



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 : L40108WB2005PLC139595



Date: 14.02.2017

To,
The Department of Corporate Service
Bombay Stock Exchange Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001
BSE CODE - 533281

To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
NSE CODE : TECHNO

To,
The Securities and Exchange Board of India
Corporation Finance Department
Division of Corporate Restructuring
SEBI Bhavan, Plot No. C-4A, G-Block,
Bandra Kurla Complex,
Mumbai – 400 051

Subject: Certified true copy of the Resolution of the meeting of Board of Directors of Techno Electric and Engineering Company Limited (referred to as “Company” or “TEECL”) held on 10.02.2017 approving the Buyback of 15,00,000 fully paid-up equity shares of face value of Rs. 2/- through Tender offer process at a price of Rs. 400/- per equity share.

This is to inform you that, the Company vide a meeting of the Board of Directors held on 10.02.2017 has approved the Buyback of 15,00,000 fully paid-up equity shares of face value of Rs. 2/- from the equity shareholders/beneficial owners of the Company on a proportionate basis through Tender Offer Method at a price of Rs. 400/- per equity share for an amount not exceeding Rs. 60,00,00,000/- representing 8.30% of the Company's paid up equity capital and free reserves as on 31.03.2016.

We are enclosing hereby a certified copy of the Board Resolution in compliance with Regulation 5A of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended.

Thanking you,
Yours Faithfully,

For Techno Electric and Engineering Company Limited

Niranjana Brahma
Company Secretary
M.No.11652

Encl : Board Resolution Copy





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CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED HELD ON FRIDAY, THE 10TH DAY OF FEBRUARY, 2017 AT THE CORPORATE OFFICE OF THE COMPANY AT 1B, PARK PLAZA, SOUTH BLOCK, 71, PARK STREET, KOLKATA - 700 016.

APPROVAL FOR BUYBACK OF EQUITY SHARES:

"RESOLVED THAT pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the "Companies Act"), and in accordance with Article 15 of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules") to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the "Buyback Regulations"), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Kolkata, West Bengal ("ROC") and/ or other authorities, institutions or bodies (the "Appropriate Authorities"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy back by the Company of its fully paid-up equity shares of face value of Rs. 2/- each not exceeding 15,00,000 (Fifteen Lakhs) equity shares (representing 1.31% of the present total number of equity shares in the paid-up equity share capital of the Company) at a price of Rs. 400/- (Rupees Four Hundred Only) per equity share (the "Buy Back Offer Price") payable in cash for an aggregate consideration not exceeding Rs.60,00,00,000/- (Rupees Sixty Crores Only) (excluding Company's transaction cost such as brokerage, securities transaction tax, service tax, stamp duty etc) (the "Buyback Offer Size") being 8.30%, which is not exceeding 10% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium) as per the standalone audited accounts of the Company for the financial year ended 31st March, 2016 from the equity shareholders of the Company, as on the record date to be fixed, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations.

RESOLVED FURTHER THAT the Company do implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange", to the extent legally permissible as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

For Techno Electric & Engineering Co. Ltd.

(Niranjan Brahma)

Company Secretary (A-11652)



(2)

RESOLVED FURTHER THAT the Buyback would be subject to maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 ("Listing Regulations")

RESOLVED FURTHER THAT such Buyback be made out of the Company's internal accruals as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.

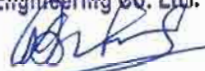
RESOLVED FURTHER THAT the Company has complied and shall continue to comply with, Section 70 of the Companies Act, 2013 wherein:

- a) It shall not directly or indirectly purchase its own shares:
 - i. through any subsidiary company including its own subsidiary companies; or
 - ii. through any investment company or group of investment companies; or
- b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.
- c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act, 2013.

RESOLVED FURTHER THAT confirmation is hereby made by the Board of Directors that:

- a) all equity shares of the Company are fully paid up;
- b) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- c) the Company shall not issue and allot any shares or other specified securities including byway of bonus, till the date of closure of this Buyback;
- d) the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations.
- e) the Company shall not buyback locked-in shares Equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable.
- f) the Company shall not buy back its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

For Techno Electric & Engineering Co. Ltd.


(Niranjana Brahma)

Company Secretary (A-11052)



(3)

- g) that the aggregate consideration for Buyback not exceeding Rs. 60,00,00,000/- (Rupees Sixty Crores Only), does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest standalone audited accounts of the Company for the financial year ended 31st March, 2016 (the last audited financial statements available as on the date of the Board meeting);
- h) that the maximum number of equity shares proposed to be purchased under the Buyback i.e. **15,00,000** (Fifteen Lakhs) equity shares, does not exceed 10% of the total present number of equity shares in the paid-up share capital of the company;
- i) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under the Companies Act, 2013 and rules made thereunder;
- j) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date.

RESOLVED FURTHER THAT as required by Clause (x) of Part A of Schedule II under Regulation 5(1) of the Buyback Regulations, the Board hereby confirms that the Board of Directors have made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board of Directors has formed an opinion that:

- a) immediately, following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this and meeting, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 (to the extent notified), as the case may be, including prospective and contingent liabilities.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders excluding the Promoter(s)/Promoter Group of the Company as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended ("SEBI Takeover Regulations") as the Board may consider appropriate, from out of its internal accruals of the Company and by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board / Buyback Committee may decide from time to time, and in the absolute discretion of the Board / the Buyback Committee, as it may deem fit.

For Techno Electric & Engineering Co. Ltd.

(Niranjana Brahma)
Company Secretary (A-11652)



(4)

RESOLVED FURTHER THAT Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback.

RESOLVED FURTHER THAT the Company shall not Buyback the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable.

RESOLVED FURTHER THAT the draft of the Declaration of Solvency along with the annexures including the Statement of assets and liabilities as at 31st March, 2016, prepared in the prescribed form and supporting affidavit and other documents in terms of Section 68(6) of the Act and Regulation 8(7) of the Buyback Regulations, draft as placed before the meeting and Mr. P. P. Gupta, Managing Director and Mr. Ankit Saraiya, Director of the Company be and are hereby authorized to finalize and sign the same, for and on behalf of the Board, and file the same with the ROC, Stock Exchanges and SEBI in accordance with applicable law.

RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any.

RESOLVED FURTHER THAT as per the provisions of Section 68(8) of the Companies Act, 2013, the Company will not issue same kind of shares or other specified securities within a period of 6 months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

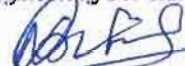
RESOLVED FURTHER THAT no information/ material likely to have a bearing on the decision of the investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and Buyback Regulations.

RESOLVED FURTHER THAT the buyback is being proposed in keeping desire to enhance overall shareholders value and the buyback would lead number of equity shares.

RESOLVED FURTHER THAT the approval of Board for appointment of intermediaries such as Manager to the Offer i.e. VC Corporate Advisors Pvt. Ltd, Registrar and Transfer Agent i.e. Niche Technologies Private Limited and Escrow Account Bank i.e. HDFC Bank be and is hereby accorded.

RESOLVED FURTHER THAT a Committee be constituted ("Buyback Committee") comprising of Mr. P. P. Gupta, Managing Director, Mr. Ankit Saraiya, Mr. Samarendra Nath Roy, Directors, and that Mr. Niranjana Brahma, Company Secretary shall act as the Secretary to the Buyback

For Techno Electric & Engineering Co. Ltd.


(Niranjana Brahma)
Company Secretary (A-11652)



(5)

Committee. Further, the Buyback Committee is hereby authorized, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to:

- a) finalizing the terms of buyback like the mechanism for the buyback, record date, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;
- b) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;
- c) opening, operation and closure of all necessary accounts, including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;
- d) preparation, signing and filing of public announcement, the draft letter of offer/ letter of offer with the SEBI, ROC, the stock exchanges and other Appropriate Authority;
- e) making all applications to the Appropriate Authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- f) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
- g) appoint any intermediaries / agencies / persons as may be required for the purposes of the Buyback and decide and settle the remuneration for all such intermediaries/ agencies/persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- h) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the Articles of Association of the Company.
- i) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities.
- j) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
- k) dealing with stock exchanges (including their clearing corporations), where the shares of the Company are listed, and to sign, execute, and deliver such documents may be necessary or desirable in connection with implementing the Buyback using "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI circular CIR/CFD/POL/CYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- m) to delegate all or any of the authorities conferred on them to any Director(s)/ Office(s)/Authorized Signatory(ies)/ Representative(ies) of the Company.
- n) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

For Techno Electric & Engineering Co. Ltd.

(Niranjana Brahma)
Company Secretary (A-11652)



(6)

- o) to settle and resolve any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two Directors.

RESOLVED FURTHER THAT in terms of Regulation 19(3) of the Buyback Regulations, Mr. Niranjana Brahma, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buyback Committee to buyback any shares and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by Law.

RESOLVED FURTHER THAT the Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT any of the Directors of the Company and /or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, Kolkata, West Bengal and other regulatory authorities as maybe required under the Companies Act and the Buyback Regulations and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions."

CERTIFIED TRUE COPY

For Techno Electric & Engineering Company Limited

(Niranjana Brahma)
Company Secretary
Membership No. A11652