



ENGINEERS &  
CONSTRUCTORS

# TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

Corporate Office :

1B, Park Plaza, South Block, 71, Park Street, Kolkata - 700 016, India

Tel. : (033) 4051-3000, Fax : (033) 4051-3326, E-mail : techno.email@techno.co.in

CIN : L40108UP2005PLC094368



April 06, 2024

**BSE Limited**

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai – 400 001

**BSE CODE - 542141**

Dear Sirs,

**Ref: Conclusion time not provided in the Proceedings of General Meetings.**

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings and details of voting results of the 18<sup>th</sup> Annual General Meeting - Revised**

**As per your Mail dated April 06, 2024 Pursuant to Regulation 30 of the Listing Regulations, we are submitting herewith the Revised proceedings of the 18<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 26<sup>th</sup> September, 2023 at 3.30 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and Concluded at 4:30 P.M.**

Further this is to inform you that all the items of business contained in the Notice were approved by the Members by requisite majority. The details of the **voting results along with Scrutinizer's Report** as per the requirements of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are enclosed in the prescribed format.

The voting results along with Scrutinizer's Report are also being uploaded on the Company's website [www.techno.co.in](http://www.techno.co.in) and on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Thanking you,

Yours faithfully,

For Techno Electric & Engineering Company Limited

(Niranjana Brahma)

Company Secretary (A-11652)

Encl: As Above





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## **Summary of the Proceedings of the 18<sup>th</sup> Annual General Meeting of Techno Electric & Engineering Company Limited held on Tuesday, the 26th day of September, 2023**

In compliance with the General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 2/2022 and No. 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (hereinafter, collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively, the 18th Annual General Meeting of the Members of the Company was held on Tuesday, the 26th day of September, 2023 at 3.30 p.m., through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

**Mr. P. P. Gupta**, Chairman and Managing Director, chaired the proceedings of the Meeting in terms of the Articles of Association of the Company.

**48 Members** had attended the meeting

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2023 and its future outlook.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting through the e-voting platform of National Securities Depository Limited (NSDL).

He further informed that the Board of Directors had appointed Mr. Amarendra Kumar Rai, Proprietor, M/s. Amarendra Rai & Associates, Practicing Company Secretary, (Membership No. F8575, C.P.No.9373 ) as the Scrutinizer to conduct the remote e-voting and voting during the meeting process in a fair and transparent manner and submit a consolidated report.

Thereafter, all the **11 resolutions** contained in the Notice of AGM were passed.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's report shall be placed on the website of the Company and the website of NSDL and also be submitted to the Stock Exchanges in the prescribed format.

**The Annual General Meeting commenced at 3.30 P.M. and concluded at 4.30 P.M.**

The following resolutions were placed and passed by the Members with requisite majority:



**Registered Office :** C-218, Ground Floor, (GR-2), Sector - 63, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201 307, India, Tel. : (0120) 2406030

**Gurugram Office :** Motorola Excellence Centre, 4th Floor, 415/2, Mehrauli-Gurgaon Road, Sector-14, Gurugram, Haryana - 122001, Tel : +91-12-44592550 (Reception) E-mail : office.gurugram@techno.co.in

**Visit us at :** <http://www.techno.co.in>



**ORDINARY BUSINESS:**

1. Adoption of financial statements (including consolidated financial statements) together with Directors report including annexure thereto and Auditors report for the year ended March 31, 2023. **(Ordinary Resolution).**
2. Declaration of Final Dividend of Rs.6/- per equity share of nominal value of Rs.2/- each for the financial year ended March 31, 2023. **(Ordinary Resolution).**
3. Approval for re-appointment of Ms. Avantika Gupta (holding DIN: 03149138) retiring by rotation, as Director under the provisions of the Companies Act, 2013. **(Ordinary Resolution).**

**SPECIAL BUSINESS:**

4. Approval for re-appointment of Mr. Padam Prakash Gupta (DIN: 00055954) as Managing Director of the Company. **(Special Resolution).**
5. Approval for appointment of Mr. Anjan Dasgupta (DIN: 08064739) as Independent Director of the Company. **(Special Resolution).**
6. Approval for re-appointment of Mr. Samarendra Nath Roy (DIN: 00408742) as Independent Director of the Company. **(Special Resolution).**
7. Approval for re-appointment of Mr. Krishna Murari Poddar (DIN: 00028012) as Independent Director of the Company. **(Special Resolution).**
8. Approval for re-appointment of Ms. Dipali Khanna (DIN: 03395440) as Independent Director of the Company. **(Special Resolution).**
9. Approval for re-appointment of Mr. Kadenja Krishna Rai (DIN: 00629937) as Independent Director of the Company. **(Special Resolution)**
10. Approval of remuneration of Cost Auditor u/s. 148(3) of the Companies Act, 2013. **(Ordinary Resolution)**
11. Approval for Shifting of Registered Office from the State of Uttar Pradesh to the State of Haryana. **(Special Resolution)**

For Techno Electric & Engineering Company Limited

**Niranjana Brahma**  
Company Secretary  
M.No. A11652

**18<sup>th</sup> Annual General Meeting (AGM) of Techno Electric & Engineering Company Limited**  
held through VC/OAVM on Tuesday the 26th day of September, 2023 at 03.30 p.m.

**Details of Voting Results**

Date of AGM	<b>26th September, 2023</b>
Record date/Cut-off date of voting	<b>19th September, 2023</b>
Total number of shareholders on record date:	<b>36492</b>
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group:	11
Public:	37
No. of resolution passed in the meeting	11 (Eleven)

**Agendawise details**

**Resolution No.01. To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)={2}/(1)*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)={4}/(2)*100	% of Votes against on votes polled (7)={5}/(2)*100	Invalid votes (7)={5}/(2)*100
Promoter and Promoter Group	E-Voting		66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM	66201276	0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>			<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institution	E-Voting		28006744	97.050	23245954	0	83.001	0.000	0.000
	Poll/Voting-AGM	28857916	0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>			<b>28006744</b>	<b>97.050</b>	<b>28006744</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting		1655069	13.177	1654462	77	99.963	0.005	0.000
	Poll/Voting-AGM	12559827	0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>			<b>1655069</b>	<b>13.177</b>	<b>1654992</b>	<b>77</b>	<b>99.995</b>	<b>0.005</b>
<b>Total</b>		<b>107619019</b>	<b>95863089</b>	<b>89.076</b>	<b>95863012</b>	<b>77</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

**Resolution No.02 To confirm the declaration of the Final Dividend of Rs.6/- per equity share of nominal value of Rs.2/- each for the financial year ended March 31, 2023.**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)={2}/(1)*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)={4}/(2)*100	% of Votes against on votes polled (7)={5}/(2)*100	Invalid votes (7)={5}/(2)*100
Promoter and Promoter Group	E-Voting		66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM	66201276	0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>			<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institution	E-Voting		28044481	97.181	23283691	0	83.024	0.000	0.000
	Poll/Voting-AGM	28857916	0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>			<b>28044481</b>	<b>97.181</b>	<b>28044481</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting		1655069	13.177	1654462	77	99.963	0.005	0.000
	Poll/Voting-AGM	12559827	0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>			<b>1655069</b>	<b>13.177</b>	<b>1654992</b>	<b>77</b>	<b>99.995</b>	<b>0.005</b>
<b>Total</b>		<b>107619019</b>	<b>95900826</b>	<b>89.111</b>	<b>95900749</b>	<b>77</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.



Resolution No.03 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.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	6861722	16421969	24.467	58.557	0.000
	Poll/Voting-AGM		0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>11622512</b>	<b>16421969</b>	<b>41.443</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1654454	77	99.963	0.005	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654984</b>	<b>77</b>	<b>99.995</b>	<b>0.005</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>79478772</b>	<b>16422046</b>	<b>82.876</b>	<b>17.124</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

Resolution No.04. To Re-Appointment of Mr. Padam Prakash Gupta(DIN: 00055954) as Managing Director for a period of five years w.e.f. 10th August, 2023. (Special Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	23155277	128414	82.566	0.458	0.000
	Poll/Voting-AGM		0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>27916067</b>	<b>128414</b>	<b>99.542</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1654439	92	99.962	0.006	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654969</b>	<b>92</b>	<b>99.994</b>	<b>0.006</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>95772312</b>	<b>128506</b>	<b>99.866</b>	<b>0.134</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

Resolution No.05. To Appointment of Mr. Anjan Dasgupta (DIN: 08064739) as Independent Director for a period of five years w.e.f. 14th August, 2023. (Special Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	22490982	792709	80.198	2.827	0.000
	Poll/Voting-AGM		0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>27251772</b>	<b>792709</b>	<b>97.173</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1654439	92	99.962	0.006	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654969</b>	<b>92</b>	<b>99.994</b>	<b>0.006</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>95108017</b>	<b>792801</b>	<b>99.173</b>	<b>0.827</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.



**Resolution No.06. To Re-Appointment of Mr. Samarendra Nath Roy(DIN: 00408742) as Independent Director for a period of five years w.e.f. 27th September, 2023. (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	(7)={5}/(2)*100
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	5964974	17318717	21.270	61.754	0.000
	Poll/Voting-AGM		0	0.000	4760790	0.000	0.000	0.000	
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>5964974</b>	<b>22079507</b>	<b>21.270</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1654454	77	99.963	0.005	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654984</b>	<b>77</b>	<b>99.995</b>	<b>0.005</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>73821234</b>	<b>22079584</b>	<b>76.977</b>	<b>23.023</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

**Resolution No.07. To Re-Appointment of Mr. Krishna Murari Poddar(DIN: 00028012) as Independent Director for a period of five years w.e.f. 27th September, 2023. (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	(7)={5}/(2)*100
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	5964974	17318717	21.270	61.754	0.000
	Poll/Voting-AGM		0	0.000	4760790	0.000	0.000	0.000	
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>5964974</b>	<b>22079507</b>	<b>21.270</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1653901	630	99.930	0.038	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654431</b>	<b>630</b>	<b>99.962</b>	<b>0.038</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>73820681</b>	<b>22080137</b>	<b>76.976</b>	<b>23.024</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

**Resolution No.08. To Re-Appointment of Ms. Dipali Khanna(DIN: 03395440) as Independent Director for a period of five years w.e.f. 27th September, 2023. (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	(7)={5}/(2)*100
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	16625235	6658456	59.282	23.742	0.000
	Poll/Voting-AGM		0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>21386025</b>	<b>6658456</b>	<b>76.258</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1654454	77	99.963	0.005	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654984</b>	<b>77</b>	<b>99.995</b>	<b>0.005</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>89242285</b>	<b>6658533</b>	<b>93.057</b>	<b>6.943</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.



**Resolution No.09. To Re-Appointment of Mr. Kadenja Krishna Rai(DIN: 00629937) as Independent Director for a period of two years w.e.f. 27th September, 2023. (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	5968278	17315413	21.281	61.743	0.000
	Poll/Voting-AGM		0	0.000	0	4760790	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>5968278</b>	<b>22076203</b>	<b>21.281</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1654454	77	99.963	0.005	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654984</b>	<b>77</b>	<b>99.995</b>	<b>0.005</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>73824538</b>	<b>22076280</b>	<b>76.980</b>	<b>23.020</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

**Resolution No.10. Approval of Remuneration to Cost Auditors u/s. 148(3) of the Companies Act, 2013. (Ordinary Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	23283161	0	83.022	0.000	0.000
	Poll/Voting-AGM		0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>28043951</b>	<b>0</b>	<b>99.998</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1654984	77	99.995	0.005	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1655514</b>	<b>77</b>	<b>100.027</b>	<b>0.005</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>95900741</b>	<b>77</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

**Resolution No.11. 11.Shifting of Registered Office from the State of Uttar Pradesh to the State of Haryana. (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid votes
		(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)={4}/(2)*100	(7)={5}/(2)*100	
Promoter and Promoter Group	E-Voting	66201276	66201276	100.000	66201276	0	100.000	0.000	0.000
	Poll/Voting-AGM		0	0.000	0	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>66201276</b>	<b>100.000</b>	<b>66201276</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Institution	E-Voting	28857916	28044481	97.181	23283691	0	83.024	0.000	0.000
	Poll/Voting-AGM		0	0.000	4760790	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>28044481</b>	<b>97.181</b>	<b>28044481</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>
Public-Non Institution	E-Voting	12559827	1655061	13.177	1653851	680	99.927	0.041	0.000
	Poll/Voting-AGM		0	0.000	530	0	0.000	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000	0.000
	<b>Total</b>		<b>1655061</b>	<b>13.177</b>	<b>1654381</b>	<b>680</b>	<b>99.959</b>	<b>0.041</b>	<b>0.000</b>
<b>Total</b>		<b>107619019</b>	<b>95900818</b>	<b>89.111</b>	<b>95900138</b>	<b>680</b>	<b>99.999</b>	<b>0.001</b>	<b>0.000</b>

Votes under the head "Poll" indicates votes cast during the AGM through e-voting.

All the Resolutions for consideration at the AGM in respect of the items set out in the Notice have been passed by the Members by requisite majority through remote e-voting and voting at the AGM.





# Amarendra Rai & Associates

Company Secretaries

(Peer Review Certificate No. 986/2020)

Date: 27<sup>th</sup> September, 2023

To  
The Chairman  
Techno Electric & Engineering Company Limited  
CIN: L40108UP2005PLC094368  
C-218, Ground Floor (GR-2) Sector-63  
Noida Gautam Buddha Nagar UP 201307

Dear Sir,

I thank you for appointing me as the scrutinizer for remote e-voting process and voting by your members during the 18<sup>th</sup> Annual General Meeting of your Company held on Tuesday, the 26<sup>th</sup> September, 2023 at 3.30 p.m. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking You,  
Yours faithfully,

For Amarendra Rai & Associates  
Company Secretaries



Amarendra Kr. Rai  
M.N.F8575  
CP No.9373

Enc: Scrutinizer Report



## SCRUTINIZER'S REPORT

*(Pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 108 of the Companies Act, 2013 rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.*

18<sup>th</sup> Annual General Meeting of shareholders of Techno Electric & Engineering Company Limited held on Tuesday, the 26<sup>th</sup> September, 2023 at 3.30 p.m. at the Deemed Venue 1B, Park Plaza, South Block, 71, Park Street, Kolkata-700016, through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

Dear Sir,

I, Amarendra Kumar Rai, a Company Secretary in Practice being proprietor of Amarendra Rai & Associates, Company Secretaries (FCS: 8575 and C.P. No.: 9373), Noida, appointed as Scrutinizer as per letter dated August 14, 2023 for the purpose of remote e-voting as well as e-voting by Members at the Eighteenth Annual General Meeting (AGM) of Techno Electric & Engineering Company Limited (CIN: L40108UP2005PLC094368) (hereinafter referred to as the Company) held on **Tuesday, the 26<sup>th</sup> September, 2023 at 3.30 p.m.** through VC/Other Audio Visual Means (OAVM) on agenda items contained in the Notice dated August 30, 2023, submit my report as under:-

Notice regarding registering of email address:

Pursuant to General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021, General Circular No.19/2021 dated December 8, 2021, General Circular No.21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (MCA Circulars), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India, on the business contained in the Notice of the 18<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Tuesday, the 26<sup>th</sup> September, 2023 at 3.30 p.m. through VC/OAVM.

Publication of Notice in the newspapers:

The Company has informed that, on the basis of the Register of Members and the lists of Beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL), the Company completed dispatch of the Notice convening the AGM on September 01, 2023, by email to 32052 Members who had registered their Email-IDs with Company/Depositories and the same was hosted on the website of the Company.

The public advertisement with respect to dispatch of Notice and conducting of remote e-voting was published in English in the Business Standard (All edition) on September 02, 2023 and in Hindi in Pioneer (Delhi NCR edition) on September 02, 2023.



#### Cut-off date:

The Voting rights were reckoned as on September 19, 2023, being the Cut-off date for the purpose of deciding the entitlement of Members for remote e-voting and e-voting at the AGM.

#### Remote E-voting:

Company had made available remote e-voting facility to its members and the remote e-voting period commenced on **Friday, September 22, 2023 (9:00 A.M. IST) and ended on Monday, September 25, 2023 (5:00 P.M. IST)**, and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by NSDL.

#### Voting at the AGM:

Pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, after closure of period of remote e-voting, I referred the list providing details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held by them.

On the day of the 18<sup>th</sup> AGM, Company conducted voting through e-voting for those Members, who could not participate in the remote e-Voting to record their votes.

#### Process of scrutiny and counting of votes:

After voting at the AGM concluded, I unblocked the results of the remote e-voting and e-voting by Members at the AGM in Presence of Mr. Varun Kumar and Ms. Sweta, who are not in employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Rules on the e-voting platform of National Securities Depository Limited (NSDL) and downloaded the results.

The Management of the Company is responsible to ensure the compliances of the requirements of the Act and Rules relating to remote e-voting and e-voting during the Annual General Meeting on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide facilities of remote e-voting and e-voting during the AGM.

#### Consolidated Voting Results:

It is observed that 213 Members casted their votes through remote e-voting and 5 members



have casted their votes through e-voting at the AGM. Consolidated Voting Results with respect to each item on the agenda as set out in the Notice of the 18<sup>th</sup>AGM dated August 30, 2023, are as follows.

Note: Percentage of votes cast "in favor" or "against" the resolutions is calculated based on the valid votes cast through remote e-voting and electronic voting at the AGM.

**ORDINARY BUSINESS:**

**ITEM NO. 1 - ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
<b>Voted in favor of resolution</b>	203	91101692	5	4761320	208	95863012	99.999
<b>Voted against the resolution</b>	4	77	0	0	4	77	0.001
<b>Invalid Votes</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**ITEM NO. 2 - ORDINARY RESOLUTION**

To declare final dividend on equity shares for the financial year ended March 31, 2023 as recommended by the Board of Directors.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
<b>Voted in favor of resolution</b>	204	91139429	5	4761320	209	95900749	99.999
<b>Voted</b>	4	77	0	0	4	77	0.001



against the resolution							
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

### ITEM NO. 3 - ORDINARY RESOLUTION

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.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	158	74717452	5	4761320	163	79478772	82.876
Voted against the resolution	52	16422046	0	0	52	16422046	17.124
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

### **SPECIAL BUSINESS:**

### ITEM NO. 4 - SPECIAL RESOLUTION

Re-Appointment of Mr. Padam Prakash Gupta (DIN: 00055954) as Managing Director.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	196	91010992	5	4761320	201	95772312	99.866
Voted against the resolution	17	128506	0	0	17	128506	0.134



Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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#### ITEM NO. 5 - SPECIAL RESOLUTION

Appointment of Mr. Anjan Dasgupta (DIN: 08064739) as Independent Director.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	201	90346697	5	4761320	206	95108017	99.173
Voted against the resolution	6	792801	0	0	6	792801	0.827
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

#### ITEM NO. 6 - SPECIAL RESOLUTION

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

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	151	73820704	2	530	153	73821234	76.977
Voted against the resolution	56	17318794	3	4760790	59	22079584	23.023
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL



**ITEM NO. 7 - SPECIAL RESOLUTION**

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

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	146	73820151	2	530	148	73820681	76.977
Voted against the resolution	61	17319347	3	4760790	64	22080137	23.023
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**ITEM NO. 8 - SPECIAL RESOLUTION**

Re-Appointment of Ms. Dipali Khanna (DIN: 03395440) as Independent Woman Director.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	163	84480965	5	4761320	168	89242285	93.057
Voted against the resolution	47	6658533	0	0	47	6658533	6.943
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL



**ITEM NO. 9 - SPECIAL RESOLUTION**

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

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	152	73824008	2	530	154	73824538	76.980
Voted against the resolution	55	17315490	3	4760790	58	22076280	23.020
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**ITEM NO. 10 - ORDINARY RESOLUTION**

Approval of Remuneration to Cost Auditors.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
Voted in favor of resolution	203	91139421	5	4761320	208	95900741	99.999
Voted against the resolution	4	77	0	0	4	77	0.001
Invalid Votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL



## ITEM NO. 11 - SPECIAL RESOLUTION

Shifting of Registered Office from the State of Uttar Pradesh to the State of Haryana.

	Remote E-Voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	% of votes to total number of valid votes cast
<b>Voted in favor of resolution</b>	197	91138818	5	4761320	202	95900138	99.999
<b>Voted against the resolution</b>	10	680	0	0	10	680	0.001
<b>Invalid Votes</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the aforesaid results, Ordinary/Special Resolutions as contained from Item No.1 to Item No. 11 of the Notice dated August 30, 2023 have passed with requisite majority.

All other relevant records relating to remote e-voting and electronic voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,

For Amarendra Rai & Associates

Company Secretaries



Amarendra Kr. Rai

M.N.F8575

CP No.9373

UDIN:F008575E001094033