and not liable to retirement by rotation.
-

NOTICE TO MEMBERS

“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 thereof for the time being in force), Dr. C.N. Ramchand 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.”

8. To appoint Mr. N. Ganga Ram as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Mr. N. Ganga Ram (DIN : 00001246), who was appointed as a Director of the Company liable to retire by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation 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 and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019 and not liable to retirement 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 thereof for the time being in force), Mr. N. Ganga Ram 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.”

9. To add Sub-clause 22 under “Objects incidental or ancillary to the attainment of the main objects” in the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and any rules framed thereunder and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the Members of the Company be and is hereby accorded for the addition of sub-clause 22 after existing sub-clause 21 under Clause 3(B) of the existing Memorandum of Association of the Company as set out below:

“22. To guarantee the payment of money unsecured or secured by or payable under or in respect of loans, promissory notes, bond, debentures, contracts, mortgages, charges, obligation instruments and securities of any company or any authority, municipal, local or otherwise, or of any person whomsoever, incorporated or not and generally to guarantee or become sureties for the performance of any contract or obligation.”

“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.”

NOTICE TO MEMBERS

10. To alter and modify the terms and conditions of appointment of Mr. Manoj Joseph as Whole-time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial modification to the resolution passed by the Members at their 26th Annual General Meeting held on 21st September, 2012, approving the appointment and terms of remuneration of Mr. Manoj Joseph as Whole-time Director, the Company hereby approves, in accordance with the provisions of Sections 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of commission in addition to the existing terms of remuneration for the remaining period of his tenure of office, with effect from 01st April, 2014, and the amount of such commission, payable every year after the finalization of the Annual Accounts of the Company, shall be determined by the Board of Directors based on the recommendation of the Remuneration Committee, subject to the maximum remuneration prescribed under the Companies Act, 2013.

“RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Manoj Joseph as approved earlier by the Members, shall remain unchanged.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary, alter and modify the terms and conditions of appointment including as to designation and remuneration / remuneration structure of Mr. Manoj Joseph within the limits prescribed under the provisions of the Companies Act, 2013.

“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.”

11. To alter and modify the terms and conditions of appointment of Mr. Rajesh John as Whole-time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial modification to the resolution passed by the Members at their Extra-ordinary General Meeting held on 09th April, 2012, approving the appointment and terms of remuneration of Mr. Rajesh John as Whole-time Director, the Company hereby approves, in accordance with the provisions of Sections 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of commission in addition to the existing terms of remuneration for the remaining period of his tenure of office, with effect from 01st April, 2014, and the amount of such commission, payable every year after the finalization of the Annual Accounts of the Company, shall be determined by the Board of Directors based on the recommendation of the Remuneration Committee, subject to the maximum remuneration prescribed under the Companies Act, 2013.

“RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Rajesh John as approved earlier by the Members, shall remain unchanged.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary, alter and modify the terms and conditions of appointment including as to designation and remuneration / remuneration structure of Mr. Rajesh John within the limits prescribed under the provisions of the Companies Act, 2013.

“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.”

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 02nd July, 2014

M.D. RAVIKANTH
CFO & Secretary

NOTICE TO MEMBERS

NOTES:

1. An explanatory statement in respect of the special business is annexed to this notice in pursuance of Section 102 (1) of the Companies Act, 2013.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member.
3. The form of proxy duly completed in all respects shall be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting ("Meeting"). A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members / proxies should bring the duly filled Attendance Slip along with their copy of annual report to the Meeting.
5. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:30 pm) on all working days except Saturdays and Sundays (including Public Holidays) upto the date of the Annual General Meeting.
6. The Register of Members and Share Transfer Books will remain closed from 26th July, 2014 to 28th July, 2014 (both days inclusive).
7. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution, authorizing their representatives to attend and vote on their behalf at the Meeting and/or at any adjournment thereof.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Limited.
9. Members may note that the Notice of the 28th Annual General Meeting and the Annual Report for the financial year 2013-14 are available on the Company's website www.thejo-engg.com for their download. The physical copies of the aforesaid documents are open for inspection at the Company's Registered Office during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's designated email id: investor@thejo-engg.com
10. Members having any query or desiring any information pertaining to annual accounts are requested to write to the Company at an early date to enable the Company to answer the queries at the Meeting.

NOTICE TO MEMBERS

Explanatory Statement annexed to the Notice dated 02nd July, 2014 convening the Annual General Meeting of the Company, pursuant to Section 102 (1) of the Companies Act, 2013

Item Nos. 4 to 8 :

Pursuant to Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. V.K. Srivastava, Mr. A. Satyaseelan, Mr. M.P. Vijay Kumar, Dr. C.N. Ramchand and Mr. N. Ganga Ram as Independent Directors of the Company upto 31st March, 2019. They 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 Members proposing the appointment of aforesaid Independent Directors.

A brief profile with other details of the Independent Directors is given below :

Name of the Director	Mr. V.K. Srivastava
Director Identification Number	00611678
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. V.K. Srivastava holds Degree in Mechanical Engineering and a Degree in Industrial Engineering. He also holds a Diploma in Management. He has been associated with Bokaro Steel Plant of the Steel Authority of India Limited ("SAIL") for more than three decades. He started his career with SAIL as a graduate engineer and retired as Managing Director of SAIL. He was the Chairman of the Board of Governors of Birsa Institute of Technology, Sindri. He has also been the Chairman/Director of a number of PSUs.
No. of shares held in the Company	Nil
Directorships and Committee Memberships in other Companies	Hindustan Copper Limited, Member - Audit Committee

Name of the Director	Mr. A. Satyaseelan
Director Identification Number	05158896
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. A. Satyaseelan is a graduate in law. He has more than 35 years of experience in legal domain including 20 years in the Industry. Currently, he is a practising advocate at the Hon'ble High Court of Madras. Prior to setting up practice, he was heading the legal department of a leading manufacturing company's Corporate Office. He is specializing in corporate and taxation laws.
No. of shares held in the Company	Nil
Directorships and Committee Memberships in other Companies	Nil

NOTICE TO MEMBERS

Name of the Director	Mr. M.P. Vijay Kumar
Director Identification Number	05170323
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. M.P. Vijay Kumar is a Chartered Accountant, Company Secretary and Cost Accountant with experience of more than twenty years in professional practice as well as industry. Currently, he is the Chief Financial Officer at Sify Technologies Limited. He has been a Member of Accounting Standards Board of ICAI and other committees of ICAI.
No. of shares held in the Company	Nil
Directorships and Committee Memberships in other Companies	Nil

Name of the Director	Dr. C.N. Ramchand
Director Identification Number	05166709
Date of joining of the Board	16 th January, 2012
Profile of the Director	Dr. C.N. Ramchand holds a post-graduate degree in Chemistry and doctorate in Biochemistry. He has more than 27 years of experience in teaching, research, drug discovery programmes, disease mechanism and setting up of research facilities with various entities in United States of America, United Kingdom and India. He has published a number of peer reviewed papers in various international journals. Dr. Ramchand is currently the CEO of Saksin Life Sciences Private Limited and is a senior visiting fellow at the University of Sheffield, University of New Castle and Slovakian Academy of Sciences.
No. of shares held in the Company	Nil
Directorships and Committee Memberships in other Companies	Nil

Name of the Director	Mr. N. Ganga Ram
Director Identification Number	00001246
Date of joining of the Board	16 th January, 2012
Profile of the Director	Mr. N. Ganga Ram holds a Master's Degree in Economics. Besides, he is a Certified Associate of the Indian Institute of Banking & Finance and a Fellow of Economic Development Institute of the World Bank, Washington. After a stint with a commercial bank, Mr. Ganga Ram joined RBI/IDBI where he worked for more than 25 years to retire as Executive Director of IDBI. He was a Consultant to the World Bank, Washington and the Asian Development Bank, Manila and was also an Adviser to UTI and ICRA.
No. of shares held in the Company	Nil
Directorships and Committee Memberships in other Companies	1. Positive Packaging Industries Ltd., Chairman – Audit Committee. 2. Sundaram BNP Paribas Home Finance Ltd., Member – Audit Committee 3. Chemfab Alkalies Ltd., Chairman – Shareholders Grievances Committee, Member – Audit Committee

NOTICE TO MEMBERS

Note : Directorships and Committee Memberships in Thejo Engineering Limited are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies, Section 8 Companies and Companies registered under Section 25 of the Companies Act, 1956 and their Committee Memberships are excluded. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public companies have been included in the aforesaid table.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 52 of the SME Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Your Directors recommend the Resolutions for the approval of the Members.

Other than the respective Independent Directors and their relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolutions as set out in Item Nos. 4 to 8 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 52 of the SME Listing Agreement.

Item No. 9

The Objects clause of the Memorandum of Association of the Company does not provide for giving of guarantees for facilities availed/secured by others, including its subsidiary companies. With the Company having two overseas subsidiaries and considering their business and funding plans, it is desirable to amend the objects clause to include the powers to give guarantee on behalf of others. Accordingly, it is proposed to alter the Memorandum of Association as detailed in the resolution at item No.9 of the Notice.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the Members of the Company by way of Special Resolution is required for amending the Memorandum of Association. Accordingly, approval of the Members is sought by means of a Special Resolution as set out at Item No. 9 of the Notice.

The existing Memorandum of Association of the Company along with the Memorandum of Association incorporating therein the proposed alterations are available for inspection to all the Members of the Company at the Registered Office of the Company during business hours on all week days till the date of Annual General Meeting and at the venue.

Your Directors recommend the Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 10

The Members of the Company at the 26th Annual General Meeting held on 21st September, 2012, approved the appointment of Mr. Manoj Joseph as Whole-time Director for a period of three years with effect from 20th June, 2012.

The present remuneration structure of Mr. Manoj Joseph does not include payment of commission. It is proposed to include commission component in the existing terms of remuneration with all the other terms and conditions of the appointment remaining unchanged. The overall remuneration payable to Mr. Manoj Joseph will be subject to the limits as prescribed under Sections 197, 198 and in terms of Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Your Directors recommend the Resolution for the approval of the Members.

NOTICE TO MEMBERS

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution except Mr. Manoj Joseph and his relatives. It may be noted that Mr. K.J. Joseph, Chairman and Mr. Manoj Joseph are related as father and son.

Item No. 11

The Members of the Company at the Extraordinary General Meeting held on 09th April, 2012, approved the appointment of Mr. Rajesh John as Whole-time Director for a period of five years with effect from 16th January, 2012.

The present remuneration structure of Mr. Rajesh John does not include payment of commission. It is proposed to include commission component in the existing terms of remuneration with all the other terms and conditions of the appointment remaining unchanged. The overall remuneration payable to Mr. Rajesh John will be subject to the limits as prescribed under Section 197, 198 and in terms of Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Your Directors recommend the Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution except Mr. Rajesh John and his relatives. It may be noted that Mr. Thomas John, Vice-Chairman and Mr. Rajesh John are related as father and son.

By Order of the Board
For THEJO ENGINEERING LIMITED

Place : Chennai
Date : 02nd July, 2014

M.D. RAVIKANTH
CFO & Secretary