



ENGINEERS &
CONSTRUCTORS

TECHNO ELECTRIC & ENGINEERING CO. LTD.

Corporate Office :

1B, Park Plaza, South Block, 71, Park Street, Kolkata - 700 016, India
Tel. : (033) 4051-3000, Fax : (033) 4051-3326, E-mail : techno.email@techno.co.in
CIN : L40108UP2005PLC094304



12TH ANNUAL GENERAL MEETING HELD ON 12TH SEPTEMBER, 2017 Declaration of Results of e-voting and poll through Ballot Form

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided the e-voting facility and also the facility to vote through Ballot Form, to the Shareholders to enable them to cast their vote electronically and also physically on the resolutions proposed in the Notice of the 12th Annual General Meeting (AGM). The e-voting was open from 9th September, 2017 to 11th September, 2017.

In accordance with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the General Meeting where e-voting has been offered to the Shareholders. Therefore, voting through Ballot Paper was arranged at the 12th Annual General Meeting for the Members not having access to the e-voting facility.

The Board of Directors had appointed Mr. Amarendra Kumar Rai, Practising Company Secretary as the Scrutinizer both for e-voting and poll through Ballot Form. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of working hours on 11th September, 2017 and all the ballot forms received till the conclusion of the meeting and submitted their Report on 12th September, 2017.

Based on the consolidated Report of the Scrutinizer as annexed to this report, all Resolutions as set out in the Notice of 12th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Techno Electric & Engineering Company Limited

(P. P. Gupta)
Chairman

Date: 12th September, 2017

REPORT OF SCRUTINIZER

REMOTE E-VOTING AND POLL

TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

12TH ANNUAL GENERAL MEETING

12TH September, 2017

CS AMARENDRA KUMAR RAI

Amarendra Rai & Associates

Company Secretaries

B-200, LGF, Sector-50, Noida, 201301

Tel. No.: 0120-4208078, Mob.No. +919654157016

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**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR TECHNO
ELECTRIC & ENGINEERING COMPANY LIMITED**

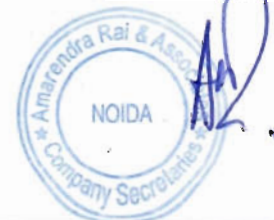
To,
The Chairman
Techno Electric & Engineering Company Limited
C-218 Ground Floor (GR-1), Sector-63,
Noida, Gautam Buddha Nagar Uttar Pradesh -201307

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 12th Annual General Meeting of Techno Electric & Engineering Company Limited (the Company) held on 12th September, 2017.

Dear Sir,

The Board of the Company had appointed me as Scrutinizer on 6th July, 2017, at their duly convened meeting for the Remote E-Voting process, commenced from 9th September, 2017 at 9.00 A.M. to 11th September, 2017 at 5.00 P.M. and the Chairman of the 12th Annual General Meeting (AGM) has appointed me as Scrutinizer for the Poll conducted on the resolution(s) contained in the Notice of the 12th AGM of the Company held on Tuesday, 12th day of September, 2017 at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301 at 12.00 P.M..

The Company had appointed **National Securities Depository Limited (NSDL)** as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Saturday, 9th September, 2017 at 9.00 am to Monday, 11th September, 2017 at 5.00 pm. **M/s. Niche Technologies Private Limited** as the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me in compliance of the provisions of rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, on 12th September, 2017 in the presence of two witnesses viz Mr. Varun Kumar and Ms. Soumi Ghosh who are not in the employment of the Company. The Shareholder holding shares on the "Cut-off date" (record date) i.e. Tuesday, 5th September, 2017 was entitled to vote on the proposed resolutions stated in



the Notice of the Company. For Further details kindly refer my Scrutinizer's Report for remote e-voting dated 12th September, 2017 attached herewith.

At the 12th AGM of the Company held on 12th September, 2017 at 12.00 P.M. the Company has also provided facility for voting by Ballot or polling paper to the members attending the meeting, who has not already cast their vote by remote e-voting. For further details kindly refer my scrutinizer's report in Form MGT-13 dated 12th September, 2017.

My responsibility as a scrutinizer for the e-voting process i.e. remote e-voting and poll is restricted to make a scrutinizer's report of the votes cast in favour or against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by National Securities Depository Limited (NSDL) and poll conducted at 12th AGM of the Company.

The Result of the E-voting together with that of the Poll is under:

Item of Notice Particulars of Business	Type of Votes	Votings in Favour of Resolution		Votings against the Resolution		Invalid Votes	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Item No. 1 of the Notice Ordinary resolution (Adoption of Audited Financial Statement together with Director and Auditors Report for the year ended 31 st March,2017)	E-Voting	97612137	100	12	0.00	NIL	NIL
	Poll	2	0.00	NIL	NIL	NIL	NIL
	Total	97612139	100	12	0.00	NIL	NIL
Item No. 2 of the Notice Ordinary resolution (Appoinment of Mr. Ankit Saraiya, as a Director)	E-Voting	94080972	100	38	0.00	NIL	NIL
	Poll	2	0.00	NIL	NIL	NIL	NIL
	Total	94080974	100	38	0.00	NIL	NIL

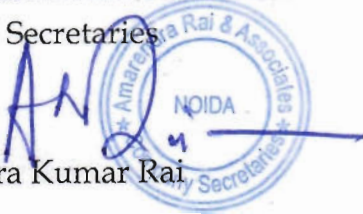
Item No. 3 of the Notice Ordinary resolution (Appointment of Statutory Auditors)	E-Voting	93400793	100	28	0.00	NIL	NIL
	Poll	2	0.00	NIL	NIL	NIL	NIL
	Total	93400795	100	28	0.00	NIL	NIL
Item No. 4 of the Notice Ordinary resolution (To appoint Dr. Rajendra Prasad Singh as an Independent Director of the Company)	E-Voting	89760809	100	38	0.00	NIL	NIL
	Poll	2	0.00	NIL	NIL	NIL	NIL
	Total	89760811	100	NIL	0.00	NIL	NIL

All the Resolution stands passed under e-voting and poll with the requisite majority.

Thanking You,

For Amarendra Rai & Associates
Company Secretaries

Amarendra Kumar Rai
CP: 9373



Issued at Noida dated 12th September, 2017

Encl:

(1) Report on Remote E-Voting dated 12th September, 2017 and report on poll in Form MGT-13 dated 12th September, 2017.



Amarendra Rai & Associates

Company Secretaries

To,
The Chairman
Techno Electric & Engineering Company Limited
C-218 Ground Floor (GR-1), Sector-63,
Noida, Gautam Buddha Nagar, U P -201307

Sub: Passing of Resolution through E-Voting (Remote e-Voting) at 12th Annual General Meeting of Techno Electric & Engineering Company Limited (the Company) held on 12th September, 2017.

Dear Sir,

I refer to my appointment as scrutinizer made on 6th July, 2017, pursuant to the authority granted by the Board of Directors of **Techno Electric & Engineering Company Limited**(CIN: L40108UP2005PLC094304) to Scrutinize the e-voting process in a fair and transparent manner as per the provision of Companies Act, 2013 and rules made there under including amended rules for 12th Annual General Meeting (AGM) of the Company to be held on 12th September, 2017.

I have carried out the work as Scrutinizer from the close of Working hours on 11th September, 2017. I had scrutinized and reviewed the voting through electronic means (remote e-Voting) and votes tendered therein.

My responsibility as a scrutinizer for the e-voting process i.e. remote e-voting is restricted to make a scrutinizer's report of the votes cast in favour or against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facility and engaged by the company.

I herewith submit the Scrutinizer's Report on the results of the remote e-voting along with the relevant details.

For Amarendra Rai & Associates
Company Secretaries


Amarendra Kumar Rai
CP: 9373

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013]
[Rule 20 of the Companies (Management and Administration) Amendment Rules 2015]

To,
The Chairman
Techno Electric & Engineering Company Limited
C-218 Ground Floor (GR-1), Sector-63,
Noida, Gautam Buddha Nagar, UP 201307

Dear Sir,

I, Amarendra Kumar Rai, Proprietor of M/s. Amarendra Rai & Associates, Company Secretaries, appointed as scrutinizer for the purpose of scrutinizing the remote e-voting of **Techno Electric & Engineering Company Limited** (CIN: L40108UP2005PLC094304) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of this Annual General Meeting (AGM) of the Company to be held on 12th September, 2017 at 12.00 P.M. I submit the report as under:

- 1) The e-voting services were provided by National Securities Depository Limited (NSDL).
- 2) The E-voting period commenced from 9th September, 2017 at 9.00 A.M. and concluded on 11th September, 2017 at 5.00 P.M.
- 3) The Shareholder holding shares on the "Cut-off date" (record date) i.e. Tuesday, 5th September, 2017 was entitled to vote on the proposed resolutions stated in the Notice of the Company.
- 4) The votes were unblocked on 12th September, 2017 in the presence of two witnesses Mr. Varun Kumar and Ms. Soumi Ghosh, who are not in the employment of the Company.
- 5) The Results of e-voting along with the List of Shareholders who voted *FOR* and *AGAINST* the below resolutions were downloaded from the e-voting website of NSDL.



RESULT OF E-VOTING

Resolution: 1 (Ordinary Resolution)

To receive, consider and adopt the audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2017 together with the reports of the Directors and Auditors thereon:

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
95	97612137	100

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	12	0.00

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

Resolution: 2 (Ordinary Resolution)

To appoint a Director in place of Mr. Ankit Saraiya (holding DIN: 02771647) who is a non-executive Director and retires by rotation in terms of section 152 of the Companies Act, 2013 and, being eligible, seeks re-appointment.

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
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91	94080972	100
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2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
3	38	0.00

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

Resolution: 3 (Ordinary Resolution)

To appoint M/s. Singhi & Co., Chartered Accountants, (Firm registration no. 302049E) as Statutory Auditors and fix their remuneration.

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
91	93400793	100

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
2	28	0.00

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



Resolution: 4 (Ordinary Resolution)

To appoint Dr. Rajendra Prasad Singh as an Independent Director

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
85	89760809	100

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
3	38	0.00

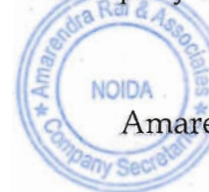
3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

Issued at Noida dated 12th September, 2017

For Amarendra Rai & Associates

Company Secretaries



Amarendra Kumar Rai

CP: 9373

We, the undersigned Witness that the votes were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence on 12th September, 2017 at 2.45 pm.

Varun Kumar
Mr. Varun Kumar
S/o Sh. Ashok Kumar
R/o B-196, Sector-50
Noida-201301, U.P.

Soumi
Ms. Soumi Ghosh
D/o Sh. S. C. Ghosh
R/o H.No. 6, Kushak Road,
New Delhi-110011.



Amarendra Rai & Associates

Company Secretaries

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Techno Electric & Engineering Company Limited
C-218 Ground Floor (GR-1), Sector-63,
Noida, Gautam Buddha Nagar Uttar Pradesh -201307

12th Annual General Meeting of the Equity Shareholders of Techno Electric & Engineering Company Limited held on Tuesday, 12th day of September, 2017 at 12.00 P.M. at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201307.

Dear Sir,

I, Amarendra Kumar Rai, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 12th Annual General Meeting of the Equity Shareholders of M/s. Techno Electric & Engineering Company Limited, held on Tuesday, 12th day of September, 2017 at 12.00 P.M. at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301 submit the report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



Item No.: 1 (Ordinary Resolution)

To receive, consider and adopt the audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2017 together with the reports of the Directors and Auditors thereon.

(i) Voted in Favour of Resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
1	2	100

(ii) Voted Against the Resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
0	0	0

(iii) Invalid Votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
NIL	NIL

Item No.: 2 (Ordinary Resolution)

To appoint a Director in place of Mr. Ankit Saraiya (holding DIN: 02771647) who is a non-executive Director and retires by rotation in terms of section 152 of the Companies Act, 2013 and, being eligible, seeks re-appointment.



(i) **Voted in Favour of Resolution:**

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
1	2	100

(ii) **Voted Against the Resolution:**

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
0	0	0

(iii) **Invalid Votes :**

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
NIL	NIL

Item No.: 3 (Ordinary Resolution)

To appoint M/s. Singhi & Co., Chartered Accountants, (Firm registration no. 302049E) as Statutory Auditors and fix their remuneration.

(i) **Voted in Favour of Resolution:**

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
1	2	100



(ii) Voted Against the Resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
0	0	0

(iii) Invalid Votes:

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
NIL	NIL

Item No.: 4(Ordinary Resolution)

To appoint Dr. Rajendra Prasad Singh as an Independent Director.

(i) Voted in Favour of Resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
1	2	100

(ii) Voted Against the Resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
0	0	0

(iii) Invalid Votes:

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
NIL	NIL

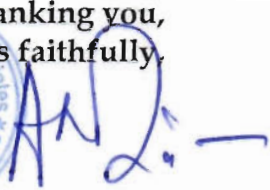


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Noida

Dated: 12.09.2017

Thanking you,
Yours faithfully,

Amarendra Kumar Rai
C.P. - 9373

