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TECHNOFAB ENGINEERING LIMITED

Date: 7 April 2017

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

**The BSE Limited
15th Floor, Phiroze Jeejeeboy Towers
Dalal Street
Mumbai – 400001
Security Code: 533216**

**Subject: Declaration of Result of Postal Ballot as per Regulation 44 of SEBI (LODR)
Regulation, 2015 and submission of Scrutinizer's Report**

Dear Sir/Madam,

We have completed our postal ballot process for obtaining shareholders' approval by way of special resolution with respect to item specified in the postal ballot notice dated 7th March 2017.

The Scrutinizer's Report on e-voting and postal ballot was received on 7th April 2017, on the basis of which Mr. Arjun Gupta, Whole-time Director of the Company announced the result of passing the resolution by requisite majority. The resolution is deemed to be passed on 7th April 2017.

In this regard, please find enclosed the result as declared by the Chairman along with the Scrutinizer Report on e-voting and Postal Ballot and Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

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

**Thanking you,
Yours Faithfully
For Technofab Engineering Limited**

**Nakul Gupta
Whole-time Director**

Encl. As Above



Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

Postal ballot results

Date of declaration of results: 7th April 2017

Date of the AGM/EGM (Passing of Resolution through Postal Ballot)	7 th April 2017
Total number of shareholders on record date	6,200
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Agenda- wise disclosure (to be disclosed separately for each agenda item)



Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5058026	5058026	100%	5058026	0	100 %	0%
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5058026	5058026	100%	5058026	0	100%	0%
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	690387	690387	100%	689737	650	99.90%	0.10%
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	1039944	1039944	100%	1039944	0	100%	0%
	Total	1730331	1730331	100%	1729681	650	99.96	0.04
Total		6788357	6788357	100%	6787707	650	99.99	0.01



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

To,

**The Chairman,
Technofab Engineering Limited
507, Eros Apartments
56 Nehru Place
New Delhi-110019**

Sub: Scrutinizer's Report on the Postal Ballot including e-voting pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Naresh Verma, Proprietor of M/s Naresh Verma & Associates, Company Secretaries, Delhi appointed as Scrutinizer by the Board of Directors of **Technofab Engineering Limited** (the company) for the purpose of scrutinizing voting by postal ballots and by electronic means to ascertain the requisite majority in accordance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof in respect of the resolutions contained in the notice dated March 7, 2017.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through postal ballot, e-voting, by the shareholders on the resolutions proposed in the Notice of the Postal ballot dated March 7, 2017 is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballots is conducted in fair and transparent manner and render Scrutinizers report of the total votes cast in 'favour' or 'against', if any, to the Chairman on the resolutions based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), and the report of physical ballots received.

Further to above, I submit my report as under:

- a. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of Company. The Company has uploaded all



the items of business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their vote through e-voting.

- b. The notice dated March 7, 2017 along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to all the shareholders by email/ courier whose names appeared in the Register of members/ list of beneficial owners as at March 3, 2017 at their respective registered/ last known address alongwith postal ballot form, self-addressed postage pre-paid envelope and detailed e-voting procedure to enable the shareholders to cast their vote by postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- a. The shareholders of the company holding shares as on the "cut-off" date i.e. March 3, 2017, were entitled to vote on the proposed resolutions as stated in the Item no. 1 in the notice of postal ballot dated March 7, 2017.
- b. The voting by postal ballot / e-voting commenced from Thursday, March 9, 2017 (9.00 A.M) till Friday, April 7, 2017 (5:00 P.M) and the CDSL e-voting platform was blocked thereafter.
- c. After the time fixed for closure of e-voting expired i.e. 5.00 P.M on April 7, 2017, an electronic report of the e-voting was generated by me in presence of two witnessess (who are not in the employment of the company) by accessing the data available on the website of Central Depository Services (India) Limited i.e. www.evotingindia.com. Data regarding the e-voting was diligently scrutinized.
- d. The Physical Postal Ballots, received till 5.00 p.m. on April 7, 2017, were diligently scrutinized and reconciled with the records maintained by the company through M/s Link Intime India Private Limited, the Registrar and transfer Agents of the Company and the authorizations lodged with Company.
- e. The result of the scrutiny of the above voting by physical postal ballot and E-voting in respect of the resolutions contained in the Notice dated March 7, 2017 is as stated hereunder :



Special Business

Item No. 1 (Special Resolution)

To approve Re-appointment of Mr. Avinash C Gupta as Managing Director of the Company for a period of 3 years w.e.f. 1st April 2017 including remuneration payable to him.

i) Voted in favour of the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
Physical	3	1039944	15.32
Electronic (e- voting)	35	5747763	84.67
Total	38	6787707	99.99

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in favour of resolution	% of total number of valid votes cast
Physical	0	0	0
Electronic (e- voting)	1	650	0.01
Total	1	650	0

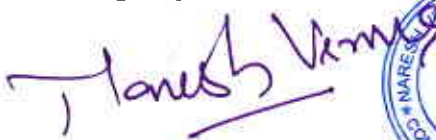
iii) Invalid / Abstain Votes

Postal Ballot Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Physical	0	0
Electronic (e- voting)	0	0
Total	0	0



- f. The postal ballot papers and all other relevant records will be handed over to the Company Secretary- Mr. Suman Kumar Verma, authorised by the Board for safe keeping the same, after the result is declared by the Chairman and Minutes thereof is duly signed.
- g. You may accordingly declare the result of voting by postal ballot and e-voting.
- h. The register to record the assent or dissent received has been maintained electronically. It contains the particulars of name, address, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the company; hence there is no requirement of maintaining of the list of the shareholders with differential voting rights.

For **NARESH VERMA & ASSOCIATES**
Company Secretaries



NARESH VERMA
FCS: 5403
CP: 4424

Date: 07.04.2017
Place: Delhi