



ENGINEERS &
CONSTRUCTORS

TECHNO ELECTRIC & ENGINEERING CO. LTD.

Corporate Office :

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September 20, 2017

National Stock Exchange of India Ltd. 5 th floor, Exchange Plaza Bandra – Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u> Fax : (022)26598237 (022)26598347/8 NSE CODE : TECHNO	BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai – 400 001</u> Fax : (022)2272 3121/2039 Email : corp.relations@bseindia.com BSE CODE - 533281
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Dear Sirs,

Re : **Filing of copy of minutes of Annual General Meeting.**

In terms of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, we enclose herewith the copy of minutes of 12th AGM of the Company held on September 12, 2017.

Thanking you,

Yours faithfully,

For Techno Electric & Engineering Co. Ltd.,

N Brahma
Company Secretary

Encl : as above

MINUTES OF THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED FOR THE YEAR 2017 HELD ON TUESDAY, THE 12TH DAY OF SEPTEMBER, 2017 AT 12.00 NOON AT "HOTEL GINGER", 45A, SECTOR-63, BLOCK-H, NOIDA, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201301.

PRESENT

- | | | | |
|----|------------------|---|------------------------------|
| 1. | Mr. P. P. Gupta | - | Chairman & Managing Director |
| 2. | Mr. K. Vasudevan | - | Independent Director |
| 3. | Mr. N. Brahma | - | Company Secretary |

27 Members in person including authorised representatives and proxy holders were present in the meeting.

CHAIRMAN

Pursuant to Article 75 of the Articles of Association of the Company, Mr. P. P. Gupta took the Chair.

The Chairman introduced the Directors that were present at the Annual General Meeting of the Company.

The Chairman informed the Members that the requisite quorum was present and declared the meeting open.

With the consent of the Members, the Notice convening the Annual General Meeting was taken as read.

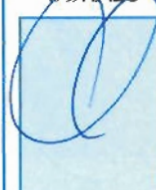
The Register of Directors' shareholding was placed on the table for inspection by the Members.

As a general practice, Auditors' Report was read by Mr. N. Brahma, Company Secretary on the instruction of the Chairman.

The Chairman informed the Members that all the resolutions included in the Notice shall be declared as passed on the basis of the result of e-voting, conducted through the e-voting system of National Securities Depository Limited (NSDL) and poll conducted through the ballot form. He also informed the Members that Mr. Amarendra Kumar Rai, a Practicing Company Secretary was appointed by the Board as Scrutinizer for both e-voting and poll process and also introduced him to the members at the meeting.

...2

CHAIRMAN'S
INITIALS



(2)

Thereafter, the following resolutions were placed before the meeting: -

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS, AUDITORS' REPORT & DIRECTORS' REPORT

The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT the Balance Sheet as at 31st March, 2017, Statement of Profit & Loss for the year ended on that date, including the consolidated financial statements, together with the Reports of Directors and Auditors thereon, be and are hereby received and adopted."

Proposed by: Mr. Praveen Kumar

Seconded by: Mr. Ravi Kumar Naredi

Then, various questions raised by the members regarding accounts and operations were replied by the Chairman. The Chairman also briefed the Members about the current scenario, recent developments in the Power Industry and future business plans of the Company, including impact of Goods and Services tax (GST).

Thereafter, the Chairman requested the members to cast their vote in the Ballot Form.

At this stage, the Chairman being interested in the next resolution, requested Mr. K. Vasudevan to take the Chair for the next item of business. On getting seconded by Mr. Ravi Kumar Naredi, Mr. K. Vasudevan took the Chair.

2. APPOINTMENT OF MR. ANKIT SARAIYA (holding DIN: 02771647), WHO IS NON-EXECUTIVE DIRECTOR AND RETIRING BY ROTATION, SEEKS RE-APPOINTMENT

The following resolution was placed by **Mr. K. Vasudevan** as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provision 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) Mr. Ankit Saraiya (holding DIN: 02771647), who is a non-executive Director and retires by rotation under the provisions of the Companies Act, 2013 and, being eligible, seeks re-appointment, be and is hereby re-appointed as Director of the Company who shall be liable to retire by rotation."

Proposed by: Mr. Lokesh Gupta

Seconded by: Mr. Harmohan Singh Sawhney

CHAIRMAN'S
INITIALS



(3)

Thereafter, the Chairman requested the members to cast their vote in the Ballot Form.

Now, Mr. K. Vasudevan requested Mr. P. P. Gupta to take back the Chair. Mr. P. P. Gupta again took the Chair and carried through the next businesses.

3. APPOINTMENT OF M/S. SINGHI & CO., CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 302049E) AS STATUTORY AUDITORS

The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) be and is hereby appointed as Statutory Auditors of the Company in place of M/s. S. S. Kothari & Co., Chartered Accountants, (Firm Registration No. 302034E) to hold office for a period of (5) five consecutive years, from the conclusion of this annual general meeting until the conclusion of the 17th annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter, on such remuneration as may be determined by the Board of Directors in consultation with them for the financial year ending 31st March, 2018."

Proposed by: Mr. Praveen Kumar

Seconded by: Mr. Lokesh Gupta

Thereafter, the Chairman requested the members to cast their vote in the Ballot Form.

SPECIAL BUSINESS:

4. APPOINTMENT DR. RAJENDRA PRASAD SINGH AS AN INDEPENDENT DIRECTOR

The following resolution was placed by the Chairman as **Ordinary Resolution**-

"RESOLVED THAT Dr. Rajendra Prasad Singh, (DIN 00004812) who was appointed by the Board of Directors as an Additional Independent Director under section 161(1) of the Companies Act, 2013 and vacates his office at this 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

(4)

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) and that he is not liable to retire by rotation and to hold office for a period of five consecutive years."

Proposed by: Mr. Ravi Kumar Naredi

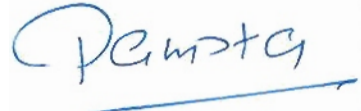
Seconded by: Mr. Harmohan Singh Sawhney

Thereafter, the Chairman requested the members to cast their vote in the Ballot Form.

5. **VOTE OF THANKS**

There was no other business to transact, the meeting ended at 1.00 P.M. with a vote of thanks to the Chair.

Date of Entry : 19.09.2017


CHAIRMAN

Dated : 19th day of September, 2017

CHAIRMAN'S
INITIALS

