



**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](http://www.techno.co.in), Email: [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in)

**Notice of Postal Ballot**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, ("Rules"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR, 2015") and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable provisions if any, THAT the Resolutions as set out in this Notice are proposed for approval by the Members of the Company by means of Postal Ballot and by voting through electronic means ('remote e-voting') only. In compliance with the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members and members are required to communicate their assent or dissent through the remote e-voting system only.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company or through Ballot Form.

The Board of Directors of the Company has appointed Shri. Amarendra Kumar Rai, M/s. Amarendra Rai & Associates, Practicing Company Secretary (CP No. 9373), as Scrutinizer for conducting the postal ballot (e-voting and postal ballot form) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

## **Special Resolution**

### **Item No. 1: Sale, Lease, Transfer or otherwise Disposal of Wind Power Assets:**

**To Sale, lease, Transfer or otherwise Disposal of Wind Power Assets and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to section 180(1)(a) read with section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary of the appropriate authorities, departments, offices, institutions, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf) and subject to fulfillment of the terms and conditions contained in Memorandum of Understanding entered into / to be entered into and such other terms and conditions as may deem fit and appropriate, consent, authority and approval of the members of the Company be and is hereby accorded to the Board to sell, transfer, assign, dispose off or cause to be sold, assigned, transferred and disposed off the Wind Power Assets either in whole or in part (hereinafter referred to as the “Wind Assets”) together with the land and other structures attached thereto and including current contracts, engagements etc. with customers, rights, liabilities / obligations of whatsoever nature and kind and wheresoever situated, by way of slump sale basis or otherwise, to the prospective buyers on the basis of offers for sale, for a suitable consideration subject to such adjustment and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be required in this regard and from such date as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Wind Power Assets, and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question and difficulty that may arise in this regard and/or incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution.

**Item No.2: Re-appointment of Mr. Ankit Saraiya (DIN : 02771647) as Whole-time Director:**

**To Re-appointment Mr. Ankit Saraiya (DIN: 02771647) as a Whole Time Director and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the re-appointment of and the remuneration payable to Mr. Ankit Saraiya as Whole-Time Director of the Company for a period of five years w.e.f. 02<sup>nd</sup> day of April, 2022 on the terms and conditions contained in the agreement to be entered into between the Company on the one part and Mr. Ankit Saraiya on the other part, be and is hereby approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement in compliance with Schedule V of the Companies Act, 2013 (including any modifications or re-enactments thereof for the time being in force or any amendments or modifications that may hereafter be made thereto by the Central Government) and as may be agreed to between the Board of Directors and Mr. Saraiya.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary to execute and sign the agreement and other documents and desirable to implement and give effect to the foregoing Resolution.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during his tenure, the remuneration and perquisites set out as aforesaid be paid to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit as stipulated under Schedule V of the Companies Act 2013 for the time being in force and any amendment thereof.”

Registered Office:  
C-218, Ground Floor (GR-2)  
Sector-63, Noida,  
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By Order of the Board  
For Techno Electric & Engineering Company Limited

**N. Brahma**  
Company Secretary  
Membership No. A-11652

## NOTES:

1. Ministry of Corporate Affairs (MCA) has vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021, allowed the companies to hold general meetings/conduct the Postal Ballot process, (collectively referred to as ("Applicable Circulars")). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Postal Ballot is being conducted through E-Voting.
2. The CUT-OFF date for recognising the eligibility of members to attend and vote on Postal Ballot shall be 10<sup>th</sup> June, 2022. 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 i.e. 10<sup>th</sup> June, 2022, "End of Business Hours" only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.
3. The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
4. The vote in this Postal Ballot cannot be exercised through proxy.
5. Members seeking further information on any matter contained in the Notice, are requested to write to the Company from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Monday, June 20, 2022 to Tuesday, July 19, 2022 through email at [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in).
6. In compliance with the Applicable Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depositories/Depositories Participants. Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www.techno.co.in](http://www.techno.co.in), websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
7. The Board of Directors of the Company has appointed Shri Amarendra Kumar Rai, Company Secretary in Practice of M/s. Amarendra Rai & Associates, as Scrutiniser to conduct the postal ballot and e-voting process in a fair and transparent manner.
8. Institutional/Corporate 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/Authorisation, etc. by its Board with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akrai-cs@hotmail.com](mailto:akrai-cs@hotmail.com). with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in)

10. The e-voting period commences on **Monday, June 20, 2022 (9:00 am)** and ends on **Tuesday, July 19, 2022 (5:00 pm)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of 10<sup>th</sup> June, 2022 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

11. The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. 10<sup>th</sup> June, 2022.

12. The Scrutinizer, after scrutinizing the votes cast through the postal ballot voting process and through e-voting, will make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing not later than two working days from the conclusion of the e-voting process. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company at [www.techno.co.in](http://www.techno.co.in) and on the website of NSDL at <https://www.evoting.nsdl.com>. The results shall be simultaneously communicated to the Stock Exchanges.

13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be considered as passed on the last date specified for E-Voting for the postal ballot voting process i.e. Tuesday, 19<sup>th</sup> July, 2022.

14. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.

#### **Instructions:**

#### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### **Login method for Individual shareholders holding securities in demat mode is given below:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 **App Store**  **Google Play**



Individual Shareholders holding securities in demat mode with CDSL

Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.

After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.

If the user is not registered for Easi/Easiest, option to register is available at

<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders  
(holding securities in demat  
mode) login through their  
depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

**Login type**

**Helpdesk details**

Individual Shareholders holding securities in demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is

available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat or Physical  
(NSDL or CDSL) or Physical

a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



## How to retrieve your 'initial password'?

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 click on "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 confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akrai-cs@hotmail.com](mailto:akrai-cs@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in).

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [www.techno.co.in](http://www.techno.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **ANNEXURE TO THE NOTICE**

### **A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 1**

At present, the Company owns 129.9 MW of wind assets out of which 111.9 MW is situated in the State of Tamilnadu and 18 MW is situated in the State of Karnataka. The wind power division in the State of Tamilnadu is passing through a very difficult phase in past 2/3 years due to policy paralysis and non-payment of dues by the power purchaser in spite of power purchase agreement (PPAs) entered with them. Further, the wind turbines sometimes are unable to run to its full potential because of low rate of evacuation of power from the generating stations. Being seasonal in nature, the wind power generation depends of the climatic conditions which affect the power production substantially. Therefore, it was considered feasible to sale / dispose off the wind assets to save the Company's business from further erosion and to concentrate on its core EPC Business and explore other opportunities for diversification. Some potential Buyers have shown interest to buy the afore said wind assets and may go ahead with the sale or disposal of the assets in near future.

In terms of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the permission of the Shareholders by a special resolution, have the right to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year. The investment value in the assets under sale / disposal may exceed the prescribed limit and therefore, as a precautionary measure, this resolution is proposed for the approval of shareholders through Postal Ballot pursuant to the provisions relating to postal ballot under the Companies Act, 2013.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members is sought through postal ballot by way of special resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions except as shareholder. No Director and Key Managerial Person and their relatives is deemed to be concerned or interested in this resolution except as shareholder.

#### **Item No. 2**

The present term of Mr. Ankit Saraiya as Whole time Director has expired and accordingly, on recommendation of nomination and remuneration Committee, the Board has re-appointed Mr. Ankit Saraiya as Whole time Director of the Company commencing from April 02, 2022 for a period of five years at a remuneration which is within the prescribed limits of Schedule V of the Companies Act, 2013. The brief terms of re-appointment as approved by the Board at its meeting held on 30<sup>th</sup> May, 2022 are embodied in the Agreement to be entered into by the Company with Mr. Saraiya, the material terms of which are as under : -

- i. Basic Salary : Rs. 1,18,200/- per month.
- ii. The Whole-Time Director shall be entitled to the following facilities:

- a) House Rent Allowance : 50% of the Basic Salary per month
- b) Uniform Allowance : Rs. 3,000 per month
- e) Ex-Gratia : As per the Rules & Regulations of the Company
- f) Gratuity : As per the Rules & Regulations of the Company read with The Payment of Gratuity Act, 1972, as amended
- g) Annual Leave : As per the Rules & Regulations of the Company

- h) The company shall reimburse actual traveling and other work-related expenses incurred by the Whole-Time director in connection with the company's business.

**Brief Profile of Mr. Ankit Saraiya:**

Mr. Ankit Saraiya, Director, aged about 36 years is a Bachelor of Science (Corporate Finance & Accounting) with Minor in Computer Information Systems from Bentley University in Waltham, Massachusetts, U.S.A with sound financial and commercial knowledge and experience of more than 10 years in the related field.

**Other Directorships of Mr. Ankit Saraiya:**

Ankit Credits Pvt. Ltd., Eneritech Engineers India Pvt. Ltd., Techno Leasing & Finance Company Pvt. Ltd., Saffron Enclave Pvt. Ltd., Techno International Ltd., Techno Infra Developers Pvt. Ltd., Jhajjar Power Transmission P. Ltd., Techno Wind Power Pvt. Ltd., Techno Digital Infra Pvt. Ltd., Techno Green Energy Pvt. Ltd.

The re-appointment and remuneration of Mr. Saraiya as the Whole-time Director require the approval of the Members of the Company in General Meeting in terms of Section 197 read with Schedule V of the Companies Act, 2013. The re-appointment of Mr. Saraiya on the terms proposed, satisfies the conditions laid down in Schedule V of the Companies Act, 2013. In the interest of the Company, the Board recommends the resolution as set out in notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Padam Prakash Gupta (Relative) & Ms. Avantika Gupta (Relative) is deemed to be concerned or interested in this resolution.



**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](http://www.techno.co.in), E-mail: [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in)

**POSTAL BALLOT FORM**

Postal Ballot No.:

Name and Registered Address  
of the sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID and  
Client ID No. :

No. of Equity Shares Held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 10<sup>th</sup> June, 2022 by conveying my/our assent or dissent to the said Resolution by placing the tick (v) mark at the appropriate box below:

Description of the Resolution	No. of Shares	I/we assent to the resolution <b>(FOR)</b>	I/we dissent to the resolution <b>(AGAINST)</b>
Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for Sale, Lease or otherwise Disposal of Undertaking/Assets.			
Special Resolution seeking approval for re-appointment of Mr. Ankit Saraiya (DIN : 02771647) as Whole-time Director under section 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013			

**Place: Kolkata**

**Date : 10.06.2022**

**Signature of the Shareholder**

**Electronic Voting Particulars**

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER ID (Refer Note No. 8(iv) of the Notice)</b>	<b>PERMANENT ACCOUNT NUMVER (PAN) (Refer Note No. 8(vii) of the Notice)</b>
<b>120101</b>		

**Note:**

- 1. Please read the instructions mentioned in the Notice before exercising your vote.**
- 2. Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is 19.07.2022**
- 3. The e-voting will start from Monday, 20.06.2022, 09.00 a.m. and will end on Tuesday, 19.07.2022, 5.00 p.m.**