



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 08, 2020

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 15th 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 15th Annual General Meeting of the Shareholders of the Company for the financial year 2019-20 scheduled to be held on Wednesday, the 30th September, 2020 at 2.00 p.m. through Video Conferencing or Other Audio Visual Means .

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 **Thursday, September 24, 2020 to Wednesday, September 30, 2020**(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 : INE285K01026)

M/s National Securities Depository Ltd.
Trade World, 4th floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013 (ISIN : INE285K01026)

M/s Niche Technologies Private Ltd.,
Registrar and Share Transfer Agent,
3A, Auckland Place, 7th Floor,
Room No. 7A & 7B, Kolkata - 700 017.



TECHNO ELECTRIC & ENGINEERING COMPANY 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 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **15th Annual General Meeting** of the Members of **Techno Electric & Engineering Company Limited** will be held on **Wednesday, the 30th September, 2020 at 2.00 p.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses:

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, 2020 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, 2020 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, 2021 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, 2021, as may be recommended by the audit committee in consultation with the auditors.”



SPECIAL BUSINESS:

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

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

“RESOLVED THAT Ms. Dipali Khanna (DIN: 03395440), who was appointed by the Board of Directors as an Additional Independent Woman Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 15th Annual General Meeting and in respect of whom a notice in writing from a Member under Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as Independent Woman 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 for a period of **Three** consecutive years from the conclusion of the ensuing Annual General Meeting and is not liable to retire by rotation.”

5. 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-imburement 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, 2021 as Cost Auditors, be and is hereby ratified thereon and confirmed.”

Registered Office:
C-218, Ground Floor (GR-2)
Sector-63, Noida,
Gautam Buddha Nagar,
Uttar Pradesh, India, 201307

By Order of the Board
For Techno Electric & Engineering Company Limited

N. Brahma
Company Secretary
Membership No. A-11652

Date: 30th June, 2020

NOTES:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the **15th Annual General Meeting (the “AGM” or the “Meeting”) of Techno Electric & Engineering Company Limited (the “Company”)** will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 2.00 P.M. IST.
3. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 15TH AGM OF THE COMPANY (THE “NOTICE”).**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at akrai-cs@hotmail.com with a copy marked to evoting@nsdl.co.in

4. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 4 is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

7. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Niche Technologies Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2020 shall be available on the website of the Company viz., www.techno.co.in and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com

8. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM.



Further details in this regard are annexed separately and form part of this Notice.

9. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The remote e-Voting period will commence on Sunday, September 27, 2020 (9:00 A.M. IST) and will end on Tuesday, September 29, 2020 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., **Wednesday, September 23, 2020**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, September 23, 2020 being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Wednesday, September 23, 2020 should treat this Notice for information purpose only.**

The Board of Directors has appointed **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, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting, unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.techno.co.in) and on the e-Voting website of NSDL (www.evoting.nsdl.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for atleast 3 days on the Notice Boards of the Company at its Registered /Corporate Office in Kolkata.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., **Wednesday, the 30th September, 2020.**

Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at desk.investors@techno.co.in or to the RTA at nichetechpl@nichetechpl.com:

- (i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and



(iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

10. Procedure for raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Monday September 28, 2020, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at desk.investors@techno.co.in and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Sunday, September 20, 2020 (9:00 A.M. IST) to Sunday, September 27 2020 (5:00 P.M. IST) at desk.investors@techno.co.in from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5.00 P.M. (IST) on Monday, September 28, 2020 through e-mail at desk.investors@techno.co.in and the same will be suitably replied by the Company.

11. Procedure for inspection of documents

All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at desk.investors@techno.co.in from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.

12. Book Closure Period

The Share Transfer Books and Register of Members of the Company will remain closed from **Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive)** for the purpose of the AGM.

- 13. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized.



14. Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)

Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed or unpaid dividends upto the financial year ended December 31, 1993 were transferred to the General Revenue Account of the Central Government. Consequent upon amendments in erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Act, Rules made thereunder (as amended), the amount of dividend for the subsequent years remaining unclaimed or unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were earlier transferred to General Revenue Account, have been transferred to the account of Investor Education and Protection Fund (IEPF) established by the Government of India.

Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend.

Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.

The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund web page of IEPF Authority's website for claiming such dividend amount / shares has been provided on the Company's website, i.e., www.techno.co.in under the "Investor Relations" category.

The due dates for transfer of the unclaimed or unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the Financial Year ended	Due dates for transfer to IEPF
2012-13-Final	02/10/2020
2013-2014-Interim	07/04/2021
2013-2014-Final	25/09/2021
2014-2015-Interim	10/11/2021
2014-2015-Final	06/10/2022
2015-2016-Interim	05/04/2023
2015-2016-Final	05/10/2023

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

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 No.4 of the accompanying Notice:

Item No. 4

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

Ms. Dipali Khanna (DIN: 03395440) was appointed by the Board of Directors of the Company as an Additional Independent Woman Director on 30th September, 2019 on the recommendation of the Nomination and Remuneration Committee. She holds office until the conclusion of the ensuing Annual General Meeting under section 161(1) of the Companies Act, 2013.



In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. The Board of Directors has proposed that **Ms. Dipali Khanna (DIN: 03395440)**, be appointed as Independent Woman Director on the Board of the Company for 4 years.

The Company has received a valid notice of candidature of Ms. Dipali Khanna, from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of the Company. Ms. Dipali Khanna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director. The Company has received a declaration from Ms. Dipali Khanna that she 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, Ms. Dipali Khanna fulfils the conditions for her 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 Ms. Dipali Khanna:

Ms. Dipali Khanna aged about 67 years. She has completed the Leadership Program from Harvard Business School and also obtained Masters Degree in Science (National Security) from National Defence College and Masters Degree in History from Delhi University. She has also obtained the Certificate Course from Cost & Management accountancy ICWA, Delhi. She had Forty years of varied work experience in renowned Government organizations, with an emphasis on assisting Ministries in sourcing capital from the Government and developing policies and regulations to enable enhanced participation of the private sector in government initiatives. Ms. Khanna is independent Board Member in some reputed companies. She was also a Member of Kelkar Committee, Ministry of Defence for Public-Private Partnership in Defence production process.

None of the Directors or Key Managerial Personnel of the Company is deemed to be concerned or interested in this resolution.

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

Registered Office:
C-218, Ground Floor (GR-2)
Sector-63, Noida,
Gautam Buddha Nagar,
Uttar Pradesh, India, 201307

By Order of the Board
For Techno Electric & Engineering Company Limited

N. Brahma
Company Secretary
Membership No. A-11652

Date: 30th June, 2020

THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 15TH ANNUAL GENERAL MEETING OF TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED DATED JUNE 30, 2020:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") read with the General Circulars issued by the Ministry of Corporate Affairs (the "MCA") bearing Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company is pleased to facilitate its Members, to transact businesses as mentioned in Notice convening the 15th Annual General Meeting (the "AGM" or the "Meeting"), by voting through electronic means (e-Voting). In this regard, the Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-Voting facility and e-Voting at the AGM.

II. THE INSTRUCTIONS / PROCEDURE FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-Voting period will commence on Sunday, September 27, 2020 (9:00 A.M. IST) and will end on Tuesday, September 29, 2020 (5:00 P.M. IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Also, the e-Voting facility will be made available during the AGM.

To vote electronically on NSDL e-Voting system, please follow the steps which are mentioned below:

Step 1: Login 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 ARE GIVEN BELOW:

To Login to NSDL e-Voting website:

1. Open the web browser by typing the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
2. Click on icon "Login" available under "Shareholder / Member" section.
3. Enter your User Id, Password and also a verification code as shown on the screen.

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

4. Your User Id details are given below :

Manner of holding shares, i.e., in Demat Account or in Physical Mode	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 Central Depository Services (India) Limited (CDSL).	16 Digit DP Id and Client Id. For example if your DP Id and Client Id is 12***** then your User Id is 12*****
c) For Members holding shares in Physical Mode.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 113120 then User Id is 113120001***

5. Your Password details are given below:

- a. If you are already registered with NSDL for remote e-Voting then you can use your existing User Id and Password to login and cast your vote.
 - b. If your e-mail id is registered in your Demat Account or with the Company, your 'Initial Password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL in your mailbox.
 - c. If you are using NSDL e-Voting system for the first time, you are required to retrieve the "Initial Password" which was communicated to you. Once you retrieve your "Initial Password", you need to enter the "Initial Password" and the system will direct you to change your "Initial Password".
 - d. Process to retrieve your "Initial Password"
 - (i) Open the e-mail and thereafter open the attached PDF file viz.: "technoresolution.pdf". The Password to open the pdf file is your 8 digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of CDSL Demat Account or Folio Number for shares held in Physical mode. The said PDF file also contains your User Id and "Initial Password" for e-Voting purpose.
 - (ii) If your e-mail Id is not registered, please follow steps mentioned below under "Instructions for Members whose e-mail ids are not registered".
6. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your Password:
- (a) If you are holding shares in your demat account with NSDL or CDSL, click on icon "Forgot User Details / Password?" available on <https://www.evoting.nsd.com>

- (b) If you are holding shares in physical mode, click on icon “Physical User Reset Password?” available on www.evoting.nsdl.com.
- (c) If you are still unable to get the Password by following aforesaid two options, you can send your request at evoting@nsdl.co.in mentioning your name, your DP Id and Client Id / Folio Number, your PAN and your registered postal 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. Tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now click on icon “Login”.

9. Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

Process to cast your vote electronically on NSDL e-Voting system

1. Click on e-Voting: “Active Voting Cycles”.
2. Select “EVEN” of Techno Electric & Engineering Company Limited.
3. Now you are ready for e-Voting as the voting page opens.
4. 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 thereafter click on icon “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you have confirmed after voting on the Resolution, you will not be allowed to modify your vote.

III. THE INSTRUCTIONS / PROCEDURE FOR MEMBERS FOR E-VOTING AT THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC or OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-Voting.

GENERAL GUIDELINES FOR MEMBERS

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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through 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 you must take utmost care to keep your Password confidential. Login to e-Voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon "Forgot User Details / Password?" or "Physical User Reset Password?" available on www.evoting.nsdl.com
3. In case of any queries, you may refer the "Frequently Asked Questions on e-Voting (For Shareholders).pdf" and "e-Voting Manual - Shareholder.pdf" available at the "Download" section of NSDL e-Voting website, i.e., www.evoting.nsdl.com or call on Toll Free No.: 1800 222 990 or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager of NSDL at Telephone Nos.: (022) 24994360 / (022) 24994545 or at e-mail id: evoting@nsdl.co.in or at NSDL, 'Trade World', 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013. For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No.: (033) 22895796.
4. The helpline number regarding any query / assistance for participation in the AGM through VC or OAVM is 1800 222 990.
5. **The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, September 23, 2020.**
6. Any person, who acquires shares in the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date, i.e., Wednesday, September 23, 2020 may obtain the Login User Id and Password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for e-Voting then you can use your existing User Id and Password for casting your votes.
7. A person whose name appears 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 AGM venue through electronic means, if not participated through remote e-voting.

Instructions for Members whose e-mail ids are not registered:

The process for those members whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the AGM are as follows:

1. In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Number of Equity Shares held, Scanned copy Share Certificate (both side) alongwith self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars)

in support of the postal address of the Member as registered against their shareholding by e-mail to nichetechpl@nichetechpl.com

2. In case shares are held in demat mode, please provide Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement alongwith self-attested scanned copy of PAN and AADHAAR by e-mail to nichetechpl@nichetechpl.com
3. Alternatively Member may send an e-mail request to evoting@nsdl.co.in for obtaining User Id and Password by proving the details mentioned in Point (1) or (2) as the case may be.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC OR OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC or OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholder / Member login by using the remote e-Voting credentials. The link for VC or OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed.
2. Members can join the AGM through the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure, attached separately and forms part of the Notice.
3. Members who do not have the User Id and Password for e-Voting or have forgotten the User Id and Password may retrieve the same by following the remote e-Voting instructions mentioned above to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
4. Members are encouraged to join the Meeting through Laptops and allow camera for better experience. Members connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation/bandwidth issues in their respective networks. It is, therefore, recommended to use a good speed internet connection, preferably stable Wi-Fi or LAN Connection, to mitigate any kind of aforesaid glitches and to avoid any disturbance(s) during the AGM.
5. Members who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided above.
6. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.
