

MINUTES OF THE 7TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
M/S. TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED HELD ON
SATURDAY, THE 11TH AUGUST, 2012 AT 10.00 A.M. AT "ROTARY SADAN",
94/2, CHOWRINGHEE ROAD, KOLKATA 700 020.

PRESENT

- | | | | |
|----|------------------|---|-------------------|
| 1. | Mr. P. P. Gupta | - | 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 |

171 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 and the Directors' Report were taken as read.

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

Auditors' Report was read by Mr. N. Brahma, Company Secretary.

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

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS, AUDITORS' REPORT & DIRECTORS' REPORT

The following resolution was proposed by Mr. B.K. Mehta as an Ordinary Resolution -

"RESOLVED THAT the Balance Sheet as at 31st March, 2012, 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."

Seconded by : Mr. Gautam Ranjit.

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Company Secretary

CHAIRMAN'S
INITIALS



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Then, various questions raised by the members regarding accounts and operations were replied by the Chairman to the satisfaction of the Members. The Chairman also briefed the Members about future business plans and developments.

The resolution was then put to vote by the Chairman by show of hand of Members.

Thereafter the Chairman declared the resolution as passed by majority.

2. DIVIDEND

The following resolution was proposed by Mr. Arup Das as an Ordinary Resolution -

"RESOLVED THAT pursuant to recommendation made by the Board of Directors of the Company, the dividend of ₹ 3/- 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, 2012 to those shareholders whose names appear in the Register of Members at the close of working hours of the Company as on **Tuesday, the 24th July, 2012** in respect of the shares held in physical form and to those persons whose names appear as beneficial owners at the end of the business hours on **Tuesday, the 24th July, 2012** as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of the shares held in Electronic Form."

Seconded by: Mr. T.K. Dutta

The resolution was then put to vote by the Chairman by show of hand of Members and the same was carried unanimously.

3. APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

The following resolution was proposed by Mr. A. K. Dey as an Ordinary Resolution -

"RESOLVED THAT Mr. V. D. Mohile, who retires from the Board of Directors by rotation and being eligible for re-appointment as Director of the Company, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

Seconded by : Mr. Sanjib B Chaudhury

The resolution was then put to vote by the Chairman by show of hand of Members.

Thereafter the Chairman declared the resolution as passed by majority.

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4. APPOINTMENT OF AUDITORS

The following resolution was proposed by Mr. S. N. Pal as an Ordinary Resolution -

"RESOLVED THAT M/s. S.S. Kothari & Co. Chartered Accountants, (Registration No. 302034E) the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company on the remuneration as may be determined by the Board of Directors in consultation with them."

Seconded by: Mr. S. Talukdar

The resolution was then put to vote by the Chairman by show of hand of Members.

Thereafter the Chairman declared the resolution as passed by majority.

SPECIAL BUSINESS:**5. KEEPING OF STATUTORY REGISTERS AT CORPORATE OFFICE**

The following resolution was proposed by Mr. S. Gattani as a Special Resolution -

"RESOLVED THAT pursuant to provisions of section 163 and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded to the Board of Directors of the company for keeping the Register of Members together with the index of members, the copies of Annual Returns, the copies of certificates and documents required to be annexed with the Annual Return under the Companies Act, 1956 and/or any of the other related documents as required to be kept at the Registered office of the Company, at the Corporate office of the company at 2F & 3F Park Plaza, 71, Park Street, Kolkata - 700016, from such date as may be determined by the Board.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

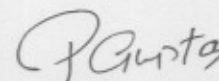
Seconded by: Mr. B. K. Mehta.

The resolution was then put to vote by the Chairman by show of hand of Members.

Thereafter the Chairman declared the resolution as passed by majority.

6. VOTE OF THANKS

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



CHAIRMAN

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