



ENGINEERS &
CONSTRUCTORS

TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

Corporate Office: 1B, Park Plaza, South Block, 71, Park Street, Kolkata - 700016
Tel: (033) 4051-3000, Fax : (033) 4051-3326, Email : techno.email@techno.co.in
CIN: L40108UP2005PLC094368



September 04, 2019

National Stock Exchange of India Ltd. 5 th floor, Exchange Plaza Bandra – Kurla Complex Bandra (East) <u>Mumbai - 400 051</u> NSE CODE : TECHNOE	BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, <u>Mumbai – 400 001</u> BSE CODE - 542141
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Re : Intimation of 14th Annual General Meeting and Notice of Book Closure

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) ("Listing Regulation, 2015"), the **14th Annual General Meeting** of the Shareholders of the Company for the financial year 2018-19 scheduled to be held on **Saturday, the 28th September, 2019 at 12.00 noon** at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and section 91 of the Companies Act, 2013, we hereby inform you that the Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 23, 2019 to Saturday, September 28, 2019** (both days inclusive).

Thanking you,

Yours faithfully,

For **Techno Electric & Engineering Company Limited**

(Niranjana Brahma)
Company Secretary (A-11652)

Encl : as above

Cc to :

Central Depository Services (India) Ltd.
Marathon Futurex, Unit No. 2501
25th Floor, A-Wing
Mafatlal Mills Compound
N M Joshi Marg, Lower Parel
Mumbai - 400013
(ISIN : INE593C01012)

M/s National Securities Depository Ltd.
Trade World, 4th floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013 (ISIN : INE593C01012)

M/s Niche Technologies Private Ltd.,
Registrar and Share Transfer Agent,
3A, Auckland Place, 7th Floor,
Room No. 7A & 7B, Kolkata – 700 017.
Ph : (033)2280 6616/17/18



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

(Formerly known as Simran Wind Project Limited)

CIN: L40108UP2005PLC094368

Registered Office: C-218, Ground Floor (GR-2), Sector-63, Noida,
Gautam Buddha Nagar, Uttar Pradesh, India, 201307, Phone No: (0120) 2406030

Corporate Office: 1B, Park Plaza, South Block, 71, Park Street, Kolkata-700 016

Phone No: (033) 4051 3000, Fax No: (033) 4051 3326

Website: www.techno.co.in, E-mail: desk.investors@techno.co.in

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the Members of Techno Electric & Engineering Company Limited will be held at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301 on Saturday, the 28th day of September, 2019 at 12.00 noon to transact the following business:-

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** the Audited Financial Statements of the Company, both Standalone and Consolidated, for the financial year ended 31st March, 2019 together with Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Ms. Avantika Gupta (holding DIN: 03149138), who is a Non-Executive Director and retires by rotation in terms of section 152 of the Companies Act, 2013 and, being eligible, offers herself, for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** Ms. Avantika Gupta (holding DIN: 03149138), a Non-Executive Director retiring by rotation in terms of Section 152 of the Companies Act, 2013, be and is hereby reappointed as a Director of the Company whose period of office shall be subject to retirement by rotation."

3. **To ratify the appointment of M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) as Statutory Auditors of the Company and to fix the remuneration payable to them for the financial year ending 31st March, 2020 and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the Annual General Meeting held on 12th day of September, 2017, the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2020, as may be recommended by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

4. **Continuation of Appointment of Mr. Kotivenkatesan Vasudevan (DIN: 00018023) as Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"**RESOLVED THAT** Mr. Kotivenkatesan Vasudevan (DIN: 00018023), who was appointed as independent director of the Company for 5 years by the Shareholders on 29th September, 2018 and who is now above 75 years of age, be and is hereby appointed to continue as an Independent Director of the Company, pursuant to Section 149 and

152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office till the conclusion of the Annual General Meeting for the year 2023 and is not liable to retire by rotation."

5. **Continuation of Appointment of Mr. Samarendra Nath Roy (DIN: 00408742) as Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT Mr. Samarendra Nath Roy (DIN: 00408742), who was appointed as independent director of the Company for 5 years by the Shareholders on 29th September, 2018 and who is now above 75 years of age, be and is hereby appointed to continue as an Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office till the conclusion of the Annual General Meeting for the year 2023 and is not liable to retire by rotation."

6. **Continuation of Appointment of Mr. Krishna Murari Poddar (DIN: 00028012) as Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT Mr. Krishna Murari Poddar (DIN: 00028012), who was appointed as independent director of the Company for 5 years by the Shareholders on 29th September, 2018 and whose age is about to exceed 75 years, be and is hereby appointed to continue as an Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office till the conclusion of the Annual General Meeting for the year 2023 and is not liable to retire by rotation."

7. **Appointment of Mr. Kadenja Krishna Rai (DIN: 00629937) as Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT Mr. Kadenja Krishna Rai (DIN: 00629937), who was appointed as independent director of the Company for 5 years by the Shareholders on 29th September, 2018 and who is now above 75 years of age and who had resigned and available and expressed his willingness for fresh appointment by way of a special resolution in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, be and is hereby appointed as an Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office till the conclusion of the Annual General Meeting for the year 2023 and is not liable to retire by rotation."

8. **Approval of Remuneration to Cost Auditors:**

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to Saibal Sekhar Kundu, Cost Accountants (Firm Registration No. 100135) amounting to ₹20,000/- (Rupees Twenty Thousand only) including the tax as applicable thereon and the re-imbursement of out of pocket expenses incurred in connection with the conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 as Cost Auditors, be and is hereby ratified thereon and confirmed."

9. **To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

Shifting of Registered Office from the State of Uttar Pradesh to the State of West Bengal:

“RESOLVED THAT pursuant to the provisions of Section 12 & 13(4) of the Companies Act, 2013 read with rules prescribed thereunder and subject to the confirmation by the Central Government, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the state of **Uttar Pradesh** to the state of **West Bengal**.

RESOLVED FURTHER THAT pursuant to Section 13(4) of the Companies Act, 2013, Clause No. II of the Memorandum of Association of the Company be altered by incorporating the words **‘State of West Bengal’** in substitution of and by deletion of the words **‘State of Uttar Pradesh’** and be read as follows:

“II. The Registered Office of the Company shall be situated in the State of West Bengal.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the company be and are hereby authorized to do and/or delegate all such acts, deeds, matters, and things and to execute all such documents, deeds, petitions, affidavits, writings and filling the same with the Central Government, State Government and / or other relevant authorities as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company.”

Registered Office:

C-218, Ground Floor (GR-2)
Sector-63, Noida,
Gautam Buddha Nagar,
Uttar Pradesh, India, 201307
Date: 13th August, 2019

By Order of the Board

For Techno Electric & Engineering Company Limited

N. Brahma

Company Secretary

Membership No. A-11652

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 ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 (10%) 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/Corporate 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 Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution/Power of Attorney, 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 Annual General Meeting.
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 **Monday, 23rd September, 2019 to Saturday, 28th September, 2019** to (both days inclusive).
8. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
9. The unpaid/unclaimed dividend amounting to ₹2,66,100/- for the financial year ended 31st March, 2011 couldn't be transferred to the Investor Education and Protection Fund due to technical issue in the MCA website relating to the CIN and Name of the Company. The Name and the CIN of the Company have not been linked properly, post amalgamation and therefore is not appearing on the IEPF menu. The unpaid/unclaimed dividend for the financial year ended 31st March, 2012 can be claimed upto 10th September, 2019.

The details of unclaimed dividend up to and including the financial year ended 31st March, 2018 are available on the Company's website **www.techno.co.in** under the section 'Investor' and also uploaded on the website of IEPF i.e. **www.iepf.gov.in**.

10. Additional information, in respect of the directors seeking appointment / re-appointment at the Annual General Meeting, is given in the explanatory statement of the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
11. 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.
12. The Notice of the Annual General Meeting and the Annual Report for the year 2018-19 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. 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 Members. We, request the Members to update their email address with their depository participant to ensure that the Annual Report and other documents reach them on their preferred email address. Members 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 or to the RTA at nichetechpl@nichetechpl.com.
13. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN) and complete the KYC compliance. Members holding shares in electronic form are, therefore, requested to submit the PAN and KYC documents, 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 / RTA.

14. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the venue of Annual General Meeting and members attending the meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Annual General Meeting may attend the

- meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
- II. The facility for voting through ballot paper shall be made available at the venue of the Annual General Meeting and the members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting, may attend the Annual General Meeting, but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **25th September, 2019 (9:00 am)** and ends on **27th September, 2019 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21st September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. **The process and manner for remote e-voting is as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akrai-cs@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2019.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- IX. Mr. Amarendra Kumar Rai, Practicing Company Secretary (Membership No. F-8575 and CP No.9373) of B-200, LGF Sector-50, Noida – 201301, Gautam Budhha Nagar, Uttar Pradesh, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.techno.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
15. **Since e-voting facility and voting through 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.**

Registered Office:

C-218, Ground Floor (GR-2)

Sector-63, Noida,

Gautam Buddha Nagar,

Uttar Pradesh, India, 201307

Date: 13th August, 2019

By Order of the Board

For Techno Electric & Engineering Company Limited

N. Brahma

Company Secretary

Membership No. A-11652

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice:

Item No. 4:

Continuation of Appointment of Mr. Kotivenkatesan Vasudevan (DIN: 00018023) as Independent Director:

Mr. Kotivenkatesan Vasudevan, who was appointed as an independent director of the Company for 5 years by the Shareholders on 29th September, 2018 is now above 75 years of age. In terms of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vasudevan is required to be appointed by the Shareholders by way of a Special Resolution to continue as an independent director for the remaining period of his current tenure. The continuance of Mr. Kotivenkatesan Vasudevan as independent director, shall be effective upon approval by the members in the Meeting.

In the opinion of the Board, Mr. Kotivenkatesan Vasudevan fulfils the conditions for his appointment as Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and is independent of the management. He also possesses appropriate skills, experience and knowledge.

The Board recommends the **Special Resolution** set out at Item no. 4 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Kotivenkatesan Vasudevan, is deemed to be concerned or interested in this resolution.

Item No. 5:

Continuation of Appointment of Mr. Samarendra Nath Roy (DIN: 00408742) as Independent Director:

Mr. Samarendra Nath Roy, who was appointed as an independent director of the Company for 5 years by the Shareholders on 29th September, 2018 is now above 75 years of age. In terms of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Roy is required to be appointed by the Shareholders by way of a Special Resolution to continue as an independent director for the remaining period of his current tenure. The continuance of Mr. Samarendra Nath Roy as independent director, shall be effective upon approval by the members in the Meeting.

In the opinion of the Board, Mr. Samarendra Nath Roy fulfils the conditions for his appointment as Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and is independent of the management. He also possesses appropriate skills, experience and knowledge.

The Board recommends the **Special Resolution** set out at Item no. 5 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Samarendra Nath Roy, is deemed to be concerned or interested in this resolution.

Item No. 6:

Continuation of Appointment of Mr. Krishna Murari Poddar (DIN: 00028012) as Independent Director:

Mr. Krishna Murari Poddar, who was appointed as an independent director of the Company for 5 years by the Shareholders on 29th September, 2018 is about to exceed 75 years of age. In terms of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Poddar is required to be appointed by the Shareholders by way of a Special Resolution to continue as an independent director for the remaining period of his

current tenure. The continuance of Mr. Krishna Murari Poddar as independent director, shall be effective upon approval by the members in the Meeting.

In the opinion of the Board, Mr. Krishna Murari Poddar fulfils the conditions for his appointment as Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and is independent of the management. He also possesses appropriate skills, experience and knowledge.

The Board recommends the **Special Resolution** set out at Item no. 6 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Krishna Murari Poddar, is deemed to be concerned or interested in this resolution.

Item No. 7:

Appointment of Mr. Kadenja Krishna Rai (DIN: 00629937) as an Independent Director:

Mr. Kadenja Krishna Rai, who was appointed as an independent director of the Company for 5 years by the Shareholders on 29th September, 2018 has exceeded 75 years of age and had resigned on 23rd July, 2019 to be available for fresh appointment by a special resolution to comply with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014. The appointment of Mr. Kadenja Krishna Rai as independent director as aforesaid, shall be effective upon approval by the members in this Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

As required, the Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Kadenja Krishna Rai as a Director of the Company. Mr. Kadenja Krishna Rai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received a declaration from Mr. Kadenja Krishna Rai that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Kadenja Krishna Rai fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Kadenja Krishna Rai:

Mr. Kadenja Krishna Rai, Director, who has completed 75 years of age, is a Bachelor of Arts and member of C.A.I.I.B. He is a retired banking professional having 43 years banking experience and had held important portfolios. He was the Executive Director of Allahabad Bank.

Mr. Kadenja Krishna Rai does not hold any directorship in any other company.

The Board recommends the **Special Resolution** set out at Item no. 7 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Kadenja Krishna Rai is deemed to be concerned or interested in this resolution.

Item No. 8:

Remuneration of Cost Auditor:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of Saibal Sekhar Kundu, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the **Ordinary Resolution** set out at Item no. 8 for the approval of Members.

Item No. 9:

Shifting of Registered Office from the State of Uttar Pradesh to the State of West Bengal:

The Company is mainly operating from its Corporate Office situated in Kolkata in the State of West Bengal. The administrative and operating infrastructure and set up is in Kolkata. The increased compliance requirements is difficult to comply with and manage from the present location of the registered office at Noida in Uttar Pradesh and also involves additional financial burden on the Company. It is, therefore considered desirable and expedient to shift the Registered Office of the Company from Noida in the state of Uttar Pradesh to Kolkata in the State of West Bengal, to carry on the business activities and to manage, run and administer the affairs of the Company more economically, conveniently efficiently and to comply with various statutory requirements.

For the purpose of shifting of the Registered Office from the State of Uttar Pradesh to the State of West Bengal and the consequential alteration in the Memorandum of Association of the Company, the consent of Shareholders by way of a special resolution is required apart from the approval of Central Government.

The **Special Resolution** is proposed accordingly. In terms of the provisions of Section 12 and 13(4) of the Companies Act, 2013 necessary applications shall be made to the Central Government for its confirmation to the same.

The Board recommends the resolution for approval as a special resolution in the interest of the Company and its shareholders.

The Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholding in the Company.



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

(Formerly known as Simran Wind Project Limited)

CIN: L40108UP2005PLC094368

Registered Office: C-218, Ground Floor (GR-2), Sector-63, Noida, Gautam Buddha Nagar,
Uttar Pradesh, India, 201307, Phone No: (0120) 2406030

Corporate Office: 1B, Park Plaza, South Block, 71, Park Street, Kolkata-700 016

Phone No: (033) 4051 3000, Fax No: (033) 4051 3326

Website: www.techno.co.in, E-mail: desk.investors@techno.co.in

ATTENDANCE SLIP

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

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 at the **14th ANNUAL GENERAL MEETING** of the Company held on Saturday, the 28th day of September, 2019 at 12.00 noon at "Hotel Ginger", 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.

Signature of the Member/Representative/Proxyholder*

* Strike out whichever is not applicable



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Website: www.techno.co.in, E-mail: desk.investors@techno.co.in

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014 – Form No. MGT-11)

FORM OF PROXY

Folio No.: _____ DP ID 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-mail Id _____

Address: _____ or failing him/her

2. Name: _____ E-mail Id _____

Address: _____ or failing him/her

3. Name: _____ E-mail Id _____

Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the **14th ANNUAL GENERAL MEETING** of the Company held on Saturday, the 28th day of September, 2019 and at any adjournment thereof in respect of the following resolutions:

1. Approval for adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2019.
2. Re-Appointment of Ms. Avantika Gupta as Director who is retiring by rotation.
3. Ratification of Appointment and Remuneration of M/s. Singhi & Co. Chartered Accountants as Statutory Auditors.
4. Approval for Continuation of Appointment of Mr. Kotivenkatesan Vasudevan as Independent Director of the Company.
5. Approval for Continuation of Appointment of Mr. Samarendra Nath Roy as Independent Director of the Company.
6. Approval for Continuation of Appointment of Mr. Krishna Murari Poddar as Independent Director of the Company.
7. Approval for fresh Appointment of Mr. Kadenja Krishna Rai as Independent Director of the Company.
8. Approval of Remuneration of Cost Auditor.
9. Approval for shifting of Registered Office from Uttar Pradesh to West Bengal.

Signed this _____ day of _____ 2019. 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/Corporate Office of the Company, not later than 48 hours before the time for holding the meeting.



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Website: www.techno.co.in, E-mail: desk.investors@techno.co.in

BALLOT FORM

*(For voting for the resolutions to be passed at the **14th Annual General Meeting** of the Company to be held on
Saturday, the 28th day of September, 2019 at 12.00 noon at
“Hotel Ginger”, 45A, Sector-63, Block-H, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.*

Name of the Member : _____

Folio No. / DP-ID & Client-ID: _____

No. of Equity Shares Held: _____

I/We hereby exercise my/our vote in respect of the Resolution to be passed for the business stated in the Notice of Annual General Meeting of the Company 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)
1.	<u>Ordinary Business</u> Ordinary Resolution seeking approval for adoption of financial statements (including consolidated financial statements) together with Director and Auditors report for the year ended March 31, 2019.		
2.	Ordinary Resolution seeking approval for re-appointment of Ms. Avantika Gupta (holding DIN: 03149138) retiring by rotation, as Director under the provisions of the Companies Act, 2013.		
3.	Ordinary Resolution seeking approval for ratification of appointment and remuneration of M/s. Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E) as Statutory Auditors of the Company.		
4.	<u>Special Business</u> Special Resolution seeking approval for continuation of appointment of Mr. Kotivenkatesan Vasudevan (holding DIN: 00018023) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		
5.	Special Resolution seeking approval for continuation of appointment of Mr. Samarendra Nath Roy (holding DIN: 00408742) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		
6.	Special Resolution seeking approval for continuation of appointment of Mr. Krishna Murari Poddar (holding DIN: 00028012) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		

Resolution Sr. No.	Description	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
7.	Special Resolution seeking approval for fresh appointment of Mr. Kadenja Krishna Rai (holding DIN: 00629937) as an Independent Director u/s 149 and 152 of the Companies Act, 2013.		
8.	Ordinary Resolution seeking approval of remuneration of Cost Auditor u/s. 148(3) of the Companies Act, 2013.		
9.	Special Resolution seeking approval for shifting of Registered Office from the State of Uttar Pradesh to the State of West Bengal.		

Signature of Member / Proxy Voting.

Note: This Ballot Form shall be used by the Shareholders who do not have access to the e-voting system.

