



04 September 2017

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: Notice of 46th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation(s) 30, 42 and 44 of SEBI (LODR) Regulations, 2015, we notify as under:

1. The Forty Sixth Annual General Meeting (AGM) of the members of the Company will be held on Friday, the 29th day September 2017 at 10:30 A.M. at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi - 110 003;
2. The Register of members and Share Transfer Books of the Company will remain closed from Saturday, 23 September 2017 to Friday, 29 September 2017 (both days inclusive) for the purpose of AGM;
3. The Company is providing its shareholders a facility to vote by electronic means (e-voting) on all the resolutions as set out in the Notice of AGM to those members, who are holding shares in physical or in electronic form as on the cut off date 22 September 2017. The remote e-voting shall commence at 9:00 A.M. on Tuesday, 26 September 2017 and end on 5:00 P.M. on Thursday, 28 September 2017.

Please find enclosed herewith the copy of notice of Annual General Meeting for your reference and records.

You are requested to take note of the same in your records for further dissemination.

Thanking you,
Yours Faithfully
For Technofab Engineering Limited


Suman Kumar Verma
Company Secretary
M. N. F7409



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Sixth Annual General Meeting of the members of Technofab Engineering Limited will be held on Friday, the 29th day September 2017 at 10:30 A.M. at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi - 110 003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended 31 March 2017 and Auditors' Report thereon including the report of Board of Directors; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2017 including Auditors' Report thereon.

2. To appoint a Director in place of Mr. Arjun Gupta (DIN: 00012092) who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. G.C. Agarwal & Associates, Chartered Accountants (Firm Registration No. 017851N) be and are hereby appointed as Auditors of the Company, to hold office for a period of five (5) consecutive years commencing from the financial year 2017-18 subject to ratification at every AGM on a remunerations including terms of payment to be fixed by the Board of Directors on the recommendation of the Audit Committee."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such other consent(s)/ approval(s) as may be required, approval of the members be and is hereby accorded for alteration in terms and conditions including remuneration of Mr. Avinash C Gupta, Managing Director of the Company already re-appointed for a period of (3) three years with effect from 1 April 2017 as set out below:

- 1. Basic Salary:** ₹ 8,77,500 per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time, ensuring that any such revision shall be in compliance with Companies Act, 2013, taking into account the performance of the Company.
- 2. Housing:** Fully furnished residential accommodation, the cost of which shall not exceed 50% of the basic salary per annum or House Rent Allowance in lieu thereof.
- 3. Medical Expenses:** Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
- 4. Leave Travel Allowance:** For self and family, in accordance with Rules of the Company.
- 5. Club Fees:** Membership of Two Clubs in India (including admission and membership fee).
- 6. Entertainment:** Travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company.
- 7. Car & Telephone:** The Company shall provide car with driver and telephone at the residence of the Managing Director for business purposes of the Company.
- 8. PF Contribution:** Contribution to Provident Fund shall be as per the rules of the Company and applicable laws.
- 9. Gratuity:** Gratuity payable shall be as per rules of the Company and applicable laws.
- 10. Performance Incentive:** upto 2% of the net profit of the Company p.a. subject to the condition that total managerial remuneration during a financial year does not cross the threshold limit of 5% or 10% of the net profits of the Company, as the case may be, as per Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year during the currency of tenure of his office, he shall be paid such salary, commission and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profit being inadequate in financial year of the Company during the currency of tenure of his office, the Company may pay salary, commission and perquisites to Shri Avinash C Gupta, in excess of limits as set out in Schedule V to the Companies Act, 2013, subject to approval of the Central Government at such conditions and modifications as may be prescribed by it while granting such approval and also subject to such other consents and approvals as may be required.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
3. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT he shall be entitled to re-imbursement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

RESOLVED FURTHER THAT so long as Shri Avinash C Gupta functions as the Managing Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the Directors and Secretary of the Company be and are hereby authorized jointly or severally to do all such acts, matters, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and all guidelines for managerial remuneration issued by the Central Government from time to time and subject to such other consent(s)/ approval(s) as may be required, consent be and is hereby accorded for re-appointment of Mr. Arjun Gupta (DIN: 00012092) as Whole-time Director of the Company for a period of three (3) years with effect from 1 April 2017 on the revised terms and conditions including payment of remuneration as set out below:

1. **Basic Salary:** ₹ 8,25,000 per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time, ensuring that any such revision shall be in compliance with Companies Act, 2013, taking into account the performance of the Company.
2. **Housing:** Fully furnished residential accommodation, the cost of which shall not exceed 50% of the basic salary per annum or House Rent Allowance in lieu thereof.
3. **Medical Expenses:** Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
4. **Leave Travel Allowance:** For self and family, in accordance with Rules of the Company.
5. **Club Fees:** Membership of one Club in India (including admission and membership fee).
6. **Entertainment:** Travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company.
7. **Car & Telephone:** The Company shall provide car with driver and telephone at the residence of Whole-time Director for business purposes of the Company.
8. **PF Contribution:** Contribution to Provident Fund shall be as per the rules of the Company and applicable laws.
9. **Gratuity:** Gratuity payable shall be as per rules of the Company and applicable laws.
10. **Performance Incentive:** upto 1% of the net profit of the Company p.a. subject to the condition that total managerial remuneration during a financial year does not cross the threshold limit of 5% or 10% of the net profits of the Company, as the case may be, as per Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year during the currency of tenure of his office, he shall be paid such salary, commission and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profit being inadequate in any financial year of the Company during the currency of tenure of his office, the Company may pay salary, commission and perquisites to Mr. Arjun Gupta, in excess of limits as set out in Schedule V to the Companies Act, 2013, Subject to approval of the Central Government at such conditions and modifications as may be prescribed by it while granting such approval and also subject to such other consents and approvals as may be required.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
3. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT he shall be entitled to re-imbursement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

RESOLVED FURTHER THAT so long as Mr. Arjun Gupta functions as the Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the Directors and Secretary of the Company be and are hereby authorized jointly or severally to do all such acts, matters, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and all guidelines for managerial remuneration issued by Central Government from time to time and subject to such other consent(s)/ approval(s) as may be required, consent be and is hereby accorded for re-appointment of Mr. Nakul Gupta (DIN: 00012106) as Whole-time Director of the Company for a period of three (3) years with effect from 1 April 2017 on the revised terms and conditions including payment of remuneration as set out below:

1. **Basic Salary:** ₹ 8,25,000 per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time, ensuring that any such revision shall be in compliance with Companies Act, 2013, taking into account the performance of the Company.
2. **Housing:** Fully furnished residential accommodation, the cost of which shall not exceed 50% of the basic salary per annum or House Rent Allowance in lieu thereof.
3. **Medical Expenses:** Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
4. **Leave Travel Allowance:** For self and family, in accordance with rules of the Company.
5. **Club Fees:** Membership of one Club in India (including admission and membership fee).
6. **Entertainment:** Travelling and all other expenses incurred for the business of the Company shall be reimbursed as per rules of the Company.
7. **Car & Telephone:** The Company shall provide car with driver and telephone at the residence of Whole-time Director for business purposes of the Company.
8. **PF Contribution:** Contribution to Provident Fund shall be as per the rules of the Company and applicable laws.
9. **Gratuity:** Gratuity payable shall be as per rules of the Company and applicable laws.
10. **Performance Incentive:** upto 1% of the net profit of the Company p.a. subject to the condition that total managerial remuneration during a financial year does not cross the threshold limit of 5% or 10% of the net profits of the Company, as the case may be, as per Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profit being inadequate in any financial year during the currency of tenure of his office, he shall be paid such Salary, commission and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profit being inadequate in financial year of the Company during the currency of tenure of his office, the Company may pay Salary, Commission and perquisites to Mr. Nakul Gupta, in excess of limits as set out in Schedule V to the Companies Act, 2013, subject to approval of the Central Government at such conditions and modifications as may be prescribed by it while granting such approval and also subject to such other consents and approvals as may be required.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
3. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT he shall be entitled to the re-imbursement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

RESOLVED FURTHER THAT so long as Mr. Nakul Gupta functions as the Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the Directors and Secretary of the Company be and are hereby authorized jointly or severally to do all such acts, matters, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, all other applicable rules under the Companies Act, 2013, Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI Regulations"), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations 2004, as amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the stock exchanges where the equity shares of face value of ₹ 10 each of the Company (the "Equity Shares") are listed, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India ("SEBI"), the stock exchanges, the Foreign Investment Promotion Board, the Reserve Bank of India, the Ministry of Finance, the Ministry of Commerce and Industry and such other ministries / departments of the Government of India, and all such other authorities or institutions as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, the proposal to create, offer, issue and allot from time to time, in one or more tranches, in the course of domestic/international offerings, with or without an over-allotment option, whether rupee denominated or denominated in foreign currency, such number of Equity Shares of the Company, (collectively referred to as "Securities"), for up to an aggregate amount of ₹ 100 Crore (or equivalent thereof in one or more foreign currency), inclusive of premium that may be fixed on such Securities to be issued to qualified institutional buyers (as defined under the SEBI Regulations), (hereinafter referred to as the "Investors") whether shareholders of the Company or not, pursuant to a qualified institutions placement' under Chapter VIII of the SEBI Regulations at such price, being not less than the price determined in accordance with the pricing formula specified under the SEBI Regulations (or such other formulae as may be prescribed by SEBI) or such lower price as may be permissible under the SEBI Regulations or notifications, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s), be and is hereby approved.

RESOLVED FURTHER THAT such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed qualified

institutional placement of Equity Shares or such other time as may be allowed by the SEBI Regulations from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations or such other discounts as may be permitted under the applicable laws.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and Government of India through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/regulations/statutory provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including (QIP committee constituted by it) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to, finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of Investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue, if any, rate of interest, redemption period, listings on the stock exchanges, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to delegate all or any of its powers to any Director(s) or Committee of Directors formed for the purpose of QIP/ Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities."

Registered office:
507, Eros Apartments
56, Nehru Place
New Delhi – 110019, India
CIN: L74210DL1971PLC005712
Email: info@technofabengineering.com

By order of the Board of Directors
For Technofab Engineering Limited

Suman Kumar Verma
Company Secretary
M.N.F7409

Place: New Delhi
Date: 1 September 2017

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, in order to be effective however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and the Share transfer books of the Company shall remain closed from 23 September 2017 to 29 September 2017 (both days inclusive).
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. As a part of Green Initiative, soft copy of the Annual Report 2016-17 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same and physical copy to those shareholders whose email ids are not available with Company.
7. As per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of the Directors seeking re-appointment at the AGM, is separately annexed hereto. The Directors seeking re-appointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as required under Section 164(2) of the Companies Act, 2013 and other requisite declarations for their re-appointment.
8. Members wishing to claim dividend, which remain unclaimed are requested to correspond with Registrar and Share Transfer Agent of the Company, Members are requested to note that the dividends not claimed within seven years from the date of transfer to the companies unpaid dividend account, will as per Section 124 of Companies Act, 2013 be transferred to the Investor Education and Protection Fund.
9. In case you have any query relating to the Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
10. Members may note that the Notice of Forty Sixth Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2016-2017 will also be available on the Company's Website www.technofabengineering.com for their download.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of the Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post for free of cost. For any communication, the shareholders may also send request to the Company's investor email id investors@technofabengineering.com
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd.
13. Members are requested:
 - a. To notify the change of address, if any, to the Company immediately.
 - b. Members who have not registered their e-mail addresses so far as are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - c. To carry along their copy of the Annual Report at the Annual General Meeting for ready reference.
 - d. To produce at the entrance the enclosed attendance slip duly completed and signed for admission to the meeting place.
14. **Voting through electronic means**
 - I. Pursuant to the provisions of Section 108 and other applicable Provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS2), issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the General meeting ('remote e-voting').

- II. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of CDSL as the Authorized Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of the general meeting).
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22 September 2017 only shall be entitled to avail the facility of remote e-voting as well as physical voting at the Annual General Meeting through ballot paper.
- IV. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- V. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. The Board of Directors have appointed Mr. Naresh Verma, Practising Company Secretary, (Membership No. FCS 5403), as the Scrutinizer to scrutinize the e-voting process.
- VII. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

- I. The remote e-voting facility will be available during the following period after which the portal shall forthwith be disabled and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on Tuesday, 26 September 2017
End of remote e-voting	05:00 p.m. (IST) on Thursday, 28 September 2017

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22 September 2017 may cast their vote electronically.

- II. Log on to the e-voting website www.evotingindia.com
- III. Click on "Shareholders" tab.
- IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant Technofab Engineering Limited on which you choose to vote.
- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- XIX. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

15. Poll at the Meeting

After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the scrutinizer appointed for remote e-voting and poll as stated above. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the

depositories as on the cut-off date of 22 September 2017 and who have not casted their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

16. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Friday, 22 September 2017.
17. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than 2 days of the conclusion of AGM, i.e. on or before 1 October 2017, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and the Chairman, shall declare the result forthwith.
18. The Scrutinizer's decision on the validity of the vote shall be final and binding.
19. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.technofabengineering.com) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges where the Company's shares are listed.
20. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.
21. Route Map with respect to the venue of Annual General Meeting is appearing elsewhere in this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 ("the Act")

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The appointment of Mr. Avinash C Gupta as Managing Director of the Company for a period of 3 years w.e.f. 1st April 2017 at the existing terms & conditions was approved by the shareholders by way of postal ballot on 7th April 2017. However the Board of Directors of the Company at its another meeting held on 29th August 2017 decided to revise the terms & conditions including remuneration of Mr. Avinash C Gupta as set out in the resolution no. 4 of the Notice. The proposed revision in the remuneration is proposed keeping in view of the Schedule V (Revised) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, herein after referred to as the "Act") as amended including the norms laid down in Sections 196, 197 & other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement of disclosure pursuant to section II of Schedule V of the Act including the provisions of SEBI (LODR) Regulations, 2015 is given under title Annexure I in this Notice.

The Board recommends the Resolutions as set out Item No. 4 of the Notice for approval of the Members as Special Resolution.

None of the Directors and key managerial personnel or their relatives other than Mr. Avinash C Gupta, Mr. Arjun Gupta and Mr. Nakul Gupta are interested or concerned in the proposed resolution as set out in item no. 4.

Item No. 5 & 6

The Board of Directors of the Company at its Meeting held on 29th August 2017 appointed Mr. Arjun Gupta and Mr. Nakul Gupta as Whole-time Directors of the Company for a period of 3 years w.e.f. 1 April 2017 as recommended by the Nomination and Remuneration Committee, on revised remuneration structures after their initial re-appointment on 14 February 2017, at the terms & conditions (the remuneration and other terms & conditions are already provided in the respective resolutions) subject to the approval of shareholders in accordance with norms laid down in Sections 196, 197 and Schedule V (Revised) & other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statements pursuant to Section II of Schedule V of the Act including the provisions of Regulation 36(3) of SEBI (LODR) Regulations, 2015 are given under title Annexure I in this Notice.

The Board recommends Resolutions as set out Item No. 5 & 6 of the Notice for approval of the Members.

None of the Directors and key managerial personnel or their relatives other than Mr. Avinash C Gupta, Mr. Arjun Gupta and Mr. Nakul Gupta are interested or concerned in the proposed resolutions as set out in item no. 5 to 6.

ANNEXURE-I TO THE NOTICE

Statement Pursuant to Section II of Schedule V of the Act (including applicable provisions under SEBI (LODR) Regulations, 2015)

I General Information				
1.	Nature of Industry	The Company is in Construction & Engineering Industry		
2.	Date of expected date of commencement of production	Company was established in the year 1971 and since then had already been doing commercial operations.		
3.	In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus.	Not Applicable		
4.	Financial Performance	Particulars	31.03.2017 ₹ in Million	31.03.2016 ₹ in Million
		Turnover	4021.72	4631.08
		PBT	142.45	161.46
		PAT	89.02	115.45
5.	Export Performance and Non Forex Collaborations.	For the year ended 31.03.2017 Foreign Exchange Earnings - ₹ 949.50 Million Foreign Exchange Outgo - ₹ 508.95 Million		
6.	Foreign Investments of collaborators, if any	Not Applicable		

II Information about the appointee (Including information pursuant to Regulation 36(3) of SEBI(LODR) regulations, 2015 with respect to Directors seeking re-appointment)

Name	Avinash C Gupta	Arjun Gupta	Nakul Gupta
Background details	Mr. Avinash C Gupta aged about 76 years has been associated with the Company since incorporation and was re-appointed as Chairman & Managing Director of the Company w.e.f. 1 April 2014 for the period of three years and he was again re-appointed subject to approval of the Shareholders at the ensuing AGM for a period of three (3) years w.e.f. 1 April 2017. He is Bachelor of Science and holds more than 56 years experience in the field of Engineering & Construction business. The Board places on record the valuable guidance, support and advice extended by Mr. Avinash C Gupta during his tenure as Director.	Mr. Arjun Gupta aged about 47 years has been associated with the Company since 1993 and was re-appointed as Whole-time Director of the Company w.e.f. 1 April 2014 for the period of three years and he was again re-appointed subject to approval of the Shareholders at the ensuing AGM for a period of three (3) years w.e.f. 1 April 2017. He is an Engineering Graduate (USA) and holds more than 23 years experience in the field of Engineering & Construction business. The Board places on record the valuable guidance, support and advice extended by Mr. Arjun Gupta during his tenure as Director.	Mr. Nakul Gupta aged about 46 years has been associated with the Company since 1994 and was re-appointed as Whole-time Director of the Company w.e.f. 1 April 2014 for the period of three years and he was again re-appointed subject to approval of the Shareholders at the ensuing AGM for a period of three (3) years w.e.f. 1 April 2017. He is a Science Graduate and holds more than 22 years of experience in the field of Engineering & Construction business. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Nakul Gupta as Director.
Date of Birth	26/10/1940	07/08/1970	30/08/1971
Qualification	Bachelor of Science	Bachelor of Engineering (USA)	Bachelor of Science (Indiana)
Past Remuneration	₹ 1.20 crore in FY 2017	₹ 1.19 crore in FY 2017	₹ 1.19 crore in FY 2017

Name	Avinash C Gupta	Arjun Gupta	Nakul Gupta
Recognition or awards	NIL	NIL	NIL
Job Profile/ Experience in Specific Functional Area and his suitability	Mr. Avinash C Gupta is responsible for entire affairs of the Company	Mr. Arjun Gupta is responsible for execution of Turnkey Projects both in India and abroad.	Shri Nakul Gupta is responsible for handling Finance & Accounts, banking activities, export business of the Company including Turnkey Projects abroad.
Remuneration Proposed	As per proposed resolution.	As per proposed resolution.	As per proposed resolution.
Comparative remuneration profile to industry, size of the Company, profile of the position and person	Commensurate with the size and the operations of the Company the profile of the appointees, the responsibilities shouldered on them and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.	Commensurate with the size and the operations of the Company the profile of the appointees, the responsibilities shouldered on them and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.	Commensurate with the size and the operations of the Company the profile of the appointees, the responsibilities shouldered on them and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any.	Save and except Mr. Arjun Gupta and Mr. Nakul Gupta being relatives, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 4 to 6.	Save and except Mr. Avinash C Gupta and Mr. Nakul Gupta being relatives, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 4 to 6.	Save and except Mr. Arjun Gupta and Mr. Avinash C Gupta being relatives, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 4 to 6.
Relationship with other Directors	Mr. Avinash C Gupta is father of Mr. Arjun Gupta, Whole-time Director and Mr. Nakul Gupta, Whole-time Director	Mr. Arjun Gupta is son of Mr. Avinash C Gupta, Chairman & Managing Director and brother of Mr. Nakul Gupta, Whole-time Director	Mr. Nakul Gupta is son of Mr. Avinash C Gupta, Chairman & Managing Director and brother of Mr. Arjun Gupta, Whole-time Director
Directorship in other listed companies	Nil	Nil	Nil
No. of Shares held in the Company	3313096 Equity Shares of ₹ 10 each	432872 Equity Shares of ₹ 10 each	471264 Equity Shares of ₹ 10 each

Item No. 7

The Company in its Forty Fifth Annual General Meeting held on 30 September 2016 had obtained approval from shareholders by way of passing special resolution for issue of equity shares of the Company by way of private placement to Qualified Institutional Buyers for an amount of ₹ 100 Crore. As per Regulation 88 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company is required to complete the process of allotment under qualified institutional placement ("QIP") within a period of twelve month from the date of passing resolution. In view of several factors including situation of the Company's business and market conditions, QIP may take place, if at all, only after several months. Keeping in mind such situation, the Board of Directors of the Company has decided to take fresh approval of shareholders for qualified institutional placement for same amount and with the same terms and conditions so that the Company may get extension upto one year from the date of passing this resolution. The proceeds from the QIP may be used for all or any of the following:

- Augment the working capital requirement of ongoing & future projects of the Company;
- To finance acquisitions for enhancement of qualification; and

- (iii) To diversify its activities in other areas within the scope of object clause of Memorandum of Association of the Company.

To meet the requirements for the above purposes and for other general corporate purpose, as may be decided by the board of directors (hereinafter called the "Board" which expression shall include any committee of directors constituted / to be constituted by the Board) from time to time, it is proposed to seek authorization of the members of the Company in favour of the Board, without the need for any further approval from the members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIBs") in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI Regulations") and Section 42 of the Act, as amended, as set out in the Special Resolution of the accompanying Notice.

In view of the above, the Board may, in one or more tranches, issue and allot Equity Shares for an aggregate amount not exceeding ₹ 100 Crore (Rupees One Hundred Crore only).

The pricing of the Equity Shares that may be issued to QIBs pursuant to SEBI Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of SEBI Regulations. The Company may offer a discount of not more than 5% to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations or such other discounts as may be permitted under the applicable laws.

The price of Equity Shares to be issued, as may be decided by the Board, will be in accordance and compliance with the provisions of SEBI Regulations.

For reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue in accordance with SEBI Regulations. The Equity Shares issued pursuant to the offering would be listed on the Stock Exchanges on which the Company's existing Equity Shares are listed. The issue/allotment of Equity Shares would be subject to receipt of regulatory approvals, if any by the Company.

Section 62(1)(c) of the Act provides that, inter-alia, such further Equity Shares may be offered to any persons, whether or not such persons are existing holders of equity shares of the company as on the date of offer, by way of a Special Resolution passed to that effect by the members of the Company. Accordingly, consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 to issue and allot Securities as stated in the Special Resolution.

In connection with the proposed issue of Equity Shares, the Company is required, inter alia, to prepare various documentations and execute various agreements.

Accordingly, it is also proposed to authorize the Board (including certain officers of the Company) to negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The detailed terms and conditions of the issue will be determined by the Board in consultation with the lead manager(s) and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The Board recommend the Special Resolution set out to the accompanying Notice at Item No. 7 for approval of the members.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company / Institution in which they are directors or members.

Proxy form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]



Technofab Engineering Limited

Registered Office: 507 Eros Apartments, 56, Nehru Place, New Delhi – 110019

investors@technofabengineering.ocm | www.technofabengineering.com

Tel : + 91-11-26411931/5961, Fax: + 91 -11-26221521

46th Annual General Meeting – September 29, 2017

Name of the member(s)

Registered address

Email

Folio no. / Client ID

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DP ID

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I / We, being the member(s) of shares of the above named company, hereby appoint

Name : Email :

Address :

Signature :

or failing him / her

Name : Email :

Address :

Signature :

or failing him / her

Name : Email :

Address :

Signature :

(contd...)

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 46th Annual General Meeting of the Company, to be held on Friday, September 29, 2017, at 10:30 A.M. IST at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi - 110 003 and at any adjournment thereof in respect of such resolutions are indicated below:.

Resolution number	Resolutions	Vote (<i>Optional see Note 2</i>)		
		For	Against	Abstain
Ordinary business				
1	Adoption of Standalone and Consolidated Financial Statements, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017			
2	Appoint a Director in place of Mr. Arjun Gupta, who retires by rotation and being eligible, seeks re appointment			
3	Appointment of M/s. G.C. Agarwal & Associates, Chartered Accountants (Firm Registration No. 017851N) as Auditors of the Company to hold office for a period of five (5) consecutive years commencing from the financial year 2017-18 subject to ratification at every AGM			
Special business				
4	Alteration in the terms & conditions including remuneration of Mr. Avinash C Gupta as Managing Director with effect from 1 April 2017			
5	Re-appointment of Mr. Arjun Gupta as Whole-time Director with changed terms & conditions including remuneration for three years with effect from 1 April 2017			
6	Re-appointment of Mr. Nakul Gupta as Whole-time Director with changed terms & conditions including remuneration for three years with effect from 1 April 2017			
7	To approve the Issue of Equity Shares of the Company by way of private placement to Qualified Institutional Buyers for extended period			

Signed this day of 2017.

Affix revenue
stamp of not
less than
₹ 1

.....
Signature of the member(s)

.....
Signature of the proxy holder(s)

Notes :

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

Route Map-Venue of Annual General Meeting 2017



