

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Eighth Annual General Meeting of the members of Technofab Engineering Limited will be held on Friday, the 20th day of September 2019 at 11:00 A.M. at Modi Hall, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110 016 to transact the following business:

ORDINARY BUSINESS

1. **To consider and adopt: (a) the audited financial statement of the Company for the financial year ended 31 March 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31 March 2019 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:**

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31 March 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31 March 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To re-appoint Mr. Arjun Gupta (DIN: 00012092) as a Director liable to retire by rotation, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arjun Gupta (DIN: 00012092), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **TO RE-APPOINT MR. ARUN MITTER (DIN: 00022941) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arun Mitter (DIN: 00022941), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 25th September, 2019 to 24th September, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

4. **TO RE-APPOINT MR. PAWAN CHOPRA (DIN: 00417967) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pawan Chopra (DIN: 00417967), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 25th September, 2019 to 24th September, 2024 and whose office shall not be liable to retire by rotation.



RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018") notified on 9 May 2018 vide Notification no. SEBI/LAD-NRO/GN/2018/10, consent be and is hereby accorded for re-appointment of Mr. Pawan Chopra (DIN: 00417967) as a Non-executive-Independent Director of the Company for second term of five consecutive years with effect from 25th September, 2019 to 24th September, 2024 even after attaining the age of seventy five years.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

5. TO RE-APPOINT MS. ANJU BANERJEE (DIN: 00397755) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anju Banerjee (DIN: 00397755), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st March, 2020 to 30th March, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and taking steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

6. TO RE-APPOINT MR. ARJUN GUPTA (DIN: 00012092) AS CHAIRMAN & MANAGING DIRECTOR AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approval(s) or sanction(s) as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Arjun Gupta (DIN 00012092) as Chairman & Managing Director of the Company, liable to retire by rotation, w.e.f. 1st April 2020 to 31st March 2023 on the terms and conditions including remuneration as set out below:

- **Basic Salary:** Rs. 8,25,000 per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time, ensuring that any such revision shall be in compliance with Companies Act, 2013, taking into account the performance of the Company.
- **Housing:** Fully furnished residential accommodation, the cost of which shall not exceed 50% of the basic salary per annum or House Rent Allowance in lieu thereof.
- **Medical Expenses:** Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
- **Leave Travel Allowance:** For self and family, in accordance with Rules of the Company.
- **Club Fees:** Membership of one Club in India (including admission and membership fee).
- **Entertainment:** Travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company.
- **Car & Telephone:** The Company shall provide car with driver and telephone at the residence of Chairman Managing Director for business purposes of the Company.
- **PF Contribution:** Contribution to Provident Fund shall be as per the rules of the Company and applicable laws.
- **Gratuity:** Gratuity payable shall be as per rules of the Company and applicable laws.
- **Performance Incentive:** upto 1% of the net profit of the Company p.a. subject to the condition that total managerial remuneration during a financial year does not cross the threshold limit of 5% or 10% of the net profits of the Company, as the case may be, as per Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year during the currency of tenure of his office, he shall be paid such salary, commission and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profit being inadequate in any financial year of the Company during the currency of tenure of his office, the Company may pay salary, commission and perquisites to Mr. Arjun Gupta, in excess of limits as set out in Schedule V to the Companies Act, 2013, subject to approval of the Central Government at such conditions and modifications as may be prescribed by it while granting such approval and also subject to such other consents and approvals as may be required.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (iii) Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT he shall be entitled to re-imbursement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

RESOLVED FURTHER THAT so long as Mr. Arjun Gupta functions as the Chairman & Managing Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution."

7. TO APPROVE THE ISSUE OF EQUITY SHARES OF THE COMPANY BY WAY OF PRIVATE PLACEMENT TO QUALIFIED INSTITUTIONAL BUYERS FOR EXTENDED PERIOD AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, all other applicable rules under the Companies Act, 2013, Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI Regulations"), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations 2004, as amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the stock exchanges where the equity shares of face value of Rs. 10 each of the Company (the "Equity Shares") are listed, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India ("SEBI"), the stock exchanges, the Foreign Investment Promotion Board, the Reserve Bank of India, the Ministry of Finance, the Ministry of Commerce and Industry and such other ministries / departments of the Government of India, and all such other authorities or institutions as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, the proposal to create, offer, issue and allot from time to time, in one or more tranches, in the course of domestic/international offerings, with or without an over-allotment option, whether rupee denominated or denominated in foreign currency, such number of Equity Shares of the Company, (collectively referred to as "Securities"), for up to an aggregate amount of Rs. 100 Crore (or equivalent thereof in one or more foreign currency), inclusive of premium that may be fixed on such Securities to be issued to qualified institutional buyers (as defined under the SEBI Regulations), (hereinafter referred to as the "Investors") whether shareholders of the Company or not, pursuant to a qualified institutions placement' under Chapter VI of the SEBI Regulations at such price, being not less than the price determined in accordance with the pricing formula specified under the SEBI Regulations (or such other formulae as may be prescribed by SEBI) or such lower price as may be permissible under the SEBI Regulations or notifications, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s), be and is hereby approved.



RESOLVED FURTHER THAT such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed qualified institutional placement of Equity Shares or such other time as may be allowed by the SEBI Regulations from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 176 of the SEBI Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% to the price calculated in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations or such other discounts as may be permitted under the applicable laws.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and Government of India through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/regulations/statutory provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including (QIP committee constituted by it) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to, finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of Investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue, if any, rate of interest, redemption period, listings on the stock exchanges, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to delegate all or any of its powers to any Director(s) or Committee of Directors formed for the purpose of QIP/ Company Secretary/ other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities."

8. ISSUE OF CCPS/DEBENTURES/BONDS/FCCB UPTO AN AMOUNT OF RS. 85 CRORE AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 framed there under including the applicable provisions of Securities and Exchange Board of India Act, 1992 including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendment thereto and also pursuant to the provisions of Foreign Exchange Management Act, 1999 including Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident Outside India) Regulation, 2000, Foreign Exchange Management (Borrowing and lending in Rupees) Regulations, 2000, Master Direction on External Commercial Borrowings as amended together with such other regulations, as may be applicable, (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and also in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities, if any, approval be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof whether constituted or to be constituted to exercise its powers including powers conferred by this Resolution) to offer(s) or invitation(s) to subscribe, issue and allot, whether through a public issue and/ or on a private placement basis, one or more following types of Compulsorily Convertible Preference shares(CCPS)/

debt instruments/ securities (hereinafter referred to as “the Said Securities”) or any combination thereof, in one or more series/tranches, aggregating upto Rs. 85 crores (Rupees Eighty Five Crores Only), whether rupee denominated or denominated in foreign currency, to any eligible person, including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors / Foreign Portfolio Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts or other persons or entities, whether shareholders of the Company or not:

- Compulsorily Convertible Preference Shares (CCPS);
- Non-Convertible Debentures (NCD);
- Optionally Convertible Debentures (OCD);
- Fully Convertible Debentures (FCD);
- Partly Convertible Debentures (PCD);
- Bonds of any kind and description; and
- Foreign Currency Convertible Bonds (FCCB).

RESOLVED FURTHER THAT the Said Securities be offered, invited for subscription, issued and allotted during the period of 1 (one) year from the date of declaration of results of this resolution on such terms and conditions, and at such times, and at par or at such premium, as the Board may, from time to time determine and consider proper and most beneficial to the Company including as to when the Said Securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT in the event the Said Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993 including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the CCPS/FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the Said Securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of Securities of this nature.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its sole and absolute discretion deem necessary for the purpose of determining terms of issue of Said Securities including the class of investors to whom the Said Securities are to be issued, time, securities to be offered, the number of Said Securities, tranches, issue price, tenor, interest rate, premium and to settle all questions, difficulties and doubts that may arise in relation thereto.”

9. ISSUE OF COMMERCIAL PAPER UPTO AN AMOUNT OF RS. 15 CRORE AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Regulations, 2014, Foreign Exchange Management Act, 1999, the Reserve Bank of India Act, 1934 (including any amendment, modification, variation or re-enactment thereof) Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) to borrow from time to time, by issuance of Commercial Paper (“CPs”) on a Private Placement Basis, with a view to augment the business of the Company, upto an amount not exceeding Rs. 15,00,00,000 (Rupees Fifteen Crore Only) under one or more disclosure documents, during the period commencing from the date of passing of this resolution until the conclusion of one year on such terms & Conditions as the Board may deem fit and appropriate for such series as the case may be.

RESOLVED FURTHER THAT the said limit of Rs. 15,00,00,000 (Rupees Fifteen Crore Only) shall be within the overall borrowing limit approved by the members.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its sole and absolute discretion deem necessary including of filing of return, documents and forms as may be required and to settle all questions, difficulties and doubts that may arise in relation thereto."

Registered office:
913, Hemkunt Chambers
89, Nehru Place
New Delhi – 110019, India

CIN: L74210DL1971PLC005712
Email: info@technofabengineering.com

Place: New Delhi
Date: 14 August 2019

By order of the Board of Directors
For Technofab Engineering Limited

Suman Kumar Verma
Company Secretary
M.N.F7409

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, in order to be effective however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and the Share transfer books of the Company shall remain closed from 14 September 2019 to 20 September 2019 (both days inclusive).
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. The statements pursuant to section II of Schedule V of the Act and Regulation 36(3) of SEBI (LODR) Regulations, 2015 are given in Annexure I of this statement wherever applicable.
6. In terms of Section 152 of the Act, Mr. Arjun Gupta, Director retire by rotation at the meeting and being eligible offer himself for re-appointment.
7. As a part of Green Initiative, soft copy of the Annual Report 2018-19 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same and physical copy to those shareholders whose email ids are not available with Company.
8. Members wishing to claim dividend, which remain unclaimed are requested to correspond with Registrar and Share Transfer Agent of the Company, Members are requested to note that the dividends not claimed within seven years from the date of transfer to the company's unpaid dividend account, will as per Section 124 of Companies Act, 2013 be transferred to the Investor Education and Protection Fund.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agent, Link Intime India Pvt. Ltd (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or a RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):
Pursuant to provisions of Sections 124 and 125 of the Act and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') all unclaimed / unpaid dividend remaining unclaimed / unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account, were required to be transferred to the IEPF. Accordingly, the Company is in process of transferring Unpaid Dividend including interest etc. with respect to Dividend declared for the financial year 2011-12 to IEPF after completion of seven years from the date of transfer to Unpaid Dividend Account.
13. In case you have any query relating to the Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting
14. Members may note that the Notice of Forty Eighth Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2018-2019 will also be available on the Company's Website www.technofabengineering.com for their download.
15. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of the Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post for free of cost. For any communication, the shareholders may also send request to the Company's investor email id investors@technofabengineering.com
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd.
17. Members are requested:
 - a. To notify the change of address, if any, to the Company immediately.
 - b. Members who have not registered their e-mail addresses so far as are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - c. To carry along their copy of the Annual Report at the Annual General Meeting for ready reference.
 - d. To produce at the entrance the enclosed attendance slip duly completed and signed for admission to the meeting place.
- 18. Voting through electronic means**
 - I. Pursuant to the provisions of Section 108 and other applicable Provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS2), issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the General meeting ('remote e-voting').
 - II. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of CDSL as the Authorized Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of the general meeting).
 - III. 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 i.e. 13 September 2019 only shall be entitled to avail the facility of remote e-voting as well as physical voting at the Annual General Meeting through ballot paper.
 - IV. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

- V. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. The Board of Directors have appointed Mr. Suresh Kumar Gupta, Practising Company Secretary, (Membership No. FCS 5660), as the Scrutinizer to scrutinize the e-voting process.
- VII. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

- I. The remote e-voting facility will be available during the following period after which the portal shall forthwith be disabled and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on Tuesday, 17 September 2019
End of remote e-voting	05:00 p.m. (IST) on Thursday, 19 September 2019

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13 September 2019 may cast their vote electronically.

- II. Log on to the e-voting website www.evotingindia.com
- III. Click on "Shareholders" tab.
- IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.-Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant Technofab Engineering Limited on which you choose to vote.

- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- XIX. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

19. Poll at the Meeting

After the items of the Notice having been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the scrutinizer appointed for remote e-voting and poll as stated above. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of 13 September 2019 and who have not casted their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

20. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Friday, 13 September 2019.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than 2 days of the conclusion of AGM, i.e. on or before 22 September 2019, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and the Chairman, shall declare the result forthwith.
22. The Scrutinizer's decision on the validity of the vote shall be final and binding.
23. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.technofabengineering.com) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges where the Company's shares are listed.
24. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.
25. Route Map with respect to the venue of Annual General Meeting is appearing elsewhere in this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (the “Act”)**ITEM NO. 3:**

Mr. Arun Mitter was appointed as an Independent Non-Executive Director of the Company by the members at the 43rd AGM of the Company held on 25th September, 2014 for a period of five consecutive years commencing from 25th September, 2014 upto 24th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mitter, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 25th September, 2019 upto 24th September, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Mitter fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mitter as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday & Sunday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mitter as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Mitter as an Independent Director for another term of five consecutive years with effect from 25th September, 2019 to 24th September, 2024, for the approval by the shareholders of the Company.

Except Mr. Arun Mitter, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Mitter is not related to any Director of the Company.

ITEM NO. 4:

Mr. Pawan Chopra was appointed as an Independent Non-Executive Director of the Company by the members at the 43rd AGM of the Company held on 25th September, 2014 for a period of five consecutive years commencing from 25th September, 2014 upto 24th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term upto five consecutive years on the Board of a Company.

Furthermore, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the “Amended Listing Regulations”) which is now applicable to the Company w.e.f. 1st April 2019, *“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”*

The age of Mr. Chopra is more than seventy five years. In view of same, Mr. Chopra can't be appointed as Director unless a Special Resolution is passed to that effect in accordance with Regulation 17(1A) of the Amended Listing Regulations.

It would be in the interest of the Company to continue to avail of his considerable expertise. Accordingly, approval of the members is sought for passing a Special Resolution for continuation of his directorship with the Company.