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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: Voting Results of 49th Annual General Meeting of the Company pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendment thereto, please find enclosed herewith the voting results in the prescribed format with respect to the business transacted at the 49th Annual General Meeting of the Company held on 18th March 2021 at 11:00 A.M. through video conferencing and other audio visual means along with Scrutinizers Report dated 19 March 2021 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

In view of above, following resolutions viz. Resolution No. 1 & 2 contained in the Notice 49th AGM have been passed with requisite majority:

Resolution 1 Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with Board of Directors and Auditors' Report thereon.

Resolution 2 Re-appointment of Mr. Arjun Gupta (DIN: 00012092) as Director, who retires by rotation and being eligible, seeks re-appointment.

However following Resolution No. 3 contained in the Said Notice couldn't be passed as the votes cast against the Resolution was more than votes cast in favour of the Resolution:

Resolution 3 Reclassification of status of some promoters shareholding into public shareholding

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: 19.03.2021

Place: Faridabad

Encl. As Above

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SURESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near NirmanVihar Metro Station,
Laxmi Nagar, Delhi-110092

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FORM NO. MGT.13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman

49th Annual General Meeting (AGM) of the Equity Shareholders of
M/s Technofab Engineering Limited held on March 18, 2021 at 11.00 a.m.
through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

1. I, Suresh Gupta, Practicing Company Secretary of M/s Suresh Gupta & Associates, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of **Technofab Engineering Limited** ("the Company") for the purpose of conducting the process of remote e-voting and e-voting during the Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") on the resolutions contained in the Notice of the 49th AGM of the members of the Company, held on Thursday, the 18th day of March, 2021 at 11:00 a.m. through video conferencing ("VC")/other Audio Visual Means ("OAVM"), in accordance with the General Circulars No. 20/2020 dated 5th May, 2020, No. 14/2020 dated 8th April, 2020 and No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs and SEBI Circular dated 12th May, 2020.
2. The Notice of the AGM along with the Annual Report 2019-20 was dispatched on 24th February, 2021 through electronic mode only to all those Members whose e-mail addresses were registered with the Company, Link Intime India Pvt. Ltd (RTA) and Depositories viz., National Securities Depository Limited ("NSDL"). The Notice of the AGM was made available on the website of the Company, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and also on the website of NSDL, the authorized agency appointed for providing VC/OAVM facility and electronic voting platform for remote e-voting and e-voting during the AGM.
3. An advertisement was also published in all India editions of Pioneer (English & Hindi) on 26th February 2021, specifying the date and time of the AGM, availability of the notice of AGM on the websites of the Company, Stock Exchanges etc., manner of voting through electronic mode etc.

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4. The management of the Company is responsible to ensure the compliance with requirements of the Act and the Rules relating to voting through electronic means (which includes remote e-voting and e-voting during the AGM) on the resolutions contained in the Notice of the 49th AGM of the Company.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the reports generated from the electronic voting system provided by NSDL.

My responsibility as a Scrutinizer for the remote e-voting is restricted to prepare consolidated Scrutinizer's Report of the vote cast in favour or against the resolutions.

5. Further to the above, we submit our report asunder:-

- i) The Members of the Company as on the "cut-off" date i.e. March 11, 2021, were entitled to vote on the resolutions as set out in the Notice of 49th AGM of the Company.
- ii) The remote e-voting period commenced at 9.00 a.m. (IST) on Monday, the 15th day of March 2021 and ended at 5.00 p.m. (IST) on Wednesday, the 17th day of March, 2021.
- iii) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held, but not the manner in which they had voted.
- iv) After going through the detail of members who had cast their votes through remote e-voting, such as their names, folios, number of shares held, downloaded from the e-voting module of Link Intime India Pvt. Ltd (RTA), we have ensured that members who have cast their votes through remote e-voting have not voted again at the AGM.
- v) The votes cast through remote e-voting and e-voting during the AGM were unblocked on completion of e-voting at the AGM on 18th March, 2021 in the presence of two witnesses, who are not in the employment of the Company.
- vi) The votes received electronically (remote e-voting and e-voting at the AGM) were duly scrutinized and the shareholding was reconciled with the Register of Members/List of Beneficial Owners of the Company as on March 11, 2021. Based on the reports generated from NSDL e-voting system, the consolidated results of voting on all items of the business, as set out in the notice of AGM, is enclosed herewith as **Annexure-I**, which forms part of this report.

Based on the aforesaid results, I report that Resolution No. 1 (One) & 2 (two) out of the 3 (three) proposed resolutions contained in the notice of 49th AGM of the Company have been **passed with the requisite majority. However Resolution No. 3 (Three) could not be passed as the number of votes cast against the Resolution No. 3 was more than the number of votes cast in favour of the Said Resolution No. 3 (More particularly detailed in Annexure-I).**

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6. I, along with SEBI, BSE, NSE, NSDL & Company, have received grievances from three shareholders which, among other things, includes questioning the functionality of the NSDL E-voting Portal, they could not attend, participate as speaker and exercise their voting power. In this connection, I as a Scrutinizer wish to mention that non-functioning of NSDL E-voting portal along with other issues are beyond my control. My report has been prepared on the basis of e-voting report appearing on the NSDL E-Voting Portal only.
7. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approve and signs the minutes of the 49th AGM and same shall be handed over thereafter to the Company Secretary for safe keeping,

Thanking you,

Yours Faithfully,
Suresh Gupta & Associates
Company Secretaries



Suresh Gupta
(Scrutinizer)
FCS : 5660, C.P. No : 5204
UDIN: F005660B004108594
Peer Review Cert. No. 740/2020

Date : March 19, 2021
Place: Delhi

TECHNOFAB ENGINEERING LIMITED

Annexure-1

Ordinary Business

Resolution No. 1: Ordinary Resolution

Adoption of (a) Audited Financial Statements, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March, 2020 and (b) Audited Consolidated Financial Statements and Report of Auditors for the year ended 31st March, 2020.

	Remote E-voting		Voting at the AGM		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	34	4137471	4	484229	38	4621700	99.99%
Voted against the resolution	9	308	0	0	9	308	0.01%
Invalid Votes	0	0	0	0	0	0	

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 1 of the Notice dated February 22, 2021, has been passed with requisite majority.

Ordinary Business

Resolution No. 2: Ordinary Resolution

To Re-appoint Mr. Arjun Gupta (DIN: 00012092) as a director liable to retire by rotation and, being eligible, offers himself for re-appointment

	Remote E-voting		Voting at the AGM		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	27	11620	4	484229	31	495849	99.94%
Voted against the resolution	9	308	0	0	9	308	0.06%
Invalid Votes*	7	4125851	0	0	7	4125851	

* Promoter/ Promoter Group as interested

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 2 of the Notice dated February 22, 2021, has been passed with requisite majority.

Special Business

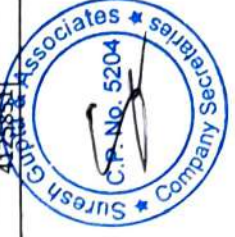
Resolution No. 3: Ordinary Resolution

Reclassification of Status of Promoters Shareholding into Public shareholding

	Remote E-voting		Voting at the AGM		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	28	11621	2	104229	30	115850	23.35%
Voted against the resolution	8	307	2	380000	10	380307	76.65%
Invalid Votes*	7	4125851	0	0	7	4125851	

* Promoter/ Promoter Group as interested

Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 3 of the Notice dated February 22, 2021, has not been passed.



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General information about company

Scrip code	533216
NSE Symbol	TECHNOFAB
MSEI Symbol	NOTLISTED
ISIN	INE509K01011
Name of the company	TECHNOFAB ENGINEERING LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-03-2021
Start time of the meeting	11:00 AM
End time of the meeting	11:20 AM

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Scrutinizer Details

Name of the Scrutinizer	533216
Firms Name	Suresh Gupta & Associates
Qualification	CS
Membership Number	F5660
Date of Board Meeting in which appointed	11-02-2021
Date of Issuance of Report to the company	19-03-2021

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Voting results	
Record date	11-03-2021
Total number of shareholders on record date	6402
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	30
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of (a) Audited Financial Statements, Reports of the Board of Directors and Auditors of the Company for the year ended 31st March, 2020 and (b) Audited Consolidated Financial Statements and Report of Auditors for the year ended 31st March, 2020				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5058026	4125851	81.5704	4125851	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	5058026	4125851	81.5704	4125851	0	100.0000	0.0000
Public- Institutions	E-Voting	519255	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	519255	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4912719	496157	10.0994	495849	308	99.9379	0.0621
	Poll							
	Postal Ballot (if applicable)							
	Total	4912719	496157	10.0994	495849	308	99.9379	0.0621
Total		10490000	4622008	44.0611	4621700	308	99.9933	0.0067
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes

Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Re-appoint Mr. Arjun Gupta (DIN: 00012092) as a director liable to retire by rotation and, being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5058026	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5058026	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	519255	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	519255	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4912719	496157	10.0994	495849	308	99.9379	0.0621
	Poll							
	Postal Ballot (if applicable)							
	Total	4912719	496157	10.0994	495849	308	99.9379	0.0621
Total		10490000	496157	4.7298	495849	308	99.9379	0.0621
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes

Promoter and Promoter Group	4125851
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reclassification of Status of Promoters Shareholding into Public shareholding				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5058026	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5058026	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	519255	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	519255	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4912719	496157	10.0994	115850	380307	23.3495	76.6505
	Poll							
	Postal Ballot (if applicable)							
	Total	4912719	496157	10.0994	115850	380307	23.3495	76.6505
Total		10490000	496157	4.7298	115850	380307	23.3495	76.6505
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes

Promoter and Promoter Group	4125851
Public Insitutions	
Public - Non Insitutions	