



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

(Formerly known as Simran Wind Project Limited)

CIN: U40108UP2005PLC094368

Registered Office: C-218, Ground Floor (GR-2), Sector-63, Noida,
Gautam Buddha Nagar,

Uttar Pradesh, India, 201307, Phone No: (0120) 2406030

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 13TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 13th 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 Saturday, the 29th day of September, 2018 at 12.00 noon to transact the following business:-

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Ms. Avantika Gupta (holding DIN: 03149138), who is a Non-Executive Director and retires by rotation in terms of section 152 of the Companies Act, 2013 and, being eligible, offers herself, for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** Ms. Avantika Gupta (holding DIN: 03149138), a Non-Executive Director retiring by rotation in terms of Section 152 of the Companies Act, 2013, be and is hereby reappointed as a Director of the Company whose period of office shall be subject to retirement by rotation."

3. **To ratify the appointment of M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) as Statutory Auditors of the Company and to fix the remuneration payable to them for the financial year ending 31st March, 2019 and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

4. **Appointment of Mr. Kotivenkatesan Vasudevan (DIN: 00018023) as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** Mr. Kotivenkatesan Vasudevan (DIN: 00018023) who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 13th 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), to hold office for a period of five consecutive years from the conclusion of the ensuing Annual General Meeting and is not liable to retire by rotation.”

5. Appointment of Mr. Kadenja Krishna Rai (DIN: 00629937) as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Kadenja Krishna Rai (DIN: 00629937) who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 13th 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), to hold office for a period of five consecutive years from the conclusion of the ensuing Annual General Meeting and is not liable to retire by rotation.”

6. Appointment of Dr. Rajendra Prasad Singh (DIN: 00004812) as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** Dr. Rajendra Prasad Singh (DIN: 00004812) who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 13th 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), to hold office for a period of five consecutive years from the conclusion of the ensuing Annual General Meeting and is not liable to retire by rotation.”

7. Appointment of Mr. Krishna Murari Poddar (DIN: 00028012) as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Krishna Murari Poddar (DIN: 00028012) who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 13th 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), to hold office for a period of five consecutive years from the conclusion of the ensuing Annual General Meeting and is not liable to retire by rotation.”

8. Appointment of Mr. Samarendra Nath Roy (DIN: 00408742) as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Samarendra Nath Roy (DIN: 00408742) who is an Independent Director of the Company 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), to hold office for a further period of five consecutive years from the conclusion of the ensuing Annual General Meeting and is not liable to retire by rotation.”

9. Appointment of Mr. Padam Prakash Gupta (DIN: 00055954) as a Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT Mr. Padam Prakash Gupta (DIN: 00055954) who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 13th 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 Director of the Company, pursuant to Section 149 and 152 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.”

10. Appointment of Mr. Padam Prakash Gupta (DIN: 00055954) as Managing Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company 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), consent of the Members of the Company be and is hereby accorded to the appointment of and remuneration payable to Mr. Padam Prakash Gupta (DIN: 00055954) as the Managing Director of the Company for the period of five consecutive years with effect from 10th August, 2018 and upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted by the Board), from time to time, to alter the said terms and conditions of appointment and remuneration of Mr. Padam Prakash Gupta (DIN: 00055954) in the best interests of the Company and as may be permissible by law.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

11. Alteration in Clause III(A) of Memorandum of Association of the Company pursuant to Scheme of Amalgamation:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time and consequent upon the integration of business pursuant to the sanctioned scheme of amalgamation, Memorandum of Association of the Company, be and is hereby altered by inserting Sub-clause (2) and Sub-clause (3), after Sub-clause (1) in Clause IIIA as mentioned below:

Sub-clause (2): To carry on the business of an electric, light and power company in all its branches, and to construct, lay down, establish, operate and maintain power generating units and power stations and to generate, accumulate, distribute and supply electricity for the process of light, heat, motive power, and for all other purposes for which electric energy can be employed and to manufacture and deal in all apparatus and things required for, or capable of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity, including in the term electricity all power that may be directly or indirectly derived therefrom, or may be incidentally hereafter discovered in dealing with electricity and to carry on the business of consultants and advisers in relation to the business aforementioned.

Sub-clause (3): To carry on the business of Contractors, Manufacturers, Constructors, Conditioners, Suppliers of and dealers in Electrical, Mechanical and other Appliances, Cables, Wires, Accumulators, Machinery, Implements and Electrical goods of all kinds and to carry on the business of Mechanical, Electrical, Civil, Structural, Ground and Motor Engineers in all their branches and the business of Builders, Contractors and dealers in stone, sand, lime, brick, timber, hardware and other building requisites and erection, installation in factories, projects, workshops, offices and residential houses as may be conveniently carried on by the Company and to purchase, sell, import, export, manufacture and deal in all sorts of electrical and structural materials.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution, including agreeing to any change to the aforesaid Memorandum of Association of the Company, as may be required by the Registrar of Companies and/or any statutory/regulatory authority or may authorize the officials of the company to give effect to the foregoing resolution.”

12. Alteration of Articles of Association of the company by adoption of new set of Articles pursuant to Scheme of Amalgamation:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time and consequent upon the integration of business pursuant to the sanctioned scheme of amalgamation, the regulations of the company currently contained in the Articles of Association be replaced with the restated Articles of Association as placed before the meeting, initialed by the Chairman for purposes of identification and the same be and is hereby adopted as the Articles of Association of the Company in substitution of existing Articles of Association.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Articles of Association of the Company, as may be required by the Registrar of Companies and/or any statutory/regulatory authority or may authorize the officials of the company to give effect to the foregoing resolution.”

13. Increase in Borrowing Limits

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:-**

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modifications or re-enactments thereof) and in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of the Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the Company and/or any Committee of Directors thereof, to borrow in any manner from time to time, any sum or sums or moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, from the financial institutions, Company’s bankers and/or from any person or persons, firms, bodies corporate, whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, for an aggregate amount not exceeding Rs. 2000.00 Crores (Rupees Two Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Principal Officer of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution(s).”

14. Creation of Charge/Mortgage and/or security on the Assets of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard, consent of members of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company, present and future, ranking pari-passu with or second or subservient or subordinate to the mortgages/charges / hypothecation already created or to be created in future by the company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks and/or any other persons or institutions providing finance for the business of the Company or for working capital together with interest thereon and further interest, if any, costs, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company on such terms and conditions and at such times and in

such form and manner and to vary and/or alter the terms and conditions of the security created / to be created as aforesaid as the Board of Directors may deem fit.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the creation of mortgage/ charge/ hypothecation as aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Principal Officer of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution(s).”

15. Approval of Remuneration to Cost Auditors:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to Saibal Sekhar Kundu, Cost Accountants (Firm Registration No. 100135), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, amounting to ₹ 20,000/- (Rupees Twenty Thousand only) and the payment of tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified thereon and confirmed.”

Registered Office:

C-218, Ground Floor (GR-2)

Sector-63, Noida,

Gautam Buddha Nagar,

Uttar Pradesh, India, 201307

Date: 10th August, 2018

By Order of the Board

For Techno Electric & Engineering Company Limited

N. Brahma

Company Secretary

Membership No. A-11652

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 ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution/Power of Attorney, 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 Annual General Meeting.

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 **Monday, 24th September, 2018 to Saturday, 29th September, 2018** (both days inclusive).
8. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
9. The unpaid/unclaimed dividend amounting to Rs.2,19,552/-for the financial year ended 31st March, 2010 have been transferred to the Investor Education and Protection Fund. The unpaid/unclaimed dividend for the financial year ended 31st March, 2011 can be claimed upto 30th September, 2018. 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, 2012 onwards, before transfer to the above referred Fund.

The details of unclaimed dividend up to and including the financial year ended 31st March, 2017 are available on the Company's website www.techno.co.in under the section 'Investor' and also uploaded on the website of IEPF i.e. www.iepf.gov.in.

10. Additional information, in respect of the directors seeking appointment / re-appointment at the Annual General Meeting, 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.
11. 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.
12. The Notice of the Annual General Meeting and the Annual Report for 2017-18 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 Report 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 or to the RTA at nichetechpl@nichetechpl.com.
13. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN) and complete the KYC compliance. Members holding shares in electronic form are, therefore, requested to submit the PAN and KYC documents, 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.

14. 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 the facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the venue of Annual General Meeting and members attending the meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Annual General Meeting may attend the meeting 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 venue of the Annual General Meeting 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, may attend the Annual General Meeting, but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **26th September, 2018 (9:00 am)** and ends on **28th September,**

2018 (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 **22nd September, 2018**, 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 is as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or

folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akrai-cs@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. 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 22nd September, 2018.
- VII. 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, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

- VIII. 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 Annual General Meeting through ballot paper.
- IX. Mr. Amarendra Kumar Rai, Practicing Company Secretary (Membership No. F-8575 and CP No.9373) of B-200, LGF Sector-50, Noida – 201301, Gautam Buddha Nagar, Uttar Pradesh, 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.
- X. The Chairman shall, at the Annual General Meeting, 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.
- XI. 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 Annual General Meeting, 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.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www. techno.co.in and on the website of NSDL at www.evoting.nsdl.com 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.
15. **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.**

Registered Office:
C-218, Ground Floor (GR-2)
Sector-63, Noida,
Gautam Buddha Nagar,
Uttar Pradesh, India, 201307
Date: 10th August, 2018

By Order of the Board
For Techno Electric & Engineering Company Limited

N. Brahma
Company Secretary
Membership No. A-11652

EXPLANATORY STATEMENT 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. 4 to 15 of the accompanying Notice:

Item No. 4:

Appointment of Mr. Kotivenkatesan Vasudevan (DIN: 00018023) as an Independent Director:

Mr. Kotivenkatesan Vasudevan was appointed by the Board of Directors of the Company as an Additional Director in the capacity of an Independent Director on 25th July, 2018. 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 Mr. Kotivenkatesan Vasudevan, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Kotivenkatesan Vasudevan, shall be effective upon approval by the members in the Meeting.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Kotivenkatesan Vasudevan as a Director of the Company. Mr. Kotivenkatesan Vasudevan 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 Mr. Kotivenkatesan Vasudevan 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, Mr. Kotivenkatesan Vasudevan fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Kotivenkatesan Vasudevan:

Mr. Kotivenkatesan Vasudevan aged about 78 years is a Bachelor of Engineering (Electrical) and a Fellow member of the

Institute of Engineers and Institute of standard Engineers and is associated with as Chairman of Green Business Centre for the Southern region. He is a member of the National Committee on Power of CII and was the past President of Indian Electrical and Electronics Manufacturers Association.

Mr. Kotivenkatesan Vasudevan holds directorship in Henson Enterprises Private Limited.

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

None of the Directors or Key Managerial Personnel of the Company except Mr. Kotivenkatesan Vasudevan is deemed to be concerned or interested in this resolution.

Item No. 5:

Appointment of Mr. Kadenja Krishna Rai (DIN: 00629937) as an Independent Director:

Mr. Kadenja Krishna Rai was appointed by the Board of Directors of the Company as an Additional Director in the capacity of an Independent Director on 25th July, 2018. 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 Mr. Kadenja Krishna Rai, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Kadenja Krishna Rai, shall be effective upon approval by the members in the Meeting.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Kadenja Krishna Rai as a Director of the Company. Mr. Kadenja Krishna Rai 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 Mr. Kadenja Krishna Rai 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, Mr. Kadenja Krishna Rai fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Kadenja Krishna Rai:

Mr. Kadenja Krishna Rai, Director, aged about 73 years is a Bachelor of Arts and member of C.A.I.I.B. He is a retired banking professional having 43 years banking experience and had held important portfolios. He was the Executive Director of Allahabad Bank.

Mr. Kadenja Krishna Rai does not hold any directorship in any other company.

The Board recommends the Ordinary Resolution set out at Item no. 5 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Kadenja Krishna Rai is deemed to be concerned or interested in this resolution.

Item No. 6:

Appointment of Dr. Rajendra Prasad Singh (DIN: 00004812) as an Independent Director:

Dr. Rajendra Prasad Singh was appointed by the Board of Directors of the Company as an Additional Director in the capacity of an Independent Director on 25th July, 2018. 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, 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 valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Dr. Rajendra Prasad Singh as a 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 and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Dr. Rajendra Prasad Singh:

Dr. Rajendra Prasad Singh, Director, aged about 69 years is a Post Graduate in Mechanical Engineering from BHU, Ex. Chairman & Managing Director of Power Grid Corporation of India Ltd. In his career of more than 38 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. Rajendra Prasad Singh is associated with bodies like CIGRE – Paris; CIGRE – India; World Energy Council – USA; Indian National Academy of Engineering (INAE).

The directorship of Dr. Rajendra Prasad Singh in other companies is given herein below:

1. Rajasthan Urja Vikas Nigam Ltd. 2. Rajasthan Rajya Vidyut Utpadan Nigam Ltd. 3. Rajasthan Rajya Vidyut Prasaran Nigam Ltd. 4. Azure Power India Pvt. Ltd. 5. Bajaj Electricals Limited and 6. Vijai Electricals Limited.

The Board recommends the Ordinary Resolution set out at Item no. 6 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Dr. Rajendra Prasad Singh is deemed to be concerned or interested in this resolution.

Item No. 7:

Appointment of Mr. Krishna Murari Poddar (DIN: 00028012) as an Independent Director:

Mr. Krishna Murari Poddar was appointed by the Board of Directors of the Company as an Additional Director in the capacity of an Independent Director on 25th July, 2018. 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 Mr. Krishna Murari Poddar, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Krishna Murari Poddar, shall be effective upon approval by the members in the Meeting.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Krishna Murari Poddar as a Director of the Company. Mr. Krishna Murari Poddar 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 Mr. Krishna Murari Poddar 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, Mr. Krishna Murari Poddar fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Krishna Murari Poddar:

Mr. Krishna Murari Poddar, Director, aged about 72 years is a Commerce Graduate. He is an Industrialist and has more than 48 years of vast experience.

The directorship of Mr. Krishna Murari Poddar in other companies is given herein below:

1. Ceeta Industries Ltd. and 2. Mindstream Logistics Pvt. Ltd.

The Board recommends the Ordinary Resolution set out at Item no. 7 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Krishna Murari Poddar is deemed to be concerned or interested in this resolution.

Item No. 8:

Appointment of Mr. Samarendra Nath Roy (DIN: 00408742) as an Independent Director:

Mr. Samarendra Nath Roy, an Independent Director of the Company be appointed as such for a further period of five years at the ensuing Annual General Meeting.

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 Mr. Samarendra Nath Roy, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Samarendra Nath Roy, shall be effective upon approval by the members in the Meeting.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Samarendra Nath Roy as Independent Director and Mr. Samarendra Nath Roy has given his consent to act as an Independent Director. The Company has received a declaration from Mr. Samarendra Nath Roy, 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, Mr. Samarendra Nath Roy fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Samarendra Nath Roy:

Mr. Samarendra Nath Roy, Director, aged about 74 years is a Bachelor of Engineering (Electrical) from Indian Institute of Technology IIT), Kharagpur. He started his career with Indian Oil Corporation (IOC) as management trainee and hereafter joined Bharat Heavy Electricals Limited (BHEL) in 1978 and retired as Executive Director in the year 2003. He has more than 48 years of vast experience in the related field.

The directorship of Mr. Samarendra Nath Roy in other companies is given herein below:

1. WPIL Ltd.
2. North Dinajpur Power Limited
3. Rajgarh Agro Products Limited
4. Techno Ganga Nagar Green Power Generating Co. Ltd.
5. Bargarh Green Power Generating Co. Ltd.
6. Techno Power Grid Company Ltd.
7. Techno Birbhum Green Power Generating Co. Ltd.

The Board recommends the Ordinary Resolution set out at Item no. 8 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Samarendra Nath Roy is deemed to be concerned or interested in this resolution.

Item Nos. 9 and 10:

Appointment of Mr. Padam Prakash Gupta (DIN: 00055954) as Director and Managing Director:

Mr. Padam Prakash Gupta was appointed by the Board of Directors of the Company as an Additional Director on 25th July, 2018. He holds office until the conclusion of the ensuing Annual General Meeting under section 161(1) of the Companies Act, 2013. Based on the recommendation of the Nomination and Remuneration Committee, Mr. Padam Prakash Gupta was also appointed as the Managing Director of the Company with effect from 10th August, 2018 for a period of 5 (Five) years, subject to the approval of the Members at the ensuing Annual General Meeting.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Since Mr. Padam Prakash Gupta will attain the age of 70 years on 21st September, 2019 and hence continuation of his employment as Managing Director after the aforesaid date, requires the approval of members by way of a special resolution.

The main terms and conditions of appointment of Mr. Padam Prakash Gupta are given below:

- | | | |
|----------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A. Salary | : | A monthly salary of Rs. 3,00,000 -15,000- 3,75,000; |
| B. Perquisites | : | Perquisites shall be allowed, in addition to salary and commission. The perquisites are classified into three categories "A", "B" and "C" as follows: |
| Category – A | | |
| i) Housing I | : | The expenditure by the Company on hiring unfurnished accommodation for Mr. P. P. Gupta will be subject to the following ceiling:
Sixty percent of the salary, over and above the amount, if any payable by Mr. Gupta. However, the amount payable by Shri Gupta shall be fifteen (15%) of Salary or the actual amount payable by the Company for such accommodation, whichever is lower. |
| Housing II | : | In case the accommodation is owned by the Company, fifteen percent (15%) of the Salary of Mr. Gupta shall be deducted by the Company. |
| Housing III | : | In case no accommodation is provided by the Company, Mr. Gupta shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I above. |

The expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income Tax Rules, 1962. This will, however, be subject to a ceiling of ten percent (10%) of the salary of Mr. Padam Prakash Gupta.

- ii) Medical Reimbursement : Expenditure incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of five years.
- iii) Leave Travel Concession : For self and family once in a year.
- iv) Club Fees : Fees of Club subject to a maximum of two Clubs. Admission and life membership fees not allowed.
- v) Personal Accident Insurance : Premium not to exceed Rs. 15, 000/- per annum.

Explanation:

For the purpose of this part, "Family" means the spouse, the dependent children of Mr. Padam Prakash Gupta.

Category – B:

- vi) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act;
- vii) Gratuity payable shall not exceed half a month's salary for each completed year of service;
- viii) Encashment of leave at the end of tenure.

Category – C:

- ix) Provision of car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal Long distance calls on telephone and use of car for private purpose shall be billed by the Company.

- C) Commission : Apart from salary, perquisites and allowances, Mr. Padam Prakash Gupta shall also be entitled to a commission upto 1% of the net profits of the Company per financial year.

Minimum Remuneration:

In the event of loss or inadequacy of profits of the Company in any financial year during the currency of tenure of services of Mr. Padam Prakash Gupta, he shall for that year receive the above mentioned salary, perquisites and allowances as minimum remuneration as governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactment thereof as may be for the time being, in force.

Brief Profile of Mr. Padam Prakash Gupta:

Mr. Padam Prakash Gupta, Managing Director, aged about 69 years is a Bachelor in Engineering and a Post Graduate in Business Management from the Indian Institute of Management, Ahmedabad. He was associated with the Planning Commission, Govt. of India as a Financial Analyst and Management Consultant, deputed to Bharat Heavy Electricals Limited and as an Advisor in the Merchant Banking Division of the erstwhile ANZ Grindlays Bank, Kolkata.

The directorship of Mr. Padam Prakash Gupta in other companies is given herein below:

1. Ascu Arch Timber Protection Limited, 2. Techno Power Project Limited, 3. Deserve Vincom Pvt. Ltd., 4. Jhajjar KT Transco Private Ltd., and 5. Horizon Vintrade Pvt. Ltd.

The Board recommends the Ordinary Resolution set out at Item no. 9 and the Special Resolution set out at Item no. 10 for the approval of Members.

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

Item No. 11:

Alteration in Objects Clause of Memorandum of Association:

Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal (NCLT), Bench at Allahabad, the Company has been vested with the Engineering, Procurement and Construction (EPC) business relating to power sector of the transferor company, which was also the holding company of the Company, and the business of power generation and EPC has been integrated. In view of the above, it was thought necessary to incorporate the sub-clause (2) and (3) of the main objects clause III(A) of the erstwhile transferor company in clause III(A) of the Company after sub-clause (1) thereof to carry on the integrated business of the Company in more efficient manner.

Section 13 of the Companies Act, 2013 provides for alteration of Memorandum of Association with the approval of Shareholders by a Special Resolution.

The Board recommends the Special Resolution set out at Item no. 11 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company is deemed to be concerned or interested in this resolution.

Item No. 12:

Adoption of Restated/New set of Articles of Association:

Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal (NCLT), Bench at Allahabad, the business of the transferor company, which was also the holding company of the Company, has been integrated with the Company. In view of the above, it was thought necessary to alter the Articles of Association by integrating the Article of the erstwhile transferor company to carry on the business of the Company in more efficiently.

Section 14 of the Companies Act, 2013 provides for alteration of Articles of Association with the approval of Shareholders by a Special Resolution.

The Board recommends the Special Resolution set out at Item no. 12 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company is deemed to be concerned or interested in this resolution.

Item No. 13 and 14:

Increase in Borrowing Power and creation of Charge/Mortgage:

Pursuant to the Scheme of Amalgamation, sanctioned by the Hon'ble National Company Law Tribunal (NCLT), Bench at Allahabad, the business of the transferor company, which was also the holding company of the Company, has been integrated with the Company and the borrowings of the Transferor Company has been transferred and merged with the Company thereby increasing the total borrowings. Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of the Company cannot, except with the permission of the Shareholders by a special resolution, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves. The increase in borrowing, post integration of business due to amalgamation, has necessitated to increase the borrowing limits by authorizing the Board of Directors to borrow monies for an aggregate amount not exceeding Rs. 2000.00 Crores (Rupees Two Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

Section 180(1)(a) provides that the Board of Directors of the Company cannot, except with the permission of the Shareholders by a special resolution, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company. The borrowings of the Company are, in general, required to be secured by suitable charge / mortgage on all or any of the movable and/or immovable properties of the Company in such form, manner as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The charge and/or mortgage by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders may be deemed to be disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 and approval of Shareholders by special resolution is required for the purpose. However, there is no case of any sell, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the company at present.

Your Directors recommend the resolutions as set out in item nos. 13 & 14, for your approval.

No Director and Key Managerial Person and their relatives is deemed to be concerned or interested in this resolution.

Item No. 15:

Remuneration of Cost Auditor:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of Saibal Sekhar Kundu, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for to ratify the remuneration payable to the Cost Auditors.

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. 15 for the approval of Members.



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

(Formerly known as Simran Wind Project Limited)

CIN: U40108UP2005PLC094368

Registered Office: C-218, Ground Floor (GR-2), Sector-63, Noida, Gautam Buddha Nagar,
Uttar Pradesh, India, 201307, Phone No: (0120) 2406030

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

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 at the 13th ANNUAL GENERAL MEETING of the Company held on Saturday, the 29th day of September, 2018 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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E-mail: desk.investors@techno.co.in

(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 the Member(s): _____ Email Id: _____

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

1. Name: _____ E-mail Id _____

Address: _____ or failing him/her

1. Name: _____ E-mail Id _____

Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the 13th ANNUAL GENERAL MEETING of the Company held on Saturday, the 29th day of September, 2018 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, 2018.
2. Re-Appointment of Ms. Avantika Gupta as Director who is retiring by rotation.
3. Ratification of Appointment and Remuneration of M/s. Singhi & Co. Chartered Accountants as Statutory Auditors.
4. Appointment of Mr. Kotivenkatesan Vasudevan as Independent Director of the Company.
5. Appointment of Mr. Kadenja Krishna Rai as Independent Director of the Company.
6. Appointment of Dr. Rajendra Prasad Singh as Independent Director of the Company.
7. Appointment of Mr. Krishna Murari Poddar as Independent Director of the Company.
8. Appointment of Mr. Samarendra Nath Roy as Independent Director of the Company.
9. Appointment of Mr. Padam Prakash Gupta as Director of the Company.
10. Appointment of Mr. Padam Prakash Gupta as Managing Director of the Company.
11. Alteration of Memorandum of Association of the Company.
12. Alteration of Articles of Association of the Company.
13. Increase in Borrowing power of Board of Directors.
14. Power to Create Charge/Mortgage on assets of the Company.
15. Approval of Remuneration of Cost Auditor.

Revenue
Stamp

Signed this _____ day of _____ 2018. Signature of Member _____

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.



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

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

BALLOT FORM

(For voting for the resolutions to be passed at the 13th Annual General Meeting of the Company to be held on Saturday, the 29th day of September, 2018 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 for the business stated in the Notice of Annual General Meeting of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

	Description	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	<u>Ordinary Business</u> Consider and adopt financial statements (including consolidated financial statements) together with Director and Auditors report for the year ended March 31, 2018.		
2.	Ordinary Resolution seeking approval for re-appointment of Mr. Avantika Gupta (holding DIN: 03149138) retiring by rotation, as Director under the provisions of the Companies Act, 2013.		
3.	Ordinary Resolution seeking approval for ratification of appointment of M/s. Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E) as Statutory Auditors of the Company.		
4.	<u>Special Business</u> Ordinary Resolution seeking approval for appointment of Mr. Kotivenkatesan Vasudevan (holding DIN: 00018023) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		
5.	Ordinary Resolution seeking approval for appointment of Mr. Kadenja Krishna Rai (holding DIN: 00629937) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		
6.	Ordinary Resolution seeking approval for appointment of Mr. Dr. Rajendra Prasad Singh (holding DIN: 00004812) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		

7.	Ordinary Resolution seeking approval for appointment of Mr. Krishna Murari Poddar (holding DIN: 00028012) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		
8.	Ordinary Resolution seeking approval for appointment of Mr. Samarendra Nath Roy (holding DIN: 00408742) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		
9.	Ordinary Resolution seeking approval for appointment of Mr. Padam Prakash Gupta (holding DIN: 00055954) as Director u/s 149 and 152 of the Companies Act, 2013.		
10.	Special Resolution seeking approval for appointment of Mr. Padam Prakash Gupta (holding DIN: 00055954) as Managing Director Sections u/s 196, 197, 198 of the Companies Act, 2013.		
11.	Special Resolution seeking approval for alteration in Memorandum of Association u/s 13 of the Companies Act, 2013.		
12.	Special Resolution seeking approval for alteration in Articles of Association u/s 14 of the Companies Act, 2013.		
13.	Special Resolution seeking approval for increase in power to borrow by the Board of Director u/s. 180(1)(c) of the Companies Act, 2013.		
14.	Special Resolution seeking approval for creation of Charge/Mortgage on the assets of the Company by the Board of Director u/s. 180(1)(a) of the Companies Act, 2013.		
15.	Ordinary Resolution seeking approval of remuneration of Cost Auditor u/s. 148(3) of the Companies Act, 2013.		

Signature of Member / Proxy Voting.

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

