



# 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 POSTAL BALLOT

**NOTICE** is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and the relevant provisions of the Securities Exchange Board of India (LODR) Regulation, 2015 the Resolutions set out hereunder is proposed to be passed by means of Postal Ballot/Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions is annexed.

The Board of Directors of your Company at the meeting held on 19th November, 2016 has appointed Mr. Sushil Tiwari, Practicing Company Secretary, (Membership No.6199 and CP No.1903) of 31A, S. P. Mukherjee Road, Kolkata – 700 025 as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal ballot or through e-voting. Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, so as to reach the Scrutinizer on or before the close of working hours on Thursday, 29th December, 2016. Members desiring to opt for e-voting are requested to read carefully the instructions given in the Notes forming part of the Notice.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on Friday, 30th December, 2016 at the Registered Office/Corporate Office of the Company. Such Results, along with the Scrutinizer's Report, will be available on the Company's website [www.techno.co.in](http://www.techno.co.in) and will be forwarded to the Stock Exchanges where the Company's shares are listed. National Securities Depository Limited (NSDL) engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### SPECIAL BUSINESS:

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

#### **Shifting of Registered Office from the State of West Bengal to the State of Uttar Pradesh:**

“**RESOLVED THAT** pursuant to the provisions of Section 12 & 13(4) of the Companies Act, 2013 read with rules prescribed thereunder and subject to the confirmation by the Central Government, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the state of West Bengal to the state of Uttar Pradesh.

**RESOLVED FURTHER THAT** pursuant to Section 13(4) of the Companies Act, 2013, Clause No. II of the Memorandum of Association of the Company be altered by incorporating the words ‘**State of Uttar Pradesh**’ in substitution of and by deleting the words ‘**State of West Bengal**’ and be read as follows:

“II. The Registered Office of the Company shall be situated in the State of Uttar Pradesh.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the company be and are hereby authorized to do and/or delegate all such acts, deeds, matters, and things and to execute all such documents, deeds, petitions, affidavits, writings and filling the same with the Central Government, State Government and / or other relevant authorities as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company.”

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

#### **Sale, Transfer and / or Disposal of Wind Assets:**

“**RESOLVED THAT** pursuant to section 180(1)(a) read with section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary of the appropriate authorities, departments, offices, institutions, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall unless repugnant to the context or meaning thereof, be

deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf) and subject to fulfillment of the terms and conditions contained in Memorandum of Understanding entered into / to be entered into and such other terms and conditions as the Board of Directors of the Company may deem fit and appropriate, consent, authority and approval of the members of the Company be and is hereby accorded to the Board to sell, transfer, assign, or cause to be sold, assigned, transferred and delivered the Wind Power Assets either in whole or in part (hereinafter referred to as the "Wind Assets") together with the land and other structures attached thereto and including current contracts, engagements etc. with customers, rights, liabilities / obligations of whatsoever nature and kind and wheresoever situated, by way of slump sale basis or otherwise, to its wholly-owned subsidiary company and/or other parties, for a suitable consideration subject to such adjustment for net working capital and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be required in this regard and from such date as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Wind Power Assets, and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question and difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution".

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

By order of the Board of Directors

Dated : November 19, 2016

**(N Brahma)**  
Company Secretary

#### NOTES:

1. The statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
2. The Board of Directors of the Company has appointed 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 conducting the Postal Ballot/E-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on November 21, 2016 and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of November 21, 2016. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
4. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means in terms of the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 and as per Regulation 44 of LODR 2015.
5. Members desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on **Wednesday, 30 November 2016 at [9:00 A.M. IST]** and will end on **Thursday, 29 December 2016 at [5:00 P.M. IST]**. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
6. Member(s) desirous of exercising vote by Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on **Thursday, 29 December 2016 at [5:00 P.M. IST]**. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted.
7. Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.

8. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or anyone of the Directors or Company Secretary of the Company on **30th December, 2016** at the Corporate Office of the Company. The results along with the Report will be posted on the website of the Company: [www.techno.co.in](http://www.techno.co.in) besides communicating to the Stock Exchanges where the shares of the Company are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolution.
9. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Techno Electric & Engineering Co. Limited, 1B, Park Plaza, South Block, 71, Park Street, Kolkata -700016 or at email : [niranjan.brahma@techno.co.in](mailto:niranjan.brahma@techno.co.in) or any query pertains to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) .
10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. The Scrutinizer's decision on the validity of a Postal Ballot for shall be final.

**I. The process and manner for remote e-voting are as under:**

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Techno Electric & Engineering Company Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [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 [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**

- (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form enclosed herewith with this Notice.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

**II. The Postal Ballot Notice shall be available on the website of the Company i.e. [www.techno.co.in](http://www.techno.co.in) .**

**III. 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.**

**IV. 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).**

**V. The period for e-voting starts at 9.00 a.m. on **November 30, 2016** and ends at 5.00 p.m. on **December 29, 2016**, e-voting will be disabled by NSDL after 5.00 p.m. on **December 29, 2016**. During the period shareholder of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date November 21, 2016 may cast their vote electronically.**

**VI. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit his report to the Chairman of the Company.**

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Annexed to the Notice dated 19th November, 2016

### Item No. 1

The Company has bagged many contracts / businesses in the northern part of the Country and offices of many of the client organizations with whom the Company has regular business relationships are situated in North India. It is, therefore considered desirable and expedient to shift the Registered Office of the Company to the state of Uttar Pradesh to carry on the business activities and manage, run and administer the affairs of the Company more economically, conveniently and efficiently. Also, there will be better and timely coordination with the client organizations.

For the purpose of shifting of the Registered Office from West Bengal to Uttar Pradesh and consequential alteration in the Memorandum of Association of the Company, the consent of Shareholders by way of a special resolution and the approval of Central Government are required.

The Special Resolution is proposed accordingly. In terms of the provisions of Section 12 and 13(4) of the Companies Act, 2013 necessary applications shall be made to the Central Government for its confirmation to the same.

The Board recommends the resolution for approval as a special resolution in the interest of the Company and its shareholders.

The Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective holdings of shares in the Company.

### Item No. 2

At present, the Company owns 45 MW of wind assets out of which 33 MW is situated in the State of Tamilnadu and 12 MW is situated in the State of Karnataka which are in operation for more than six years. Now, the company wants, either to segregate its wind power business by sale / transfer of the said assets to its wholly-owned subsidiary company i.e. Simran Wind Project Ltd. which is solely engaged in wind power generation business **OR** to any other parties, through slump sale or otherwise. Therefore, it was considered feasible to transfer the Wind Power Assets either in whole or in part (hereinafter referred to as the "Wind Assets") together with the land and other structures attached thereto and including current contracts, engagements etc. with customers, rights, liabilities / obligations of whatsoever nature and kind and wheresoever situated, by way of slump sale basis or otherwise.

In terms of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the permission of the Shareholders by a special resolution, have the right to sell, lease, transfer or otherwise dispose off the whole or substantially the whole of the undertaking of the Company in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year. The investment value in the assets under sale / disposal / transfer may exceed the prescribed limit. Therefore this resolution is being passed pursuant to the Postal Ballot Rules and pursuant to the provisions relating to postal ballot under the Companies Act, 2013 as a precautionary measure.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members is sought through postal ballot by way of special resolution.

Director's concern and interest:

| Name                    | Nature of concern / interest                                      |
|-------------------------|---|
| Mr. Samarendra Nath Roy | As Director in wholly-owned subsidiary company.                   |
| Mr. Ankit Saraiya       | As Wholetime Director and KMP in wholly-owned subsidiary Company. |
| Ms. Avantika Gupta      | As Director in wholly-owned subsidiary company.                   |
| Mr. Padam Prakash Gupta | As relative of Director of wholly-owned subsidiary company.       |

None of the other Directors, Key Managerial Person and their relatives is deemed to be concerned or interested in this resolution, except as mentioned above.

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

By order of the Board of Directors

Dated : November 19, 2016

**(N Brahma)**  
Company Secretary



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**POSTAL BALLOT FORM**

Postal Ballot No.:

- Name and Registered Address of the Sole/First named Member :
- Joint holder(s) Name (if any) :
- Folio No. / DP ID and Client ID No. :
- Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 19<sup>th</sup> November, 2016 by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

| Description of the Resolution   | No. of Shares | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|---|---------------|-------------------------------------|--|
| Special resolution for Shifting of Registered Office from State of West Bengal to State of Uttar Pradesh.                 |               |                                     |  |
| Special resolution under Section 180(1)(a) of the Companies Act, 2013 for Sale, Transfer, and/or disposal of Wind Assets. |               |                                     |  |

Place : Kolkata  
 Date : 19.11.2016

Signature of the Shareholder

**ELECTRONIC VOTING PARTICULARS**

| EVEN (Electronic Voting Event Number) | USER ID | PASSWORD |
|---------------------------------------|---------|----------|
| <b>105787</b>                         |         |          |

**NOTES :**

- Please read the instructions mentioned in the Notice before exercising your vote.
- Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is 29.12.2016.
- The e-voting will start from Wednesday, 30.11.2016, 09.00 a.m. and will end on Thursday, 29.12.2016, 5.00 p.m.

**TECHNO ELECTRIC & ENGINEERING COMPANY LTD.**

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Place : Kolkata  
 Date : 19.11.2016

Signature of the Shareholder

**ELECTRONIC VOTING PARTICULARS**

| EVEN (Electronic Voting Event Number) | USER ID | PASSWORD |
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| <b>105787</b>                         |         |          |

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