



## TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

CIN: L40108WB2005PLC139595

Registered Office: P-46A, Radha Bazar Lane, Kolkata – 700 001

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, Website: www.techno.co.in

### NOTICE OF 11TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 11th Annual General Meeting of the Members of Techno Electric & Engineering Company Limited will be held at “Bharatiya Bhasha Parishad”, 36A, Shakespeare Sarani, Kolkata-700 017 on Saturday, the 6th day of August, 2016 at 10.30 a.m. 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 March 31, 2016 together with the reports of Directors and Auditors thereon.
2. To confirm the interim dividend and to declare final dividend on equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Ms. Avantika Gupta (holding DIN: 03149138), who is a non-executive Director and retires by rotation under the provisions of the Companies Act, 2013 and being eligible, seeks re-appointment.
4. To ratify the appointment of M/s. S. S. Kothari & Co. Chartered Accountants, (Firm Registration No. 302034E) as Statutory Auditors 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 and the rules made thereunder, the appointment of M/s. S. S. Kothari & Co., Chartered Accountants, (Firm Registration No. 302034E) as Auditors of the Company be and is hereby ratified to hold office till the conclusion of the 14th Annual General Meeting of the Company as approved by the Members at AGM held on July 26, 2014, on such remuneration as may be determined by the Board of Directors in consultation with them for the financial year ending March 31, 2017”.

#### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the re-appointment of and the remuneration payable to Mr. Padam Prakash Gupta as Managing Director of the Company (not liable to retire by rotation) for a further period of three (3) years from July 01, 2016 on the terms and conditions contained in the draft agreement to be entered into between the Company of the one part and Mr. Gupta on the other part, a copy whereof duly initialled by the Chairman as placed before this meeting be and is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement in compliance with Schedule V of the Companies Act, 2013 (including any modifications or re-enactments thereof for the time being in force or any amendments or modifications that may hereafter be made thereto by the Central Government) and as may be agreed to between the Board of Directors and Mr. Gupta.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his tenure, the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum



remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit as stipulated under Section II of Part II of Schedule V of the Companies Act, 2013 for the time being in force and any amendment thereof.”

6. 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 March 31, 2017, amounting to ₹10,000/- (Rupees Ten Thousand only) and the payment of service tax as applicable and re-imbursment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

Regd. Office :  
P-46A, Radha Bazar Lane  
Kolkata – 700 001

By order of the Board of Directors

**(N Brahma)**

Company Secretary

Dated : May 28, 2016

#### **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 Monday, August 01, 2016 to Saturday, August 06, 2016 (both days inclusive) for determining the shareholders entitled to receive dividend on equity shares, if declared at the meeting and also for the purpose of Annual General Meeting. The Company shall provide the facility of remittance of dividend through National Electronic Clearing System (NECS) at various locations identified by Reserve Bank of India (RBI) from time to time for the members holding shares in electronic form and to the Members holding shares in physical form and opted for the said facility.
8. The unpaid/unclaimed dividend amounting to ₹ 1,14,162/-, for the financial year ended March 31, 2008 have been transferred to the Investor Education and Protection Fund. The unpaid/unclaimed dividend for the financial year ended March 31, 2009 can be claimed upto September 30, 2016. In this regard a separate intimation is being 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 March 31, 2010 onwards, before transfer to the above referred Fund.  

The details of unclaimed dividend upto and including the financial year ended 31st March, 2015 are available on the Company's website [www.techno.co.in](http://www.techno.co.in) under the section 'Investor' and also uploaded on the website of IEPF viz. [www.iepf.gov.in](http://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, as 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.  

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. The Notice of the AGM along with the Annual Report for 2015-16 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. 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](http://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](mailto: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 3rd August, 2016 (9:00 am) and ends on 5th August, 2016 (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 30th July, 2016, 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.nsd.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 [sushiltiwari\\_associates@rediffmail.com](mailto:sushiltiwari_associates@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 30th July, 2016.
- 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. 30th July, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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. Sushil Tiwari, Practicing Company Secretary, (Membership No.6199 and CP No.1903) of 31A, S. P. Mukherjee Road, Kolkata – 700 025 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](http://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.

Regd. Office :  
P-46A, Radha Bazar Lane  
Kolkata – 700 001

By order of the Board of Directors

Dated : May 28, 2016

**(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. 3,5 and 6 of the accompanying Notice:

### **Item No. 3**

Ms. Avantika Gupta, 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 Ms. Avantika Gupta:**

Ms. Avantika Gupta, aged about 26 years residing at 2B, Hastings Park Road, Block – C, Alipore, Kolkata – 700027 is a Bachelor of Science (Economics & Finance) with Minor in Accountancy and Creative Writing from Bentley University in Waltham, Massachusetts, U.S.A with financial and commercial knowledge and experience of more than 3 years.

#### **Other Directorships of Ms. Avantika Gupta:**

Checons Limited, Techno International Ltd., Kusum Industrial Gases Ltd., Raj Projects Pvt. Ltd., Direction Barter Pvt. Ltd., Pinnacle Commoddeal Pvt. Ltd., Techno Power Projects Ltd. and Simran Wind Project Ltd.

### **Item No. 5**

The present term of Mr. Padam Prakash Gupta as Managing Director will expire on June 30, 2016. Accordingly, the Board on recommendation of nomination and remuneration Committee has re-appointed Mr. P. P. Gupta as Managing Director of the Company commencing from July 01, 2016 for a further period of three years at remuneration within the prescribed limits of Schedule V of the Companies Act, 2013. The terms of re-appointment as approved by the Board at its meeting held on 28th May, 2016 are embodied in the Agreement to be entered into by the Company with Mr. Gupta, the material terms of which are as under : -

- A) Salary : A monthly salary of ₹. 3,00,000 -15,000- 3,45,000
- 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 Mr. Gupta shall be fifteen percent (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. 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 three 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 being allowed.
- v) Personal Accident Insurance : Premium not to exceed ₹. 15,000/- per annum.

Explanation:

For the purpose of this part, "Family" means the spouse, the dependent children of Mr. P.P. 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. P. P. Gupta shall also be entitled to a commission upto 1% of the net profits of the Company per financial year.

Provided however that the total remuneration as mentioned above shall not exceed the limits laid down in Schedule V of the Companies Act, 2013.

**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. P. P. 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. P. P.Gupta:**

Mr. P. P. Gupta, Managing Director, aged about 66 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.

**Other Directorships of Mr. P.P. Gupta:**

Ascu Arch Timber Protection Ltd., Techno Power Projects Ltd., Deserve Vincom Pvt. Ltd., Horizon Vintrade Pvt. Ltd. and Jhajjar KT Transco Private Limited.

The re-appointment and remuneration of Mr. Gupta as the Managing Director require the approval of the Members of the Company in General Meeting in terms of Section 197 read with Schedule V of the Companies Act, 2013. The re-appointment of Mr. Gupta on the terms proposed, satisfies the conditions laid down in Schedule V of the Companies Act, 2013. In the interest of the Company, the Board recommends the resolution as set out in Item No. 5 for approval of the Members.

The draft Agreement referred to in the resolution set out in Item No. 5 of the covering notice will be available for inspection by the Members of the Company at its Office at 1B, Park Plaza, South Block, 71, Park Street, Kolkata – 700 016 on any working day prior to the date of the Meeting during usual business hours and will be available at the Meeting.

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

**Item No. 6**

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, 2017. 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 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. 6 for the approval of Members.





**TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED**

CIN: L40108WB2005PLC139595

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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 11th ANNUAL GENERAL MEETING of the Company held on Saturday, the 6th day of August, 2016 at 10.30 a.m. at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata 700 017.

\_\_\_\_\_  
Signature of the Member/Representative/Proxyholder\*

\* Strike out whichever is not applicable





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E-mail : desk.investors@techno.co.in, Website: www.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 – Fom No. MGT-11)

**FORM OF PROXY**

Folio No.: \_\_\_\_\_ DPID 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

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 11th ANNUAL GENERAL MEETING of the Company held on Saturday, the 6th day of August, 2016 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, 2016.
2. Confirmation of payment of Interim Dividend and declaration of Final Dividend for the financial year ended 31st March, 2016.
3. Re-Appointment of Ms. Avantika Gupta as Director who is retiring by rotation.
4. Ratification of appointment of Auditors.
5. Re-Appointment of Mr. Padam Prakash Gupta as Managing Director of the Company. Revenue Stamp
6. Approval of payment of Remuneration to Cost Auditor. Stamp

Signed this \_\_\_\_ day of \_\_\_\_\_ 2016. 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, Website: www.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)

### BALLOT FORM

(For voting for the resolutions to be passed at the 11th Annual General Meeting of the Company to be held on Saturday, the 6th day of August, 2016 at 10.30 a.m. at 'Bharatiya Bhasha Parishad', 36A, Shakespeare Sarani, Kolkata – 700 017).

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 28th May, 2016 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.	<b>Ordinary Business</b> Consider and adopt financial statements (including consolidated financial statements) together with Directors and Auditors report for the year ended March 31, 2016.		
2.	To confirm the interim dividend and to declare final dividend for the financial year ended March 31, 2016.		
3.	Ordinary Resolution seeking approval for re-appointment of Ms. Avantika Gupta (holding DIN: 03149138) retiring by rotation, as Director under the provisions of the Companies Act, 2013.		
4.	Ordinary Resolution seeking approval for ratification of appointment of M/s S. S. Kothari & Co. Chartered Accountants, (Firm Registration No. 302034E) as Statutory Auditors of the Company.		
5.	<b>Special Business</b> Ordinary Resolution seeking approval for re-appointment of Mr. Padam Prakash Gupta (holding DIN: 00055954) as Managing Director u/s 196 and 203 of the Companies Act, 2013.		
6.	Ordinary Resolution for approval of remuneration to Cost Auditor.		

**Signature of Member / Proxy Voting.**

Notes:

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

