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New Delhi – 110019, India
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CIN : L74210DL1971PLC005712



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 items (2nos.) specified in the postal ballot notice dated 21 February 2019.

The Scrutinizer's Report on e-voting and postal ballot was received on 25 February 2019, on the basis of which the result of passing the resolutions by requisite majority were announced. The resolutions are deemed to be passed on 25th February 2019.

In this regard, please find enclosed the result in the prescribed format 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: 25.02.2019
Place: Faridabad**

Encl. As Above



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

Postal Ballot Result

Date of declaration of results: 25th February 2019

Date of the AGM/EGM- (Passing of Resolutions through Postal Ballot)	25th February 2019
Total number of shareholders on record date	6366
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group:	N.A.

Agenda- 1: Change in designation of Existing Managing Director To Chairman & Whole Time Director (as detailed in Item No. 1 of the PB Notice)

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	4825487	95.40%	4825487	-	100%	0%
	Poll		-	-	N.A.	-	-	-
	Postal Ballot (if applicable)		232539	4.60%	232539		100%	0%
	Total		5058026	100.00%	5058026	-	100%	0%
Public- Institutions	E-Voting	519255	0	0.00%	-	-	-	-
	Poll		0	0.00%	-	-	-	-
	Postal Ballot (if applicable)		0	0.00%	-		-	-
	Total		0	0.00%	-	-	-	-
Public- Non Institutions	E-Voting	4912719	161238	3.28%	161238	-	100%	0%
	Poll		-	-	N.A.	-	-	-
	Postal Ballot (if applicable)		1048476	21.34%	1048476	-	-	-
	Total		1209714	24.62%	1209714	-	100%	0%
Total		10490000	6267740	59.75%	6267740	-	100%	0%
							100%	0%

Whether Resolution is Passed or Not: Passed

Agenda- 2: Change in designation of Existing Whole-Time Director To Managing Director (as detailed in Item No. 2 of the PB Notice)

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	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	4825487	95.40%	4825487	-	100%	0%
	Poll		-	-	N.A.	-	-	-
	Postal Ballot (if applicable)		232539	4.60%	232539	-	100%	0%
	Total		5058026	100%	5058026	-	100%	0%
Public- Institutions	E-Voting	519255	0	0%	-	-	-	-
	Poll		0	0%	-	-	-	-
	Postal Ballot (if applicable)		0	0%	-	-	-	-
	Total		0	0%	-	-	0%	0%
Public- Non Institutions	E-Voting	4912719	161238	3.28%	161238	0	100%	0%
	Poll		-	-	N.A.	-	-	-
	Postal Ballot (if applicable)		1048476	21.34%	1048476	-	-	-
	Total		1209714	24.62%	1209714	-	100%	0%
Total		10490000	6267740	59.75%	6267740	0	100%	0%
							100%	0%
Whether Resolution is Passed or Not: Passed								

SURESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman Vihar Metro Station,
Laxmi Nagar, Delhi-110092
Mob. 9312257002, Ph. 011-43061664, Mail: sureshguptacs@gmail.com, www.sureshgupta.in

Scrutinizer's Report

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the (Companies Management and Administration) Rules, 2014) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Chairman
M/s TECHNOFAB ENGINEERING LIMITED
CIN L74210DL1971PLC005712
913, Hemkunt Chambers 89,
Nehru Place New Delhi-110019

Consolidated Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated January, 21 2019 through Postal Ballot

Dear Sir,

I, Suresh Kumar Gupta, Proprietor of M/s Suresh Gupta & Associates, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of M/s TECHNOFAB ENGINEERING LIMITED ('the Company') for scrutinizing postal ballot voting including voting by electronic means in a fair and transparent manner in respect of the resolutions contained in the Notice of Postal Ballot dated January, 21 2019 proposed to be passed by the shareholders of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated January, 21 2019, based on the reports generated from the e-voting system provided by the authorized agency, M/s Central Depository Services (India) Ltd. engaged by the Company to provide e-voting facility and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5.00 p.m. on Saturday February 23, 2019.

I submit my report as under:

1. Dispatch of the Postal Ballot notice containing the explanatory statement and the Postal Ballot form along with self-addressed prepaid business reply envelope to the Members of the Company was completed on 24 January 2019. The said documents were sent by the Company in electronic mode to those members who registered their e-mail addresses with their respective Depository Participants and in physical mode to the other members.

Contd.....2



2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cutoff date i.e. January 18, 2019 were entitled to cast their votes by postal ballot or e-voting.

3. Voting through Postal Ballot and E-voting commenced on **Friday, January 25, 2019 (9.00 a.m. IST)** and ends on **Saturday, February 23, 2019 (5.00 p.m. IST)**. E-voting was blocked at 5.00 p.m. on February 23, 2019 by Central Depository Services (India) Ltd., the e-service agency engaged by the Board of Directors of the Company.

4. The Postal Ballot forms received from the Members were kept in a locked ballot box before commencement of the scrutiny.

5. After the time fixed for closing of the e-voting, i.e. 5.00 p.m. on Saturday, February 23, 2019, a final electronic report of the e-voting was generated by me by accessing the data available to me from the Authorised Agency M/s Central Depository Services (India) Ltd. to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

6. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.00 p.m. on Saturday, February 23, 2019, 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 the Company.

7. I did not find any defaced or mutilated ballot papers.

8. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated January 21, 2019 through Postal Ballot is as under:

Resolution No. 1: Special Resolution

Change in designation of Existing Managing Director To Chairman & Whole Time Director (as detailed in Item No. 1 of the PB Notice)

a) Votes cast "in favour" of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	4	1281015	100%
Electronic (e-voting)	26	4986725	100%
Total	30	6267740	100%

Contd.....3



b) Voted cast “against” the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

Based on the aforesaid results, I report that the Special resolution as contained in Item No. 1 of the Notice dated January 21, 2019, has been passed with requisite majority.

Resolution No. 2: Special Resolution

Change in designation of Existing Whole-Time Director To Managing Director (as detailed in Item No. 2 of the PB Notice)

a) Votes cast “in favour” of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	4	1281015	100%
Electronic (e-voting)	26	4986725	100%
Total	30	6267740	100%

Contd.....4



b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

Based on the aforesaid results, I report that the Spécial resolution as contained in Item No. 2 of the Notice dated January 21, 2019, has been passed with requisite majority.

9. In view of the above scrutiny, I hereby certify that all the two resolutions specified in the Postal Ballot Notice dated January 21, 2019 have been passed with the requisite majority.

10. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the company secretary for preserving safely after the chairman signs the Minutes.

**For Suresh Gupta & Associates
Company Secretaries**

**Suresh Kumar Gupta
FCS 5660,
CP No. 5204**

**Date: 25/02/2019
Place: Delhi**

