



ENGINEERS &
CONSTRUCTORS

TECHNO ELECTRIC & ENGINEERING CO. LTD.

Corporate Office & Electrical Division :

2F & 3F, Park Plaza, North Block, 71, Park Street, Kolkata - 700 016, Tel. : 3021-3000, Fax : 033-2217-1167, E-mail : techno.email@techno.co.in

CIN : L40108WB2005PLC139595



August 05, 2014

National Stock Exchange of India Ltd. 5 th floor, Exchange Plaza Bandra – Kurla Complex, Bandra (East) <u>Mumbai - 400 051</u> Fax : (022)26598237 (022)26598347/8 NSE CODE : TECHNO	BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai – 400 001</u> Fax : (022)2272 3121/2039 Email : corp.relations@bseindia.com BSE CODE - 533281
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Dear Sirs,

Re : **Clause 31(d) of the Listing Agreement –**
Filing of copy of proceedings of Annual General Meeting.

As required under Clause 31(d) of the Listing Agreement, we enclose herewith a certified true copy of proceedings of Annual General Meeting of the Company held on Saturday, the 26th day of July, 2014.

Thanking you,

Yours faithfully,
For Techno Electric & Engineering Co. Ltd.,

N Brahma
Company Secretary

Encl : as above

**MINUTES OF THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
M/S. TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED HELD ON
SATURDAY, THE 26TH DAY OF JULY, 2014 AT 10.30 A.M. AT 'BHARATIYA
BHASHA PARISHAD', 36A, SHAKESPEARE SARANI, KOLKATA - 700 017.**

PRESENT

- | | | | |
|----|------------------|---|------------------------------|
| 1. | Mr. P. P. Gupta | - | Chairman & Managing Director |
| 2. | Mr. K. Vasudevan | - | Director |
| 3. | Mr. K. K. Rai | - | Director |
| 4. | Mr. V. D. Mohile | - | Director |
| 5. | Mr. S. N. Roy | - | Director |
| 6. | Mr. N. Brahma | - | Company Secretary |

192 Members in person including authorised representatives and proxy holders were present in the meeting.

CHAIRMAN

Pursuant to Article 75 of the Articles of Association of the Company, Mr. P. P. Gupta took the Chair.

The Chairman informed the Members that the requisite quorum was present and declared the meeting open.

With the consent of the Members, the Notice convening the Annual General Meeting was taken as read.

The Register of Directors' shareholding was placed on the table and the same was inspected by a Member.

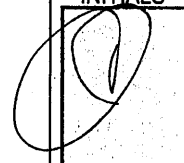
As a general practice, Auditors' Report was read by Mr. N. Brahma, Company Secretary on the instruction of the Chairman.

The Chairman informed the Members that all the resolutions included in the Notice shall be declared as passed on the basis of the result of e-voting, conducted through the e-voting system of Central Depository Services (I) Limited (CDSL) and poll to be conducted today through the ballot form through which you may exercise your vote, if not exercised through e-voting platform. He also informed the Members that Mr. Sushil Tiwari, a Practicing Company Secretary was appointed by the Board as Scrutinizer for both e-voting and poll process and also introduced him to the members at the meeting.

Thereafter, the following resolutions were placed before the meeting: -

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CHAIRMAN'S
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ORDINARY BUSINESS:**1. ADOPTION OF ANNUAL ACCOUNTS, AUDITORS' REPORT & DIRECTORS' REPORT**

The following resolution was placed by the Chairman as Ordinary Resolution -

"RESOLVED THAT the Balance Sheet as at 31st March, 2014, Statement of Profit & Loss for the year ended on that date together with the Reports of Directors and Auditors thereon, be and are hereby received and adopted."

Proposed by: Mr. K.L. Mallik

Seconded by: Mr. Arup Das

Then, various questions raised by the members regarding accounts and operations were replied by the Chairman. The Chairman also briefed the Members about the current scenario, recent developments in the Power Industry and future business plans of the Company.

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

2. CONFIRMATION OF INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND

The following resolution was placed by the Chairman as Ordinary Resolution -

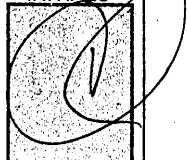
"RESOLVED THAT the Interim Dividend of ₹ 2.50 per equity share of nominal value of ₹ 2/- each as declared by the Board of Directors and paid out of the profits of the Company for the year ended 31st March, 2014 be and is hereby approved."

"RESOLVED FURTHER THAT pursuant to recommendation made by the Board of Directors of the Company the final dividend of ₹ 0.50 per equity share of nominal value of ₹ 2/- each be and is hereby declared and paid out of the profits of the financial year ended 31st March, 2014 to those shareholders whose names appear in the Register of Members / Statement of Beneficial Owners at the close of working hours of the Company as on Monday, the 21st July, 2014."

Proposed by: Mr. B.K. Mehta

Seconded by: Mr. R.L. Sharma

CHAIRMAN'S
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Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

3. APPOINTMENT OF MR. K. K. RAI, WHO IS RETIRING BY ROTATION, AS INDEMENTENT DIRECTOR

The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. K. K. Rai (holding DIN 00629937), a Non-executive Director of the Company whose period of office was liable to determination by retirement of directors by rotation as per the provisions of the erstwhile Companies Act, 1956 and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the ensuing Annual General Meeting."

Proposed by: Mr. N.K. Sharma

Seconded by: Mr. S.K. Talukdar

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

4. APPOINTMENT OF M/S. S S KOTHARI & CO. AS STATUTORY AUDITORS

The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. S. S. Kothari & Co. Chartered Accountants, (Firm Registration No. 302034E) the retiring Auditors of the Company be and are hereby re-appointed as the Auditors of the Company, to hold office till the conclusion of the 14th Annual General Meeting of the Company from the conclusion of the ensuing 9th Annual General Meeting subject to ratification at the Annual General Meeting every year, on such remuneration as may be determined by the Board of Directors in consultation with them".

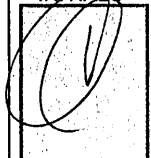
Proposed by: Mr. Ashok Dey

Seconded by: Mr. S Gattani

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

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CHAIRMAN'S
INITIALS



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SPECIAL BUSINESS**5. APPOINTMENT OF MR. K VASUDEVAN AS INDEPENDENT DIRECTOR**

The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. K. Vasudevan (holding DIN:00018023), a Non-executive Director of the Company whose period of office was liable to determination by retirement of directors by rotation as per the provisions of the erstwhile Companies Act, 1956 and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the ensuing Annual General Meeting."

Proposed by: Mr. S. Talukdar
Seconded by: Mr. P.M. Bothra

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

6. APPOINTMENT OF MR. V D MOHILE AS INDEPENDENT DIRECTOR

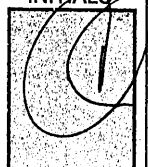
The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. V.D. Mohile (holding DIN:00060785), a Non-executive Director of the Company whose period of office was liable to determination by retirement of directors by rotation as per the provisions of the erstwhile Companies Act, 1956 and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the ensuing Annual General Meeting."

Proposed by: Mr. M. S. Dey
Seconded by: Mr. Mr. B.K. Mehta

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

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CHAIRMAN'S
INITIALS

7. APPOINTMENT OF MR. K M PODDAR AS INDEPENDENT DIRECTOR

The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. K. M. Poddar (holding DIN 00028012), a Non-executive Director of the Company whose period of office was liable to determination by retirement of directors by rotation as per the provisions of the erstwhile Companies Act, 1956 and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the ensuing Annual General Meeting."

Proposed by : Mr. K. L. Mallik

Seconded by: Mr. S. Talukdar

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

8. APPOINTMENT OF MR. S N ROY AS INDEPENDENT DIRECTOR

The following resolution was placed by the Chairman as **Ordinary Resolution** -

"RESOLVED THAT pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. S.N. Roy (holding DIN: 00408742), a Non-executive Director of the Company whose period of office was liable to determination by retirement of directors by rotation as per the provisions of the erstwhile Companies Act, 1956 and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the ensuing Annual General Meeting."

Proposed by: Mr. T.K. Dutta

Seconded by: Mr. S. Gattani

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

At this stage, the Chairman being interested in the next resolution, requested Mr. S.N. Roy to take the Chair for the next item of business. On getting seconded by Mr. S. Talukdar, Mr. S. N. Roy took the Chair.

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CHAIRMAN'S
INITIALS



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9. APPOINTMENT OF MR. ANKIT SARAIYA AS NON-EXECUTIVE DIRECTOR

The following resolution was placed by Mr. S. N. Roy as **Ordinary Resolution** -

"RESOLVED THAT pursuant to Section 161(1), and any other applicable provisions of the Companies Act 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ankit Saraiya (holding DIN: 02771647), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th February 2014, in terms of Section 260 of the erstwhile Companies Act 1956, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation as per the provisions of the Act."

Proposed by: Mr. S.P. Singh
Seconded by: Mr. K. L. Mallik

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

Now, Mr. S. N. Roy requested Mr. P. P. Gupta to take back the Chair. Mr. P. P. Gupta again took the Chair and carried through the next businesses.

10. AUTHORISATION TO BORROW FOR THE BUSINESS OF THE COMPANY

The following resolution was placed by the Chairman as **Special Resolution** -

"RESOLVED THAT in supersession of the resolution passed by the members at its 5th Annual General Meeting of the Company held on September 18, 2010, pursuant to the provisions of section 293(1)(d) of erstwhile Companies Act, 1956 and in accordance with the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time any sum or sums or moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and working capital facilities obtained from the Company's Bankers in the ordinary course of business), from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate, whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and outstanding at any one time shall not exceed the sum of Rs.750 Crores (Rupees Seven Hundred and Fifty Crores).

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"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Principal Officer of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution(s)."

Proposed by: Mr. M. S. Dey

Seconded by: Mr. G. C. Roy

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

11. AUTHORISATION TO CREATE CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY

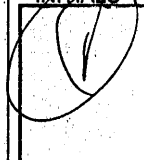
The following resolution was placed by the Chairman as Special Resolution -

"RESOLVED THAT in supersession of the resolution passed by the members at its 5th Annual General Meeting of the Company held on September 18, 2010 pursuant to the provisions of section 293(1)(a) of erstwhile Companies Act, 1956 and in accordance with provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the company to create mortgages/ charges/ hypothecation on all or any of the immovable and movable properties of the Company present and future, of the whole, or substantially the whole, of the undertaking of the Company, ranking pari-passu with or second or subservient or subordinate to the mortgages/ charges / hypothecation already created or to be created in future by the company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks and/or any other persons or institutions providing finance for the business of the Company or for working capital together with interest thereon and further interest, if any, costs, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company on such terms and conditions and at such times and in such form and manner and to vary and/or alter the terms and conditions of the security created / to be created as aforesaid as the Board of Directors may deem fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the creation of mortgage/ charge/ hypothecation as aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Principal Officer of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution(s)."

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Proposed by: Mr. B. K. Mehta
Seconded by: Mr. M. S. Dey

Thereafter, the Chairman put the resolution to vote through the Ballot. He also informed the Members that the resolution has received 99.99999% assent and 0.00001% dissent through e-voting process.

The Chairman then requested the Members to put the Ballot Forms in the Ballot Box and requested the Scrutinizer to take charge of the same. He also informed the Members that the consolidated result of the voting on the resolutions along with the Scrutinizers Report shall be published on the website of the Company and CDSL.

12. VOTE OF THANKS

There was no other business to transact, the meeting ended with a vote of thanks to the Chair.



CHAIRMAN

Dated: 1st day of August, 2014

CHAIRMAN'S
INITIALS

