



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

CIN: L40108UP2005PLC094304

Regd. Office: C-218, Ground Floor (GR-1), Sector-63, Noida,
Gautam Buddha Nagar, Uttar Pradesh, India, 201307

Corporate Office: 1B, Park Plaza, South Block, 71, Park Street, Kolkata-700 016

Phone No: (033) 4051 3000, Fax No: (033) 4051 3326

E-mail: desk.investors@techno.co.in

NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Techno Electric & Engineering Company Limited will be held at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301 on Tuesday, the 12th day of September, 2017 at 12.00 noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2017 together with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ankit Saraiya (holding DIN: 02771647), who is a non-executive Director and retires by rotation in terms of section 152 of the Companies Act, 2013 and, being eligible, seeks re-appointment.
3. To appoint M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) as Statutory Auditor and 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 pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) be and is hereby appointed as Statutory Auditors of the Company in place of M/s. S. S. Kothari & Co., Chartered Accountants, (Firm Registration No. 302034E) to hold office for a period of (5) five consecutive years, from the conclusion of this annual general meeting until the conclusion of the 17th annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter, on such remuneration as may be determined by the Board of Directors in consultation with them for the financial year ending 31st March, 2018."

SPECIAL BUSINESS:

4. To appoint Dr. Rajendra Prasad Singh as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Rajendra Prasad Singh, (DIN 00004812) who was appointed by the Board of Directors as an Additional Independent Director under section 161(1) of the Companies Act, 2013 and who shall vacates his office at this annual general meeting and in respect of whom a notice in writing from a Member under section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, pursuant to section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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), is not liable to retire by rotation and to hold office for a period of five consecutive years from the conclusion of the ensuing Annual General Meeting."

Regd. Office :
C-218, Sector-63
Noida-201307
Dated : July 06 , 2017

By order of the Board of Directors

(N Brahma)
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER-SELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office/Corporate office of the Company, not less than 48 hours before the time for holding the meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
6. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, 6th September, 2017 to Tuesday, 12th September, 2017** (both days inclusive).
8. The unpaid/unclaimed dividend amounting to ₹ 1,16,837/- for the financial year ended 31st March, 2009 have been transferred to the Investor Education and Protection Fund. The unpaid/unclaimed dividend for the financial year ended 31st March, 2010 can be claimed upto September 30, 2017. In this regard a separate intimation has been sent to the eligible Members to claim their dividend within the time stipulated. Shareholders are advised to claim the unpaid dividend from the financial year ended 31st March, 2011 onwards, before transfer to the above referred Fund.

The details of unclaimed dividend up to and including the financial year ended 31st March, 2016 are available on the Company's website www.techno.co.in under the section 'Investor' and also uploaded on the website of IEPF viz. www.iepf.gov.in.

9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is given in the explanatory statement of the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
10. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
11. The Notice of the AGM along with the Annual Report for 2016-17 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.techno.co.in for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at desk.investors@techno.co.in.

12. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
13. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 9th September, 2017 (9:00 am) and ends on 11th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Techno Electric & Engineering Company Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to akrai-cs@hotmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided in the Annexure enclosed herewith with this AGM notice.

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Amarendra Kumar Rai, Practicing Company Secretary, (Membership No. F-8575 and CP No.9373) of B-200, LGF Sector-50, Noida – 201301, G.B. Nagar, U.P., has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.techno.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
14. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

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Dated : July 06 , 2017

By order of the Board of Directors

(N Brahma)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2,3 and 4 of the accompanying Notice:

Item No. 2

Mr. Ankit Saraiya, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and seeking re-appointment by the shareholders. Brief Profile of Mr. Ankit Saraiya: Mr. Ankit Saraiya aged about 31 years residing at Flat - D, Block – C, 2B, Hastings Park Road, Kolkata – 700027 is a Bachelor of Science (Corporate Finance & Accounting) with Minor in Computer Information Systems from Bentley University in Waltham, Massachusetts, U.S.A with sound financial and commercial knowledge and experience of more than 6 years in the related field.

Other Directorships of Mr. Ankit Saraiya:

Simran Wind Project Ltd. (Whole-time Director), Ankit Credits Pvt. Ltd., Deserve Vincom Private Ltd., Eneritech Engineers India Pvt. Ltd., Direction Barter Private Ltd., Gagan Realdev Private Ltd., Techno Leasing & Finance Company Pvt. Ltd., Saffron Enclave Pvt. Ltd., Techno International Ltd., Techno Infra Developers Pvt. Ltd., Techno Clean Energy Pvt. Ltd., Techno Green Energy Pvt. Ltd., Techno Wind Power Pvt. Ltd. and Jhajjar Power Transmission Private Limited.

None of the Directors or Key Managerial Personnel of the Company except Mr. P. P. Gupta (Relative), Mr. Ankit Saraiya and Ms. Avantika Gupta (Relative) is deemed to be concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item no. 2 for the approval of Members.

Item No. 3

The present auditor M/s. S. S. Kothari & Co., Chartered Accountants, (Firm Registration No. 302034E) were last appointed by the members at their annual general meeting held on 26th day of July, 2014 to hold the office of auditor from the conclusion of the 9th annual general meeting till the conclusion of 14th annual general meeting. However, the Company has received a special notice in writing from a Shareholder M/s. Checons Ltd. proposing M/s. Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E), appointment as Auditor in place of M/s. S. S. Kothari & Co., Chartered Accountants, the present auditor.

The Board of Directors, at its meeting held on 26th May, 2017, based on the recommendation of the Audit Committee have recommended the appointment of M/s. Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E), in place of M/s. S. S. Kothari & Co., Chartered Accountants, (Firm Registration No. 302034E) as the statutory auditors of the Company, for approval by the members at the ensuing annual general meeting.

M/s. Singhi & Co., Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditors, in terms of section 143 of the Act.

M/s. Singhi & Co., Chartered Accountants will be appointed as the statutory auditors of the Company from the conclusion of this annual general meeting till the conclusion of the 17th annual general meeting, subject to ratification of their appointment by the members at every intervening annual general meeting. The Members are requested to authorize the Board of Directors of the Company to fix their remuneration in consultation with the auditors from year to year. The first financial year of Audit by the aforesaid Auditors will be the financial year ending 31st March, 2018.

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

The Board recommends the Ordinary Resolution set out at Item no. 3 for the approval of Members.

Item No. 4

Dr. Rajendra Prasad Singh, (DIN 00004812) was appointed by the Board of Directors of the Company as Additional Director in the capacity of Independent Director on 5th August, 2016. He holds office until the conclusion of the ensuing annual general meeting under section 161(1) of the Companies Act, 2013.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the

Board of Directors has proposed that Dr. Rajendra Prasad Singh, (DIN 00004812), be appointed as an Independent Director on the Board of the Company.

The appointment of Dr. Rajendra Prasad Singh, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member M/s. Varanasi Commercial Ltd. along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Rajendra Prasad Singh for the office of Director of the Company. Dr. Rajendra Prasad Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received a declaration from Dr. Rajendra Prasad Singh that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Dr. Rajendra Prasad Singh fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Dr. Rajendra Prasad Singh is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Dr. Rajendra Prasad Singh: A Post Graduate in Mechanical Engineering from SHU, Ex. Chairman & MD of Power Grid Corporation of India Ltd. In his career of more than 37 years, he has served TISCO, NTPC and POWERGRID. He has been conferred with many awards notably SCOPE Award for Excellence & outstanding contribution to the Public Sector Management, Degree of Doctor of Science (Honoris Causa) by BHU, Power Delivery Product Champion Award by Electric Power Research Institute (EPRI) USA and Green Award by World Bank. Dr. Singh is associated with bodies like CIGRE - Paris; CIGRE - India; World Energy Council - USA; Indian National Academy of Engineering (INAE).

Other Directorships of Dr. Rajendra Prasad Singh:

Bajaj Electricals Limited, Vijai Electricals Limited and L&T-Sargent & Lundy Limited.

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

The Board recommends the Ordinary Resolution set out at Item no. 4 for the approval of Members.



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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____ DP ID No.: _____ Client ID No.: _____

Name of Member(s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

I hereby record my presence of the 12th ANNUAL GENERAL MEETING of the Company held on Tuesday, the 12th day of September, 2017 at 12.00 noon at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301

Signature of the Member/Representative/Proxyholder*

* Strike out whichever is not applicable



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(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014 – Form No. MGT-11)

FORM OF PROXY

Folio No.: _____ DP ID No.: _____ Client ID No. _____

Name of Member(s): _____

Registered Address: _____

I/We, being a member / members of TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED hereby appoint:

1. Name: _____ E-mail Id _____

Address: _____ or failing him/her

2. Name: _____ E-mail Id _____

Address: _____ or failing him/her

3. Name: _____ E-mail Id _____

Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the 12th ANNUAL GENERAL MEETING of the Company held on Tuesday, the 12th day of September, 2017 and at any adjournment thereof in respect of the following resolutions:

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2017.
2. Re-Appointment of Mr. Ankit Saraiya as Director who is retiring by rotation.
3. Appointment of M/s. Singhi & Co. Chartered Accountants, Auditors.
4. Appointment of Dr. Rajendra Prasad Singh as Independent Director of the Company.

Signed this _____ day of _____ 2017. Signature of Member _____

Revenue
Stamp

Signature of Proxyholder(s): 1. _____ 2. _____ 3. _____

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office/Corporate Office of the Company, not later than 48 hours before the time for holding the meeting.



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BALLOT FORM

(For voting for the resolutions to be passed at the 12th Annual General Meeting of the Company to be held on Tuesday, the 12th day of September, 2017 at 12.00 noon at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.

Name of the Member : _____

Folio No. / DP-ID & Client-ID : _____

No. of Equity Shares Held : _____

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated July 06, 2017 by conveying my/our assent or dissent to the said Resolution by placing the tick (?) mark at the appropriate box below:

Resolution Sr. No.	Description	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Ordinary Business Consider and adopt financial statements (including consolidated financial statements) together with Director and Auditors report for the year ended March 31, 2017.		
2.	Ordinary Resolution seeking approval for re-appointment of Mr. Ankit Saraiya (holding DIN: 02771647) retiring by rotation, as Director under the provisions of the Companies Act, 2013.		
3.	Ordinary Resolution seeking approval for appointment of M/s. Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E) as Statutory Auditors of the Company.		
4.	Special Business Ordinary Resolution seeking approval for appointment of Dr. Rajendra Prasad Singh (holding DIN: 00004812) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		

Signature of Member / Proxy Voting.

Notes: This Ballot Form shall be used by the Shareholders who do not have access to the e-voting system.

