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TECHNOFAB ENGINEERING LIMITED

September 30, 2016

The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

The BSE Limited
15th Floor, Phiroze Jeejeeboy Towers
Dalal Street
Mumbai - 400001

Symbol: TECHNOFAB

Security Code: 533216

Subject: Proceedings of 45th Annual General Meeting

Dear Sir/Madam,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the gist of proceedings of Forty Fifth Annual General Meeting of the shareholders of the Company held on 30 September 2016 at 10:30 A.M. at Lok Kala Manch, 20 Lodhi Institutional Area, Lodhi Road, New Delhi 110003.

This is for your information and further dissemination.

Yours Faithfully

For Technofab Engineering Limited

Suman Kumar Verma
Company Secretary & Compliance Officer
M. No. F7409



Encl: As above.



Gist of Proceedings of 45th Annual General Meeting of members of Technofab Engineering Limited held on Friday, the 30th September 2016 at 10.30 A.M at Lok Kala Manch, 20 Lodhi Institutional Area, Lodhi Road, New Delhi 110003

Present:

Members Present

Members present in person	: 38
Members present through proxy	: 5

Directors & Others Present

Mr. Avinash C. Gupta	: Chairman & Managing Director
Mr. Arun Mitter	: Chairman of Audit Committee
Mr. Arjun Gupta	: Whole-time Director
Mr. Nakul Gupta	: Whole-time Director
M/s Rajesh Suresh Jain & Associates	: Statutory Auditors
M/s Naresh Verma & Associates	: Secretarial Auditors
Mr. Naresh Verma	: Scrutinizer
Mr. Sandeep Kumar Vij	: Chief Financial Officer
Mr. Arun Kochhar	: VP (Corp. Affair)
Mr. Suman Kumar Verma	: Company Secretary

1. CHAIRMAN

Mr. Avinash C. Gupta, the Chairman of the Board took the chair and conducted the proceedings of the meeting.

2. CONFIRMATION OF QUORUM

Mr. Avinash C. Gupta, Chairman announced that the required quorum for the meeting was present and called the meeting to order.

3. WELCOME ADDRESS

The Chairman extended a very warm welcome to the shareholders present in person or by proxy and introduced to the members, the Directors, Statutory Auditors and Secretarial Auditors. He also informed that all the statutory registers required to be placed before the Meeting had been tabled before them for inspection of the Members.

4. NOTICE CONVENING 45TH ANNUAL GENERAL MEETING

With the permission of the members, the notice convening the meeting was taken as read.



5. READING OUT THE AUDITORS' REPORT

With the permission of the members present, the Auditors' Report and Annexure thereto were taken as read.

6. UPDATES ON PERFORMANCE OF THE COMPANY

The Chairman briefed the members about financial as well as operational performance of the Company for the financial year 2015-16. Thereafter he briefed about the future outlook of the Company for the financial year 2016-17.

7. QUESTION AND ANSWER

The Chairman invited the members to raise queries which were satisfactorily replied to by the Chairman of the meeting.

8. E-VOTING RESULTS

It was informed that pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of Listing Regulations, the Company had provided remote e-voting facility to the members to cast votes. It was also informed the members that 31 shareholders casted their votes through e-voting facility as provided by the Company and that the results will be announced simultaneously with the results of voting by poll.

9. VOTING BY POLL

The Chairman informed the members that as per the provisions of the Listing Agreement, voting by show of hands was not permitted and requested Members to cast their votes through Poll papers. Accordingly, poll papers were issued to the members including proxies and Members were requested to drop the duly filled in poll paper in the ballot box.

The Chairman informed the members that Mr. Naresh Verma, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the voting process (both remote e-voting and e-voting through ballot papers at the AGM).

He requested Mr. Verma for an orderly conduct of the poll through ballot papers at the AGM venue.

The following items of business as set out in the Notice calling 45th AGM were put for Shareholders' approval:

Item No.	Resolution
Ordinary business	
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with Board of Directors and Auditors' Report thereon



2	Re-appointment of Mr. Nakul Gupta (DIN 00012106) as Director, who retires by rotation and being eligible, seeks re-appointment
3	Re-appointment of M/s Rajesh Suresh Jain & Associates, Chartered Accountants as Statutory Auditors of the Company
Special business	
4	To avail corporate guarantee and security from M/s Arihant Flour Mills Private Limited (Type of Resolution: Special)
5	To avail corporate guarantee and security from M/s Woodlands Instruments Private Limited (Type of Resolution: Special)
6	To give approval to various transactions with Techfab Systems Private Limited and Techfab International Private Limited (Type of Resolution: Special)
7	To approve the Issue of Equity Shares of the Company by way of private placement to Qualified Institutional Buyers for extended period (Type of Resolution: Special)
8	To approve creation of Charges under Section 180(1)(a) on the assets of the Company (Type of Resolution: Special)

10. DECLARATION OF RESULTS

The Chairman further informed the Members that consolidated results along with Scrutinizer's reports (for both e-voting and poll taken at the AGM) would be posted on the website company, SEs, CDSL within 48 hours of passing of the resolution.

There being no other business to be transacted, the meeting ended with vote of thanks at 11:50 A.M.

For Technofab Engineering Limited

Date: 30.09.2016
Place: New Delhi



Suman Kumar Verma
Company Secretary
M. No. F7409