



TECHNO ELECTRIC & ENGINEERING COMPANY LTD.

CIN: L40108WB2005PLC139595

Registered Office : P-46A, Radha Bazar Lane, Kolkata – 700 001

Phone No. 033-22254472, 30212600 Fax No.033-22171167

E-mail : desk.investors@techno.co.in

NOTICE

OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of the Members of Techno Electric & Engineering Company Ltd. will be held at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata 700 017 on Saturday, the 26th day of July, 2014 at 10.30 a.m. to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the year ended on that date together with the reports of Directors and Auditors thereon.
2. To confirm the interim dividend and to declare final dividend for the financial year ended March 31, 2014.
3. To appoint a Director in place of Shri K. K. Rai (holding DIN: 00629937), who is a non-executive Director and retires by rotation under the provisions of the erstwhile Companies Act, 1956 and, being eligible, seeks appointment as an independent director under the Companies Act, 2013 for a term of five years and if thought fit to pass, with or without modification(s), the following resolution as an 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."

4. To appoint Auditors and fix their remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an 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".

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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).

"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)."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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)."

Regd. Office: By order of the Board of Directors
P-46A, Radha Bazar Lane
Kolkata – 700 001

Dated : May 24 , 2014

(N Brahma)
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
6. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of

the meeting.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, July 22, 2014 to Saturday, July 26, 2014 (both days inclusive) for determining the shareholders entitled to receive dividend on equity shares, if declared at the meeting and also for the purpose of Annual General Meeting. The Company shall provide the facility of remittance of dividend through National Electronic Clearing System (NECS) at various locations identified by Reserve Bank of India (RBI) from time to time for the members holding shares in electronic form and to the Members holding shares in physical form and opted for the said facility.

8. The unpaid/unclaimed amounts in respect of dividends upto the financial year ended March 31, 2006 have been transferred to the Investor Education and Protection Fund. Shareholders are advised to claim the unpaid dividend for the financial year ended March 31, 2007 onwards, before transfer to the above referred Fund and no claim will be entertained thereafter by the Company. The unpaid/unclaimed dividend for the financial year ended March 31, 2007 can be claimed upto September 30, 2014.

The details of unclaimed dividend up to and including the financial year ended 31st March, 2013 are available on the Company's corporate website www.techno.co.in under the section 'Investor' and also uploaded on the website of IEPF viz. www.iepf.gov.in.

9. The brief profile of the Directors proposed to be appointed / re-appointed, except the Directors seeking appointment as Independent Director under the Companies Act, 2013, is given in the section on Corporate Governance.

10. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

11. The Notice of the AGM along with the Annual Report for 2013-14 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.techno.co.in for download by the shareholders. We, request shareholders to update their email address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred email address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at desk.investors@techno.co.in.

12. As mandated by The Securities and Exchange of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

13. Voting through electronic means:
Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company is providing facility to the Members

to exercise their right to vote through electronic means. The Members / Beneficial Owners as on Friday, 20th June, 2014 are entitled to vote on the resolutions set forth in this Notice. The e-voting period shall commence at 10.00 a.m. on Monday, 21st July, 2014 and will end at 5.00 p.m. on Tuesday, 22nd July, 2014. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Mr. Sushil Tiwari, Practicing Company Secretary (Membership No. ACS 6199 and CP No. 1903) has been appointed as the Scrutinizer to scrutinize the e-voting process, including the Ballot Forms received from the Members who do not have access to e-voting process.

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form/Physical Holding
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID For Members holding shares in Physical Form : Folio Number registered with the Company omitting any special characters.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
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.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <TECHN1234E> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository / registrar, please enter the value 01/01/1900 in DOB or 1234567890 in bank details column.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
 - vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also 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.
 - viii) Click on the relevant EVSN on which you choose to vote.
 - ix) 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.
 - x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - xi) 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.
 - xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (B)** In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

- (C)** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote. Further, they are requested to send the scanned copy of the Board Resolution/ Authorisation to the email id of scrutinizer (sushiltiwari_associates@rediffmail.com), and Company Secretary (niranjan.brahma@techno.co.in) with a copy marked to helpdesk.evoting@cdslindia.com.
- (D)** 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.
- (E)** The results of the e-voting shall be declared on or after the AGM and the results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.techno.co.in and also on the website of CDSL viz. www.cdslindia.com.

14. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

Regd. Office: By order of the Board of Directors
P-46A, Radha Bazar Lane
Kolkata – 700 001

(N Brahma)
Company Secretary

Dated : May 24 , 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 3 & 5 to 8:

The Directors of the Company were appointed / reappointed in terms of the provisions of the erstwhile Companies Act, 1956. However, in terms of the Companies Act, 2013 ("the Act"), Independent Directors shall be appointed for not more than two terms of five consecutive years each and shall not be liable to retire by rotation at every AGM. The Board has following Non-Executive (Independent) Directors namely Mr. K. Vasudevan, Mr. V. D. Mohile, Mr. K. M. Poddar, Mr. S.N. Roy and Mr. K. K. Rai whose period of office was liable to determination by retirement of director by rotation under the applicable provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and their office is not to be determined by retirement of directors by rotation.

In the opinion of the Board, Mr. K. Vasudevan, Mr. V. D. Mohile, Mr. K. M. Poddar and Mr. S.N. Roy fulfills the conditions as specified in the Companies Act, 2013 and rules made thereunder and submitted declarations fulfilling the criteria of independence provided under section 149(6) of the Act. Therefore, all the Directors mentioned above are eligible to be appointed / continued as Independent Directors for a consecutive term of 5 (five) years. Further, Mr. K. K. Rai, who is retiring at the ensuing AGM as per the provisions of the erstwhile Companies Act, 1956, also fulfill the conditions for appointment as Independent Director under the Act and also submitted the declaration fulfilling the criteria of independence provided under section 149(6) of the Act. Accordingly, the resolutions mentioned in Item Nos. 3,5,6,7 and 8 are recommended for the approval of Shareholders.

No Director and Key Managerial Personnel of the Company or their relatives, except the Directors seeking appointment as Independent Directors as above, is deemed to be concerned or interested in the resolutions mentioned in Item Nos. 3,5,6,7 and 8.

Item No. 9

Mr. Ankit Saraiya was appointed as an Additional Director by the Board on February 8, 2014, pursuant to Section 260 of the Companies Act, 1956. He is a Non-Executive director.

Mr. Ankit Saraiya is a Bachelor of Science (Corporate Finance & Accounting) with Minor in Computer Information Systems from Bentley University in Waltham, Massachusetts, U.S.A with sound financial and commercial knowledge and experience of more than 4 years in the related field.

The Board considers that the appointment of Mr. Ankit Saraiya as a Director of the Company would be immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company

whose office is liable to determination by retirement of Director by rotation.

No Director, except Mr. P. P. Gupta, Managing Director & Key Managerial Person and Mr. Ankit Saraiya, or their relatives is deemed to be concerned or interested in this resolution.

Item No. 10 & 11

The Power to Borrow by the Directors in excess of the aggregate of Paid up Capital and Free Reserve and the Power to Create Mortgages/Charges/Hypothecation on the Assets of the Company was obtained from the Shareholders on September 18, 2010 as per the provisions of the Companies Act, 1956. Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of the Company cannot, except with the permission of the Shareholders by a special resolution, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves and Section 180(1)(a) provides that the Board of Directors of the Company cannot, except with the permission of the Shareholders by a special resolution, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company. The increasing business operations and future growth and diversification plans of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs.750.00 crores.

The borrowings of the Company are, in general, required to be secured by suitable charge / mortgage on all or any of the movable and/or immovable properties of the Company in such form, manner as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The charge and/or mortgage by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders may be deemed to be disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 and approval of Shareholders by special resolution is required for the purpose. However, there is no case of any sell, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the company at present.

Your Directors recommend the resolutions as set out in item nos. 10 & 11, for your approval. None of the Directors of the Company is, in any way, concerned or interested in the said resolutions.

No Director and Key Managerial Person and their relatives is deemed to be concerned or interested in this resolution.





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CIN: L40108WB2005PLC139595

Registered Office : P-46A, Radha Bazar Lane, Kolkata – 700 001

Phone No. 033-22254472, 30212600 Fax No.033-22171167

E-mail : desk.investors@techno.co.in

(To be handed over at the entrance of the Meeting Hall)

ATTENDANCE SLIP

Folio No.: _____ DP ID No.: _____ Client ID No. _____

Name of Member (s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

I hereby record my presence of the 9th ANNUAL GENERAL MEETING of the Company held on Saturday, the 26th day of July, 2014 at 10.30 a.m. at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata 700 017.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD
140623001		Please refer Note No. 13 in the Notice.

SIGNATURE OF THE MEMBER/REPRESENTATIVE/PROXY*

*Strike out whichever is not applicable







TECHNO ELECTRIC & ENGINEERING COMPANY LTD.

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Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

FORM OF PROXY

Folio No.: _____ DPID No. : _____ Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being a member / members of TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED hereby appoint:

1. Name: _____ E-mailId _____
Address: _____ or failing him/her

2. Name: _____ E-mailId _____
Address: _____ or failing him/her

3. Name: _____ E-mailId _____
Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the 9th ANNUAL GENERAL MEETING of the Company held on Saturday, the 26th day of July, 2014 and at any adjournment thereof in respect of the following resolutions:

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2014.
2. Confirmation of payment of Interim Dividend and declaration of Final Dividend for the financial year ended 31st March, 2014.
3. Appointment of Mr. K. K. Rai as an Independent Director who is retiring by rotation.
4. Appointment of Auditors.
5. Appointment of Mr. K. Vasudevan as an Independent Director.
6. Appointment of Mr. V. D. Mohile as an Independent Director.
7. Appointment of Mr. K. M. Poddar as an Independent Director.
8. Appointment of Mr. S. N. Roy as an Independent Director.
9. Appointment of Mr. Ankit Saraiya as Director.
10. Authorization for borrowing u/s 180(1)(c) of the Companies Act, 2013.
11. Authorization for creation of Security u/s 180(1)(a) of the Companies Act, 2013.



Signed this _____ day of _____ 2014. Signature of Member _____

Revenue
Stamp

Signature of Proxyholder(s): 1. _____ 2. _____ 3. _____

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company, P46A, Radha Bazar Lane, Kolkata-700 001 not later than 48 hours before the time for holding the meeting.





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E-mail : desk.investors@techno.co.in

BALLOT FORM

(For voting for the resolutions to be passed at the 9th Annual General Meeting of the Company to be held on Saturday, the 26th day of July, 2014 at 10.30 a.m. at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata – 700 017).

Name of the Member : _____

Folio No. / Client ID No. : _____

No. of Equity Shares Held : _____

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 24th May, 2014 by conveying my/our assent or dissent to the said Resolution by placing the tick () mark at the appropriate box below:

Resolution Sr. No.	Description	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
	Ordinary Business		
1.	Consider and adopt Balance Sheet and statement of Profit & loss together with Director and Auditors report for the year ended March 31, 2014.		
2.	To confirm the interim dividend and to declare final dividend for the financial year ended March 31, 2014.		
3.	Ordinary Resolution seeking approval for appointment of Independent Director Mr. K. K. Rai (holding DIN 00629937), pursuant to section 149, 150, 152 of the Companies Act, 2013.		
4.	Ordinary Resolution seeking approval for reappointing the Auditor M/s S. S. Kothari & Co. Chartered Accountants, (Firm Registration No. 302034E) in the Company.		
	Special Business		
5.	Ordinary Resolution seeking approval for appointment of Mr. K. Vasudevan (holding DIN: 00018023) as Independent Director u/s 149, 150, 152 of the Companies Act, 2013.		
6.	Ordinary Resolution seeking approval for appointment of Mr. V. D. Mohile (holding DIN: 00060785) as Independent Director u/s 149, 150, 152 of the Companies Act, 2013.		
7.	Ordinary Resolution seeking approval for appointment of Mr. K. M. Poddar (holding DIN: 00028012), Independent Director as Independent Director u/s 149, 150, 152 of the Companies Act, 2013.		
8.	Ordinary Resolution seeking approval for appointment of Mr. Samarendra Nath Roy (holding DIN: 00408742) as Independent Director u/s 149, 150, 152 of the Companies Act, 2013.		
9.	Ordinary Resolution seeking approval for appointment Mr. Ankit Saraiya (holding DIN: 02771647) as Director u/s 160 of the Companies Act, 2013.		
10.	Special Resolution authorising borrowing u/s 180(1)(c) of the Companies Act, 2013		
11.	Special Resolution authorising Creation of Mortgage / Charge / Hypothecation u/s 180(1)(a) of the Companies Act, 2013		

Signature of Member / Proxy Voting.

Notes:

1. This Ballot Form shall be used by the Shareholders who does not have access to the e-voting system.

