

REGISTERED OFFICE
913, Hemkunt Chambers, 89 Nehru Place
New Delhi – 110019, India
Tel : +91-11-26411931, 26415961
Fax : +91-11-26221521
Email : info@technofabengineering.com
CIN : L74210DL1971PLC005712



TECHNOFAB ENGINEERING LIMITED

January 24, 2019

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: Postal Ballot Notice-Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Further to our letter dated January 15, 2019, informing the Stock Exchange about the decision of the Board to carry out Postal Ballot Process for obtaining approval of shareholders to the change in designation of Managing Director and Whole-time Director, we hereby enclose a copy of the Postal Ballot Notice and Postal Ballot Form.

The Postal Ballot Notice, along with other documents as required, is being sent to Members whose names appear in the Register of Members/ Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited as on January 18, 2019 (Cut-off date), seeking approval of the members by way of special resolutions (2 nos.) for the abovementioned Change in Designation as set out in the enclosed Postal Ballot Notice.

The Company has engaged the services of CDSL for purpose of providing e-voting facility to all its Members. The voting through postal ballot and through e-voting will commence from Friday, January 25, 2019 (9:00 A.M. IST) and shall end on Saturday, February 23, 2019 (5:00 P.M. IST). The Result of the aforementioned Postal Ballot Process shall be declared on Monday, February 25, 2019 (2:30 P.M. IST).

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

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

Suman Kumar Verma
Company Secretary
M. No. F7409

Registered office:

913, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019, India
Tel No. : +91-11-26411931, Fax No. : +91-1126221521

Corporate office:

Plot 5, Sector-27C, Mathura Road, Faridabad-121003 Haryana, India
E-mail : cs@technofabengineering.com
Website : www.technofabengineering.com
CIN : L74210DL1971PLC005712

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof), Secretarial Standard-2 (the "SS-2") and other applicable provisions, if any, that the resolutions mentioned under Item Nos. 1 & 2 of the Notice for the purpose mentioned below are proposed to be passed by way of Special Resolutions through Postal Ballot which includes E-voting:

- (i) Change in designation of existing Managing Director to Chairman & Whole-time Director;
- (ii) Change in designation of existing Whole-time Director to Managing Director.

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 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 108 of the Act read with the Rules, 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. Suresh Kumar Gupta of Suresh Gupta & Associates Company Secretaries (Practising 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 23rd day of February 2019.

In respect of shareholders opting for e-voting mode as above, they should cast their vote online from 9:00 a.m. on Friday, the 25th day of January 2019 till 5:00 p.m. on Saturday, the 23rd day of February 2019 as per the instructions provided in Postal Ballot Form.

Your assent / dissent received after 23rd day of February 2019 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 Postal Ballot notice & Postal Ballot form is available on Website viz. www.technofabengineering.com

The result of the Postal ballot shall be announced at 2:30 P.M. on Monday, the 25th day of February 2019 at the Corporate 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:

CHANGE IN DESIGNATION OF EXISTING MANAGING DIRECTOR TO CHAIRMAN & WHOLE TIME DIRECTOR

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 in continuance of earlier resolution (s) passed in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such other consent(s)/approval(s) as may be required, approval of the members be and is hereby accorded for change in designation of Mr. Avinash Chander Gupta (DIN 00012077), who is of the age of 78 years, from "Managing Director" to "Chairman & Whole

Time Director", liable to retire by rotation with effect of 15 January 2019, for the remaining period of his tenure i.e. upto 31 March 2020 on the other existing terms and conditions of his appointment including remuneration as set out below:

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

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

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

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

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

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

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

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

ITEM NO. 2:

CHANGE IN DESIGNATION OF EXISTING WHOLE-TIME DIRECTOR TO MANAGING DIRECTOR

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 in continuance of earlier resolution (s) passed in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such other consent(s)/approval(s) as may be required approval of the members be and is hereby accorded for change in designation of Mr. Arjun Gupta (DIN 00012092) from "Whole-time Director" to "Managing Director", liable to retire by rotation with effect of 15 January 2019, for the remaining period of his tenure i.e. upto 31 March 2020 on the other existing terms and conditions of his appointment including remuneration as set out below:

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

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

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

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

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

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

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

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

By order of the Board of Directors
For Technofab Engineering Limited

Sd/-
Suman Kumar Verma
Company Secretary
M. No. F7409

Date: 21 January 2019
Place: New Delhi

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

ITEM NO. 1:

The appointment of Mr. Avinash Chander Gupta as Managing Director of the Company for a period of 3 years w.e.f. 1st April 2017 at the existing terms & conditions including remuneration was approved in the Annual General Meeting held on 29 September 2017.

However in order to facilitate operational convenience, the Board, on the recommendation of Nomination and Remuneration Committee, decided to re-organize the Board in line with the succession plan of the Company by way of changing the designation of Mr. Avinash Chander Gupta from Managing Director to Chairman & Whole-Time Director of the Company w.e.f. 15 January, 2019 for his remaining tenure i.e. upto 31 March 2020, subject to share holders approval. However there is no change in the existing terms & conditions including remuneration and the same is mentioned in the resolution in item no. 1. The terms & conditions including remuneration are in compliance with Schedule V (Revised) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, herein after referred to as the "Act") including the norms laid down in Sections 196, 197 & other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Avinash Chander Gupta himself and his son Mr. Arjun Gupta including their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 1 above for approval of the Members by way of Special Resolution.

ITEM NO. 2

The appointment of Mr. Arjun Gupta as Whole-time Director of the Company for a period of 3 years w.e.f. 1st April 2017 at the existing terms & conditions including remuneration was approved in the Annual General Meeting held on 29 September 2017.

However in order to facilitate operational convenience, the Board, on the recommendation of Nomination and Remuneration Committee, decided to re-organize the Board in line with the succession plan of the Company by way of changing the designation of Mr. Arjun Gupta from Whole-time Director to Managing Director of the Company for his remaining tenure i.e. upto 31 March 2020, subject to share holders approval. However there is no change in the existing terms & conditions including remuneration and the same is mentioned in the resolution in item no. 2. The terms & conditions including remuneration are in compliance with Schedule V (Revised) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, herein after referred to as the "Act") including the norms laid down in Sections 196, 197 & other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In pursuance of the provisions of Section 203(3) of Companies Act, 2013, the appointment of Mr. Arjun Gupta is made by the Board with unanimous consent and also notice of that meeting was given to all the Directors of the Company in view of his position as Managing Director in a Private Company named Techfab Systems Private Limited.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Arjun Gupta himself and his father Mr. Avinash Chander Gupta including their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 2 above for approval of the Members by way of Special Resolution.

ANNEXURE-I TO THE NOTICE

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

1. Nature of Industry	The Company is in Construction & Engineering Industry		
2. Date or expected date of commencement of production	Company was established in the year 1971 and since then had already been doing commercial operations.		
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus.	Not Applicable		
4. Financial Performance	Particulars	31.03.2018 (Rs. in Million)	31.03.2017 (Rs. in Million)
	Turnover	4348	4022
	PBT	209.33	142.45
	PAT	135.50	89.01
5. Export Performance and Non Forex Collaborations.	Foreign Exchange Earnings	1263	950
	Foreign Exchange Outgo	504	509
6. Foreign Investments or collaborators, if any	Not Applicable		

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

Name	Avinash C Gupta	Arjun Gupta
Background details	Mr. Avinash C Gupta aged about 78 years has been associated with the Company since incorporation and was re-appointed as Chairman & Managing Director of the Company w.e.f. 1 April 2017 for the period of three years. He is Bachelor of Science and holds more than 58 years experience in the field of Engineering & Construction business. The Board places on record the valuable guidance, support and advice extended by Mr. Avinash C Gupta during his tenure as Director. He is founder Director & Promoter of the Company.	Mr. Arjun Gupta aged about 48 years has been associated with the Company since 1993 and was re-appointed as Whole-time Director of the Company w.e.f. 1 April 2017 for the period of three years. He is an Engineering Graduate (USA) and holds more than 25 years experience in the field of Engineering & Construction business. The Board places on record the valuable guidance, support and advice extended by Mr. Arjun Gupta during his tenure as Director.
Date of Birth	26/10/1940	07/08/1970
Qualification	Bachelor of Science	Bachelor of Engineering (USA)
Past Remuneration	Rs.2.00 crore in FY 2018	Rs.1.70 crore in FY 2018

Name	Avinash C Gupta			Arjun Gupta		
Recognition or awards	NIL			NIL		
Job Profile/ Experience in Specific Functional Area and his suitability	Mr. Avinash C Gupta has been responsible for entire affairs of the Company			Mr. Arjun Gupta has been responsible for execution of Turnkey Projects both in India and abroad and has now be entrusted with the substantial power of management of the affairs of the Company.		
Remuneration Proposed	As per proposed resolution.			As per proposed resolution.		
Comparative remuneration profile to industry, size of the Company, profile of the position and person	Commensurate with the size and the operations of the Company the profile of the appointees, the responsibilities shouldered on them and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.			Commensurate with the size and the operations of the Company the profile of the appointees, the responsibilities shouldered on them and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.		
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any.	Save and except Mr. Arjun Gupta being relative, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 to 2.			Save and except Mr. Avinash C Gupta being relative, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 to 2.		
Relationship with other Directors	Mr. Avinash C Gupta is father of Mr. Arjun Gupta.			Mr. Arjun Gupta is son of Mr. Avinash C Gupta.		
Directorship in other listed companies	Nil			Nil		
Directorship in other unlisted companies	Sr. No.	Name	Designation	Sr. No.	Name	Designation
	1.	Bakool Venture Private Limited	Director	1.	Techfab Systems Private Limited	Managing Director
				2.	Wrap Art & Design Private Limited	Director
				3.	Bakool Venture Private Limited	Director
No. of Shares held in the Company	3313096 Equity Shares of Rs. 10 each			432872 Equity Shares of Rs.10 each		

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 18 January 2019, 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 and if one votes both by post and E-voting his vote by post shall be treated as invalid.
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. 18 January 2019 shall only 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 at 2:30 P.M. on Monday, the 25th day of February 2019.
- V. The members who have casted their vote by remote e-voting shall not be entitled to cast their vote again.
- VI. The Board of Directors have appointed Mr. Suresh Kumar Gupta of Suresh Gupta & Associates Company Secretaries (Practising Company Secretary), 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 Friday, 25 January 2019
End of remote e-voting	05:00 p.m. (IST) on Saturday, 23 February 2019

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. 18 January 2019 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 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.

Website: www.technofabengineering.com;

CIN: : L74210DL1971PLC005712

Email: cs@technofabengineering.com

Registered office: 913, Hemkunt Chambers
 89 Nehru Place, New Delhi 110019, India
 Tel : +91-11-26411931; Fax: +91-11-26221521
Corporate office: Plot 5, Sector-27C, Mathura
 Road, Faridabad - 121 003, Haryana, India
 Tel. : +91-129-2270202; Fax : +91-129-2270201

Postal Ballot Form

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 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 21 January 2019 ("PB Notice") 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.	Change in Designation of existing Managing Director to Chairman & Whole-Time Director (as detailed in Item no. 1 of the PB Notice)			
2.	Change in Designation of existing Whole-Time Director to Managing Director (as detailed in Item no. 2 of the PB Notice)			

Date:
Place

Signature of the member

Electronic Voting Particulars

Electronic Voting Sequence Number (EVSN)	USER ID	Sequence Number
190119003		

- Last date for receipt of duly completed postal ballot form is 23 February 2019.
- 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), 25 January 2019 & End of E-Voting: 5:00 PM (IST), 23 February 2019.

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. Suresh Kumar Gupta, of Suresh Gupta & Associates, Company Secretaries, 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 at 2:30 P.M. on Monday, the 25th day of February 2019.
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 Delegate, 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 23rd February 2019. 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 / Authorization 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. Saturday, 23rd February 2019.
10. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Shareholder as on Friday, the 18 January 2019.
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 also be addressed to Mr. Suman Kumar Verma-Company Secretary & Compliance Officer, at the registered office of the Company.