

**PROCEEDINGS OF THE 41st ANNUAL GENERAL MEETING OF THE MEMBERS OF
TECHNOFAB ENGINEERING LIMITED HELD AT 10.30 A.M. ON MONDAY, THE 10th
DAY OF SEPTEMBER 2012 AT MODI HALL, PHD CHAMBER OF COMMERCE &
INDUSTRY, AUGUST KRANTI MARG, NEW DELHI-110016**

Present:

Mr. Avinash C. Gupta:	Chairman & Managing Director & Member
Mr. Arjun Gupta :	Whole Time Director & Member
Mr. Nakul Gupta :	Whole Time Director & Member
Mr. Arun Mitter :	Director

In Attendance:

Mr. Arun Kochhar	Vice President & Member
Mrs. Jyoti Singh	Company Secretary

In addition to above 302 members were present in person and 12 members through their proxy.

Mr. Avinash C. Gupta was invited to chair the Meeting. He welcomed the members of the Company to its 41st Annual general Meeting. Quorum being present the Chairman called the meeting to order.

The Auditors report for the year ended 31.03.2012 and the Directors' report was taken as read. Thereafter the following agenda items were taken up for the consideration and approval of the members of the company:-

ORDINARY BUSINESS

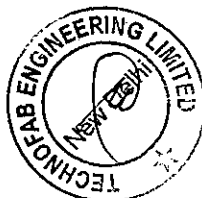
1. APPROVAL OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2011-12

The following ORDINARY RESOLUTION was proposed by Mr. Manjit Singh and the same was seconded by Mr. Surjit Pal Singh.

"RESOLVED THAT the Balance sheet of the Company as on 31.03.2012 and Profit & Loss Account for the year ended on that date along with all the schedules and annexure and reports of Auditors and Directors thereon be and are hereby received, considered, approved and adopted."

The resolution was carried unanimously by show of hands.

2. DECLARATION OF DIVIDEND



The following ORDINARY RESOLUTION was proposed by Mr. S. K. Grover and seconded by Mr. Karam Singh Arora .

"RESOLVED THAT pursuant to Section 205 of the Companies Act, 1956 and other applicable laws, if any, a final dividend @ 20% being ₹ 2.00/- on each share be and is hereby approved and declared for the financial year ended 31.03.2012

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to make arrangements for opening of the dividend account, finalise the list of shareholders entitled to receive the dividend and do such other acts and deeds as may be required to give effect to the aforesaid resolution."

The resolution was carried unanimously by show of hands.

3. APPOINTMENT OF DIRECTOR MR. ARJUN GUPTA

The following ORDINARY RESOLUTION was proposed by Mr. Naresh Gupta and seconded by Mr. Pradeep Sood:

"RESOLVED THAT Mr. Arjun Gupta, Director of the company who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

The resolution was carried unanimously by show of hands.

4. APPOINTMENT OF DIRECTOR MR. ARUN MITTER

The following resolution was proposed by Mr. Vipin Vaid and seconded by Ms. Honey Agarwal:

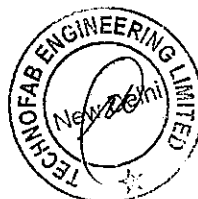
"RESOLVED THAT Mr. Arun Mitter, Director of the company who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

The resolution was carried unanimously by show of hands.

5. APPOINTMENT OF STATUTORY AUDITORS

The following resolution was proposed by Mr. Vipin Vaid and seconded by Mr. S. N. Tandon:

"RESOLVED THAT M/s Rajesh Suresh Jain & Associates, Chartered Accountants, the retiring Auditors be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next annual



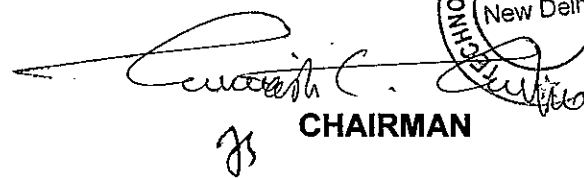
general meeting on such remuneration as may be mutually decided between the aforesaid Auditors and the Management of the Company."

The resolution was carried unanimously by show of hands.

Vote of Thanks

There being no other business to transact, the meeting concluded with a vote of thanks to the chair.

Place : NEW DELHI
Date : 10.09.2012


CHAIRMAN

