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TECHNOFAB
ENGINEERING LIMITED

**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 5th March 2018.

The Scrutinizer's Report on e-voting and postal ballot was received on 5th April 2018, on the basis of which the result of passing the resolutions by requisite majority were announced. The resolution is deemed to be passed on 5th April 2018.

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.

Yours Faithfully
For Technofab Engineering Limited

Suman Kumar Verma
Company Secretary



Date: 06.04.2018

Place: Faridabad

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: 5th April 2018

Date of the AGM/EGM- (Passing of Resolutions through Postal Ballot)	5 th April 2018
Total number of shareholders on record date	6314
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.



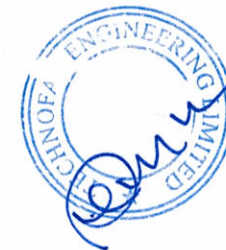
Agenda- 1: Alteration of the Object Clause of Memorandum of Association

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	4754553	100%	4754553	-	100%	0%
	Poll		-	-	N.A.	-	-	-
	Postal Ballot (if applicable)		303473	100%	303473	-	100%	0%
	Total		5058026	100%	5058026	-	100%	0%
Public- Institutions	E-Voting	519356	0	0%	-	-	-	-
	Poll		0	0%	-	-	-	-
	Postal Ballot (if applicable)		0	0%	-	-	-	-
	Total		0	0%	-	-	-	-
Public- Non Institutions	E-Voting	4912618	161675	3.29%	161634	41	99.97%	0.03%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		161675	3.29%	161634	41	99.97%	0.03%
Total		10490000	5219701	49.76%	5219660	41	99.99%	0.01%



Agenda- 2: Alteration of the Clause IV pertaining to Liability Clause of Memorandum of Association

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	4754553	100%	4754553	0	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		303473	100%	303473	0	100%	0%
	Total		5058026	100%	5058026	0	100%	0%
Public- Institutions	E-Voting	519356	0	0%	-	-	-	-
	Poll		0	0%	-	-	-	-
	Postal Ballot (if applicable)		0	0%	-	-	-	-
	Total		0	0%	-	-	-	-
Public- Non Institutions	E-Voting	4912618	161675	3.29%	161634	41	99.97%	0.03%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		161675	3.29%	161634	41	99.97%	0.03%
Total		10490000	5219701	49.76%	5219660	41	99.99%	0.01%



Agenda- 3: Adoption of New Set of Articles of Association of the Company

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	4754553	100%	4754553	0	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		303473	100%	303473	0	100%	0%
	Total		5058026	100%	5058026	0	100%	0%
Public- Institutions	E-Voting	519356	0	0%	-	-	-	-
	Poll		0	0%	-	-	-	-
	Postal Ballot (if applicable)		0	0%	-	-	-	-
	Total		0	0%	-	-	-	-
Public- Non Institutions	E-Voting	4912618	161675	3.29%	161675	-	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		161675	3.29%	161675	-	100%	0%
Total		10490000	5219701	49.76%	5219701	-	100%	0%



Agenda- 4: Issue of Debentures/Bonds/FCCB upto an amount of Rs. 85 Crore

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	4754553	100%	4754553	0	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		303473	100%	303473	0	100%	0%
	Total		5058026	100%	5058026	0	100%	0%
Public-Institutions	E-Voting	519356	0	0%	-	-	-	-
	Poll		0	0%	-	-	-	-
	Postal Ballot (if applicable)		0	0%	-	-	-	-
	Total		0	0%	-	-	-	-
Public- Non Institutions	E-Voting	4912618	161675	3.29%	161675	-	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		161675	3.29%	161675	-	100%	0%
Total		10490000	5219701	49.76%	5219701	-	100%	0%



Agenda- 5: Issue of Commercial Paper upto an amount of Rs. 15 Crore

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	4754553	100%	4754553	0	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		303473	100%	303473	0	100%	0%
	Total		5058026	100%	5058026	0	100%	0%
Public- Institutions	E-Voting	519356	0	0%	-	-	-	-
	Poll		0	0%	-	-	-	-
	Postal Ballot (if applicable)		0	0%	-	-	-	-
	Total		0	0%	-	-	-	-
Public- Non Institutions	E-Voting	4912618	161675	3.29%	161675	-	100%	0%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		161675	3.29%	161675	-	100%	0%
Total		10490000	5219701	49.76%	5219701	-	100%	0%





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 ballot send 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 5, 2018.

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 5, 2018 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 5, 2018 alongwith 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 February 23, 2018 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. February 23, 2018, were entitled to vote on the proposed resolutions as stated in the Item no. 1 to 5 in the notice of postal ballot dated March 5, 2018.
- b) The voting by postal ballot / e-voting commenced from Tuesday, March 6, 2018 (9.00 A.M) till Wednesday, April 4, 2018 (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 4, 2018, an electronic report of the e-voting was generated by me 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 4, 2018, 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 5, 2018 is as stated hereunder :

Special Business

Item No. 1 (Special Resolution)

Alteration of the object clause of Memorandum of Association.

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	303473	5.81
Electronic (e- voting)	32	4916187	94.18
Total	35	5219660	99.99



ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast against the resolution	% of total number of valid votes cast
Physical	0	0	0
Electronic (e- voting)	1	41	0.01
Total	1	41	0.01

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

Item No. 2 (Special Resolution)

Alteration of the clause IV pertaining to Liability Clause of Memorandum of Association.

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	303473	5.81
Electronic (e- voting)	32	4916187	94.18
Total	35	5219660	99.99

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in against of resolution	% of total number of valid votes cast
Physical	0	0	0
Electronic (e- voting)	1	41	0.01
Total	1	41	0.01



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

Item No. 3 (Special Resolution)

Adoption of new set of articles of association of the company.

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	303473	5.81
Electronic (e- voting)	33	4916228	94.19
Total	36	5219701	100

ii) Voted against the resolution

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

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



Item No. 4 (Special Resolution)

Issue of Debentures/Bonds/FCCB upto an amount of Rs. 85 Crore.

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	303473	5.81
Electronic (e- voting)	33	4916228	94.19
Total	36	5219701	100

ii) Voted against the resolution

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



Item No. 5 (Special Resolution)

Issue of Commercial Paper up to an amount of Rs. 15 Crore.

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	303473	5.81
Electronic (e- voting)	33	4916228	94.19
Total	36	5219701	100

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in against of resolution	% of total number of valid votes cast
Physical	0	0	0
Electronic (e- voting)	0	0	0
Total	0	0	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: 05.04.2018
Place: Delhi