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CIN: : L74210DL1971PLC005712

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof (hereinafter referred to as "the Act") and other applicable provisions, if any, that the resolutions mentioned under Item Nos. 1 to 5 of the Notice for the purpose mentioned below are proposed to be passed by way of Postal Ballot:

- (i) Alteration of Object Clause of Memorandum of Association;
- (ii) Alteration of Liability Clause of Memorandum of Association;
- (iii) Alteration of Articles of Association;
- (iv) Authority to issue debentures including Bonds; and
- (v) Authority to issue commercial papers.

The Company is seeking your consent for the aforesaid proposals by way of Special Resolutions in connection with the respective proposed resolutions in compliance with the Act. The proposed resolutions along with explanatory statements setting out the material facts and the reasons thereof are enclosed along with the Postal Ballot Form for your consideration. The attached Postal Ballot Form is to be used by the members for the purpose of exercising his/her vote in respect of the said resolutions.

As required under Rule 20(3)(v) and Rule 22(3) of the Rules, advertisement for dispatch of notice and e-voting will be published in newspapers specifying the relevant matters therein.

Electronic Voting [e-voting]:

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, e-voting facility as an alternate is being provided to all the members which would enable them to cast their votes electronically instead of dispatching Postal Ballot Form. For the purpose, the Company has obtained the services of Central Depository Services (India) Limited ("CDSL"). The detailed procedure for e-voting is enumerated in the instruction for shareholders voting electronically.

The Company has appointed Mr. Naresh Verma, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

You are requested to peruse the proposed resolutions along with their Explanatory Statements and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5:00 p.m. on 4th day of April 2018.

In respect of shareholders opting for e-voting mode as above, they should cast their vote online from 9:00 a.m. on Tuesday, the 6th day of March 2018 till 5:00 p.m. on Wednesday, the 4th day of April 2018 as per the instructions provided in Postal Ballot Form. Your assent / dissent received after 4th day of April 2018 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Chairman of the Company.

The result of the Postal ballot shall be announced on or before Friday, the 6th day of April 2018 at the Registered Office of the Company and shall also be displayed on the Company's website www.technofabengineering.com besides communicating to the Stock Exchanges on which the shares of the Company are listed.

SPECIAL BUSINESSES:

ITEM NO. 1:

ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as Special Resolution through Postal Ballot

"RESOLVED THAT pursuant to Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorised Committee or individual Director) is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association ("MOA") of the Company, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company viz. www.technofabengineering.com:

- [A] Clause III A of the existing Object Clause "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE" be substituted by new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION".
- [B] Alteration of existing Object Clause III(A):
- (i) In the third sentence of the existing sub clause no. 1. after the word "PROCESS EQUIPMENT", "PUMPS, MOTORS, ACTUATORS, PIPES, CONTROL PANELS, TRANSFORMERS, FILLERS, MIXERS, SCRUBBERS, CHLORINATORS, etc" be added in such a way that the whole amended sub clause 1 is read as under:

"1. To carry on the business of purchase, sale, manufacture, assemble, import and export and / or to otherwise deal in all kinds of VALVES, ACTUATORS, GRATINGS, FLANGES, PIPES & FITTINGS, PROCESS EQUIPMENT PUMPS, MOTORS, ACTUATORS, PIPES, CONTROL PANELS, TRANSFORMERS, FILLERS, MIXERS, SCRUBBERS, CHLORINATORS, etc OF ALL MATERIALS OF CONSTRUCTION and the doing of all such things as are incidental or conducive to the attainment of the above object."
 - (ii) In the sub clause 2. after the word "Mechanical Contractors", "and engineers....." are added in such a way that the whole amended sub clause 2 is read as under:

"2. To carry on the business of Civil, Electrical and Mechanical contractors and engineers or any kind of service contractors in any branch of industry, including mining, metallurgical, chemical, electrical, sanitary, water works, industrial, civil, mechanical and structural and to supply and furnish pursuant to such contractual or other arrangements as may be entered into professional, technical, sales and other services in and outside the Union of India to any person, firm or corporation in connection with the setting up establishment, working and operation of any industry and for all or any of the purposes aforesaid to design, invent, adapt, develop, procure, exploit, buy or otherwise acquire and own, either alone or jointly or in collaboration with another or other technology or technical development or process or know how for the production, manufacture or sale of any article or thing and to design, invent, adapt, develop, use, manufacture, buy or otherwise acquire, own, sell, assign or transfer or otherwise dispose off, lease, install, operate, trade and deal in and with mechanical, metallurgical, electrical, chemical and industrial plant, machinery, apparatus, appliances, and equipment of all kinds and description as also parts and components part and other ancillary equipment and tools used or capable of being used in connection therewith."
 - (iii) In the clause 3, after the word "technical, managerial", "industrial consultants" be added and after word "or otherwise", "as also manufacturers...." are added in such a way that the whole amended clause 3 is read as under:

"3. To carry on the business of Designers, Engineering consultants-technical, managerial, industrial consultants or otherwise as also manufacturers, trader, builders and contractors of every type and description and to own, control manage or to erect, construct maintain, alter, repair, pull down and restore either alone or jointly or in collaboration with another or others, works of all descriptions including mines, wharves, docks, piers, railways, waterways, waterworks, roads, dams, wiers, bridges, warehouses, offices, factories, mills, engines, plant, machinery and equipment of every description, gas works, chemical works, electric works, waste water works, drainage and sewage works and buildings of every description."
 - (iv) After sub clause 4 of Clause III(A) of MOA following two sub clauses viz. sub clause 5 & sub clause 6 be added.

"5. To carry on in India and anywhere else in the World, the business of contractors for power projects and for that purpose to establish, develop, install, commission, acquire, operate and maintain, either independently and/or in association with, non-conventional and renewable power projects including but not limiting to wind, solar, hydro, biomass, geothermal, tidal, wave energy and to do all activities as may be considered necessary, desirable and expedient in that behalf including but not limiting to acquiring and developing land, setting-up and/or arranging for necessary infrastructure like development of site and other civil construction work, laying transmission lines, setting-up sub-stations, installation, erection, commissioning of independent power projects, marketing, buying, selling and dealing in power.

6. To carry on business of an electric, light & power company in all its branches, as general engineers, mechanical engineers, process engineers, precision engineers, electrical engineers, chemical engineers, constructional engineers, marine engineers, civil engineers, mechanical & public works and general contractors and to enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions including plants of all descriptions, factories, mills, refineries, pipelines, gas works, power plants, water works, water treatment plants, sewage treatment plants, flue gas desulfurization systems, solid waste management, HVAC systems, offsites, utilities and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and invest in or acquire interest in companies carrying on the above business."

[C] Alteration of existing Object Clause III(B):

The existing Clause III(B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE" be substituted by the new heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" and the new sub clause 1 to 38 of Clause III(B), a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company viz. www.technofabengineering.com, be approved and adopted in substitution, and to the entire exclusion, of the existing sub clause 1 to 18 of Clause III(B) of the MOA of the Company.

[D] The existing Clause III(C) titled "THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED" comprising of the existing sub clauses 1 to 51 be deleted.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and E-form for the purpose of giving effect to the aforesaid resolution with the Registrar of Companies, NCT of Delhi and Haryana and to settle all questions, difficulties and doubts that may arise in relation thereto."

ITEM NO. 2:

ALTERATION OF THE CLAUSE IV PERTAINING TO LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as Special Resolution through Postal Ballot

“RESOLVED THAT pursuant to Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorised Committee or individual Director) be and is hereby authorised to accept as it may deem fit AND THAT in connection of the foregoing, consent of the members of the Company be and is hereby accorded for deletion of the existing Clause IV i.e. Liability Clause and substitution with the following new Clause IV:

“The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and E-form for the purpose of giving effect to the aforesaid resolution with the Registrar of Companies, NCT of Delhi and Haryana and to settle all questions, difficulties and doubts that may arise in relation thereto.”

ITEM NO. 3:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as Special Resolution through Postal Ballot

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft clauses of the Articles of Association of the Company, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and E-form for the purpose of giving effect to the aforesaid resolution with the Registrar of Companies, NCT of Delhi and Haryana and to settle all questions, difficulties and doubts that may arise in relation thereto.”

ITEM NO. 4:

ISSUE OF NON CONVERTIBLE DEBENTURES/BONDS/FCCB UPTO AN AMOUNT OF RS. 85 CRORE

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as Special Resolution through Postal Ballot

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 framed there under including the applicable provisions of Securities and Exchange Board of India Act, 1992 including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also pursuant to the provisions of Foreign Exchange Management Act, 1999 including Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident Outside India) Regulation, 2000, Foreign Exchange Management (Borrowing and lending in Rupees) Regulations, 2000, Master Direction on External Commercial Borrowings as amended together with such other regulations, as may be applicable, (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and also in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities, if any, approval be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof whether constituted or to be constituted to exercise its powers including powers conferred by this Resolution) to offer(s) or invitation(s) to subscribe, issue and allot, secured and / or unsecured, whether through a public issue and/ or on a private placement basis, one or more following types of debt instruments/ securities (hereinafter referred to as “the Said Debt Securities”) or any combination thereof, in one or more series/tranches, aggregating upto Rs. 85 crores (Rupees Eighty Five Crores Only), whether rupee denominated or denominated in foreign currency, to any eligible person, including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors / Foreign Portfolio Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts or other persons or entities, whether shareholders of the Company or not:

- (i) Non-Convertible Debentures (NCD);
- (ii) Optionally Convertible Debentures (OCD);
- (iii) Fully Convertible Debentures (FCD);
- (iv) Partly Convertible Debentures (PCD);
- (v) Bonds of any kind and description; and
- (vi) Foreign Currency Convertible Bonds (FCCB).

RESOLVED FURTHER THAT the Said Debt Securities be offered, invited for subscription, issued and allotted during the period of 1 (one) year from the date of declaration of results of this postal ballot and e-voting on such terms and conditions, and at such times, and at par or at such premium, as the Board may, from time to time determine and consider proper and most beneficial to the Company including as to when the Said Debt Securities be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT in the event the Said Debt Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993 including any statutory modifications, re-

enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the Said Debt Securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of Securities of this nature.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its sole and absolute discretion deem necessary for the purpose of determining terms of issue of Said Debt Securities including the class of investors to whom the Said Debt Securities are to be issued, time, securities to be offered, the number of Said Debt Securities, tranches, issue price, tenor, interest rate, premium/discount and to settle all questions, difficulties and doubts that may arise in relation thereto."

ITEM NO. 5:

ISSUE OF COMMERCIAL PAPER UPTO AN AMOUNT OF RS. 15 CRORE

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as Special Resolution through Postal Ballot

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Regulations, 2014, Foreign Exchange Management Act, 1999, the Reserve Bank of India Act, 1934 (including any amendment, modification, variation or re-enactment thereof) Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issuance of Commercial Paper ("CPs") on a Private Placement Basis, with a view to augment the business of the Company, upto an amount not exceeding Rs. 15,00,00,000 (Rupees Fifteen Crore Only) under one or more disclosure documents, during the period commencing from the date of passing of this resolution until the conclusion of one year on such terms & Conditions as the Board may deem fit and appropriate for such series as the case may be.

RESOLVED FURTHER THAT the said limit of Rs. 15,00,00,000 (Rupees Fifteen Crore Only) shall be with in the overall borrowing limit approved by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its sole and absolute discretion deem necessary including of filing of return, documents and forms as may be required and to settle all questions, difficulties and doubts that may arise in relation thereto."

By order of the Board of Directors
For Technofab Engineering Limited

Suman Kumar Verma
Company Secretary
M. No. F7409

Date: 5 March 2018

Place: New Delhi

Explanatory Statement to the accompanying Notice [Pursuant to section 102 of the Companies Act, 2013]

ITEM NO. 1 & 2:

The existing Memorandum of Association (MOA) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects to be pursued by the Company on its incorporation and matters which are necessary for furtherance of the objects specified. Your Directors proposes to amend the existing MOA of the Company in line with the requirements of Section 4 of the Act. The following amendments are proposed in the Object Clause of MOA of the Company:

1. The Object Clause will now have two parts Clause III A & III B. Clause III A will be amended as - 'The Objects to be pursued by the Company on its incorporation' and Clause III B 'Matters which are necessary for furtherance of the Objects specified in Clause III A.
2. The existing objects clause deals with the scope of work, the Company has been carried out. However the Board of Directors desires to penetrate more into the category of work it is doing, by adding some additional clauses as detailed in the proposed resolution. Some more products like Motors, Actuators, Scrubbers, Fillers, Mixers, Chlorinators etc. are also added. The same can be conveniently carried out with the existing activities.
3. The headline of the existing Clause III B of the Object Clause of MOA be deleted and substituted as 'Matters which are necessary for furtherance of the objects specified in Clause III A with the substitution by new objects numbered from 1 to 38. The substitution of existing clauses in Clause IIIB by new objects are proposed with a view to enhance the scope of furtherance of the objects specified in Clause IIIA. Summary of key Changes in the Clause IIIB of MOA of the Company in terms of existing clauses vis a vis proposed new clauses are specified hereinbelow:

Clause Renumbered/ Amended/ Rephrased/ Restated

Existing Clause Number	New Clause Number	Existing Clause Number	New Clause Number	Existing Clause Number	New Clause Number
III B (1) & (14)	III B (7)	III B (7)	III B (35)	III B (13)	III B (2)
III B (2)	III B (13)	III B (8)	III B (23)	III B (15)	III B (36)
III B (3)	III B (27)	III B (9)	III B (28)	III B (16)	III B (37)
III B (4)	III B (33)	III B (10)	III B (12)	III B (17)	III B (38)
III B (5)	III B (16)	III B (11)	III B (11)	III B (18)	III B (4)
III B (6)	III B (34)	III B (12)	III B (32)		

This is to be noted that the rest of the clauses under Clause IIIB of MOA viz. Clause IIIB (1)-(6), (8)-(11), (14)-(15), (17)-(22), (24)-(26), (29)-(32) & (36)-(38) are newly inserted in order to enhance the scope of furtherance of the objects specified in Clause IIIA.

4. The existing objects specified in clauses from 1 to 51 of the Object Clause III C viz. "The Other Objects for which the Company is established" is proposed to be deleted in line with the requirements of the Act.

Further, in order to comply with the provisions of Sections 4(1)(d)(i) and 13 and other applicable provisions, if any, of the Act, the Company needs to alter the Liability Clause of MOA i.e. Clause IV. The proposed modification is carried out to comply with the requirements of the Act.

The MOA of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders.

A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) during normal business hours upto the date of passing resolution.

The Board of Directors accordingly recommends, in the interest of the Company, the Special Resolutions set out at Item Nos. 1 and 2 of the accompanying Postal Ballot Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolutions set out at item nos. 1 and 2 of the Postal Ballot Notice.

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

ITEM NO. 3

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 ("the Act").

As the substantive sections of the Companies Act, 2013 together with the rules thereon which deals with the general working of Companies has been notified and has become operational, several regulations of the existing AOA of the Company require alteration or deletions.

In view of the above, it is considered required to wholly replace the existing AOA by a new set of Articles.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the company by special resolution is required for the adoption of the New Articles to replace the existing AOA and accordingly, the approval of the shareholders is being sought for the adoption of the New Articles.

A copy of the proposed New Articles to be adopted are available for inspection by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting as specified elsewhere in this notice and is also available on the website of the Company at www.technofabengineering.com.

Summary of key Changes in the AOA of the Company in terms of existing clauses vis a vis proposed new clauses are specified hereinbelow:

Clauses Renumbered/ Amended/ Rephrased/ Restated/Newly Inserted/Deleted

Existing Clause Number	New Clause Number	Existing Clause Number	New Clause Number	Existing Clause Number	New Clause Number	Existing Clause Number	New Clause Number
4,3	3	60A	59	121	111	175	165
5	4	62, 63-67	58	122	112	176	166
6	5	-	60*	123	113	177	deleted
7	6	68	61	124	114	178	167
8	7	69	62	125	115	179	168
-	8*	70	63	126	116	180	169
9	9	71	64	127	117	181	Deleted
11	11	72	65	128	118	182	Deleted
12	12	73	66	129	119	183	170
14	14	74	67	130	120	184	171
15	15	75	68	131-132	121	185	172
16	Deleted	76	69	-	122*	186	173
17	16	77	70-71	133	123	187	174
18	17	78	72	134	124	188	175
19	Deleted	79	73	135	125	189	176
20	19	80	74	136	126	190	177
22	20	81	75	137	127	191	178
22A	21	82	76,77	138	128	192	179
23	22	83	80	139	129	193	180
24	23	-	78*	140	130	194	181
25	Deleted	84	81	141	131	195	182
26	24	85	79	142	132	196	Deleted
27	25	86	Deleted	143	133	197	183
28	26	87-89	82	144	134	198	184
29	27	90	83	145	135	199	185
30	28	91,92	Deleted	146	136	200	186
31	29	93	84	147	137	201	187
32	30	94	85	148	138	202	188

33	31	95	86	149	139	203	189
34	32	96	87	150	140	204	190
35	33	97	88	151	141	205	191
36	34	98	89	152	142	206	192
37	35	99	90	153	143	207	193
38	36	100	Deleted	154	144	208	194
39	37	101	91	155	145	209	195
40	38	102	92	156	146	-	196*
41	39	103	93	157	147	210	197
42	40	104	94	158	148	211	198
43	41	105	95	159	149	212	199
44	42	106	96	160	150	213	200
45	43	107	97	161	151	214	201
46	44	108	98	162	152	215	202
47	45	109	99	163	153	216	203
48	46	110	100	164	154	217	204
49	47	111	101	165	155	218	205
50	48	112	102	166	156	219,221	206
51	49	113	103	167	157	220	Deleted
52	50	114	104	168	158	222	207
53	51	115	105	169	159	223	208
54	52	116	106	170	160	224	209
55	54	117	107	171	161	225	210
57, 58	55	118	108	172	162	226	211
59	56	119	109	173	163	227	212
60,61	57	120	110	174	164	228	Deleted

***Newly Introduced**

The Board of Directors of the Company accordingly recommends, in the interest of the Company, the Resolution to be passed as a Special Resolution as set out in Item No. 3 of the accompanying Postal Notice for approval of the members.

None of the Directors including Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

ITEM NO. 4

The Company has a good value of order backlog and it is required to infuse fund to the working capital of the Company so that it may be used for the execution of the ongoing and future projects as well as for other general corporate purposes. In this connection, the Board of Directors of the Company proposes to raise fund by way of issue of one or more following types of debt instruments/ securities (hereinafter referred to as "the Said Debt Securities") aggregating upto Rs. 85 crores (Rupees Eighty Five Crores Only):

- (i) Non-Convertible Debentures (NCD);
- (ii) Optionally Convertible Debentures (OCD);
- (iii) Fully Convertible Debentures (FCD);
- (iv) Partly Convertible Debentures (PCD);
- (v) Bonds of any kind and description; and
- (vi) Foreign Currency Convertible Bonds (FCCB).

While no specific instrument(s) of Securities has been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company and such issue shall be subject to applicable provisions of Companies Act, 2013 and rules made there under from time to time, SEBI laws and rules and regulations made there under from time to time, Memorandum and Articles of Association of the Company and all other applicable laws and legislations.

Pursuant to the provisions of Sections 23, 42 and 71 of the Companies Act, 2013 and its rules framed there under, a company offering or making an invitation to subscribe the Said Debt Securities is required to obtain the prior approval of the shareholders by way of a Special Resolution.

In view of above, it would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements.

In this connection an authority from shareholders by way of passing Special Resolution is recommended by the Board of Directors.

None of the Directors including Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company accordingly recommends, in the interest of the Company, the Resolution to be passed as a Special Resolution as set out in Item No. 4 of the accompanying Postal Ballot Notice for approval of the members.

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

ITEM NO. 5

Section 42 and other applicable provisions, if any of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Regulations, 2014 prescribe the provisions subject to which a Company is allowed to issue Securities on Private Placement basis. Every Proposed offer of securities or invitation to subscribe securities on private placement basis requires prior approval of members of the Company by way of Special Resolution.

The Company has proposed the borrowing through the issue of Commercial Papers ("CPs") on Private Placement basis, upto an amount not exceeding Rs. 15,00,00,000 (Rupees Fifteen Crore Only). The Said limit shall be within Section 180(1)(C) of the Companies Act, 2013.

The pricing of CPs primarily depend upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors.

None of the Directors including Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company accordingly recommends, in the interest of the Company, the Resolution to be passed as a Special Resolution as set out in Item No. 5 of the accompanying Postal Ballot Notice for approval of the members.

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

Notes:

1. The Explanatory Statement as required under Section 102 of the Act stating all the material facts and the reasons for the proposal is already annexed hereto and forms part of the Notice.
2. The Notice is being sent to all the members by email/ registered post whose names appear in the Register of members/ list of Beneficial Owners as received from the National Securities Depository Services Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent as at 23 February 2018, at their respective registered/ last known address. The Notice will be displayed on the website of the Company (www.technofabengineering.com).
3. Members have the option either to vote through the e-voting process or through the postal ballot form.
4. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members who have received the postal ballot notice by e-mail and who wish to vote through Postal Ballot Form, can download the Postal Ballot Form from the Company's website (www.technofabengineering.com) or seek duplicate postal ballot form from the Company.
5. As a part of Green Initiative, soft copy of the postal ballot notice 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.
6. 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. and also on the website of the Company viz. www.technofabengineering.com up to the date of the passing resolution. 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
7. 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.

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. 23 February 2018 only shall be entitled to avail the facility of remote e-voting as well as voting by way of physical Postal Ballot.
- IV. The result shall be declared on or before 6 April 2018.
- V. The members who have cast their vote by remote e-voting 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 including voting by physical Postal Ballot.
- 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 Monday, 6 March 2018
End of remote e-voting	05:00 p.m. (IST) on Wednesday, 4 April 2018

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. 23 February 2018 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](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.

Tel No.: +91-129-2270202, Fax No.: +91-129-2270201

Postal Ballot Form

(pursuant to Section 109 (5) of the Companies Act, 2013 and rule 21 (1)(c) of the Companies
 (Management and Administration) Rules, 2014)

ENV No.

1. Name of Shareholder :
2. Registered address of the sole/ :
first named shareholders
3. Name of the joint holder(s), if any :
4. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialized form)
5. Number of shares held as on cut-off date :

I/ We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated 5 March 2018 by conveying my/our assent or dissent to the said Special Resolutions, by way of placing tick (✓) mark at the appropriate box below:

Item No.	Brief Description of the Special Resolutions	No. of Shares	I assent to the Resolution (For)	I dissent to the Resolution (Against)
1.	ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION			
2.	ALTERATION OF THE CLAUSE IV PERTAINING TO LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION			
3.	ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY			
4.	ISSUE OF DEBENTURES/BONDS/FCCB UPTO AN AMOUNT OF RS. 85 CRORE			
5.	ISSUE OF COMMERCIAL PAPER UPTO AN AMOUNT OF RS. 15 CRORE			

Date:

Place:

Signature of the member

Electronic Voting Particulars

Electronic Voting Sequence Number (EVSN)	USER ID	Sequence Number
180228001		

- Last date for receipt of duly completed postal ballot form is 4th April 2018
- Member opting for E-Voting instead of voting through physical Postal Ballot may access weblink <https://www.evotingindia.com>
- Commencement of E-Voting: 9:00 AM (IST), 6 March 2018 & End of E-Voting: 5:00 PM (IST), 4 April 2018

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other Form or photocopy thereof is permitted) and send to the Scrutinizer, Mr. Naresh Verma, a Practicing Company Secretary, in the attached pre-paid, self-addressed business reply envelope. However, envelope containing Postal Ballot Form(s), if deposited in person or sent by courier or Registered / Speed Post at the expense of the Shareholder will also be accepted.
2. Members are requested to read "SHAREHOLDER INSTRUCTIONS FOR E-VOTING" in the Postal Ballot Notice in case he opts for e-voting.
3. The Scrutinizer will collate the votes downloaded from e-voting system and votes received through physical Postal Ballot to declare the final results for the resolutions placed for voting by the Company and the result will be declared on or before 6 April 2018.
4. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants). In case of joint-holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot. The postal Ballot cannot be exercised by a proxy.
5. The consent must be accorded by recording the assent in the Column "ASSENT" and dissent in the Column "DISSENT" by placing a tick (✓) mark in the appropriate column in the Postal Ballot Form. The ASSENT or DISSENT received in any other form shall not be considered valid.
6. Duly completed Postal Ballot Form should reach the Company not later than 4th April 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
7. There will be only one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holder(s).
8. In case of Shares held by Companies, Trusts Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories.
9. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. Wednesday, 4 April 2018.
10. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Shareholder as on Friday, the 23rd February 2018.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
13. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable medium(s) like Pencil. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
14. Any query in relation to the Resolution proposed to be passed by Postal Ballot including e-voting may be addressed to Mr. Suman Kumar Verma-Company Secretary & Compliance Officer, at the registered office of the Company.