



**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

**NOTICE OF 19<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **19<sup>th</sup> Annual General Meeting** of the Members of **Techno Electric & Engineering Company Limited** will be held on **Thursday, the 26<sup>th</sup> September, 2024 at 3.30 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 (both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March 2024 together with the Reports of the Board of Directors and Auditors thereon and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:**

**“RESOLVED THAT** the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- 2. To declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2024, as recommended by the Board of Directors and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolutions:**

**“RESOLVED THAT** the Final Dividend of Rs. 7/- per equity share of nominal value of Rs. 2/- each as recommended by the Board of Directors of the Company be and is hereby declared for payment out of the profits of the Company, to those shareholders whose names appear in the Register of Members / Statement of Beneficial as on Record date.”

- 3. 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 the following resolution, with or without modification(s), 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.”

**SPECIAL BUSINESS:**

- 4. Appointment of Mr. Shailesh Kumar Mishra (DIN: 08068256) as Non-Executive Director:**

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

**“RESOLVED THAT** Mr. Shailesh Kumar Mishra (DIN: 08068256), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 19<sup>th</sup> Annual General Meeting to be held on 26<sup>th</sup> September, 2024



and who is being eligible for appointment as Non-Executive Non-Independent Professional Director 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 Non-Executive Non-Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), is liable to retire by rotation.”

**5. Appointment of Mr. James Raymond Trout (DIN:10566465) as Non-Executive Director:**

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

**“RESOLVED THAT Mr. James Raymond Trout (DIN:10566465)**, who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the ensuing 19<sup>th</sup> Annual General Meeting to be held on 26<sup>th</sup> September, 2024 and who is being eligible for appointment as Non-Executive Non-Independent Director 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 Non-Executive Non-Independent Professional 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), is liable to retire by rotation.”

**6. Appointment of Mr. Arun Duggal (DIN: 00024262) as Independent Director:**

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

**“RESOLVED THAT Mr. Arun Duggal (DIN: 00024262)**, who was appointed as Additional independent director of the Company by the Board of Directors and who is above 75 years of age and being eligible for appointment as independent director for a first term 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 an Independent Director of the Company, pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to hold office for **Five** years and is not liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to elect Mr. Arun Duggal as Lead Independent Director of the Company and he shall perform the duties and responsibilities of Lead Independent Director as may be determined by the Board from time to time.



**7. 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 Rs. 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 31<sup>st</sup> March, 2025 as Cost Auditors, be and is hereby confirmed and approved.”

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

**Shifting of Registered Office from the State of Uttar Pradesh to the State of Haryana:**

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

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

*“II. The Registered Office of the Company shall be situated in the State of Haryana.”*

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

**9. To consider and approve authorisation to the Board of Directors to approve payment of remuneration by way of commission to Non-Executive Directors, including Independent Directors of the Company for the financial year 2024-25; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members/ Shareholders of the Company be and is hereby accorded to pay remuneration by way of commission to the Non-Executive Directors including Independent Directors of the Company, of such sum as the Board of Directors of the Company (*hereinafter referred to as the “Board”*) may, from time to time, determine (to be divided amongst the Non-Executive and Independent Directors in such proportion as may be determined by the Board, from time to time) provided that such commission in aggregate shall not exceed,



0.50% of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in such financial year, an Independent Director may receive remuneration by way of commission, exclusive of any fees payable under sub-section (5) of Section 197, in accordance with the provisions of Schedule V, as may be determined by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** approval of the Members/ Shareholders be and is hereby accorded to the Board to do all such acts, deeds, matters and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.

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  
**Sd/-**  
**Niranjan Brahma**  
Company Secretary  
Membership No. A-11652

**Date: 13<sup>th</sup> August, 2024**

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 10/2022 dated May 5, 2020 and December 28, 2022, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGM through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with these Circulars, provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations, the 18th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 19th AGM shall be the Registered Office of the Company.
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at **3.30 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 19<sup>TH</sup> 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](mailto:akrai-cs@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 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, 2024, 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, 2024 shall be available on the website of the Company viz., <https://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](http://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 22, 2024 (9:00 A.M. IST) and will end on Wednesday, September 25, 2024 (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., **Thursday, September 19, 2024**, 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 **Thursday, September 19, 2024 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., Thursday, September 19, 2024 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 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](http://www.techno.co.in)) and on the e-Voting website of NSDL ([www.evoting.nsdl.com](http://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 Office/Corporate Office.

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., **Thursday, the 26<sup>th</sup> September, 2024.**

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](mailto:desk.investors@techno.co.in) or to the RTA at [nichetechpl@nichetechpl.com](mailto: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) **Saturday, September 21, 2024**, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at [desk.investors@techno.co.in](mailto: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 15, 2024** (9:00 A.M. IST) to **Saturday, September 21, 2024** (5:00 P.M. IST) at [desk.investors@techno.co.in](mailto: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 **Saturday, September 21, 2024**, through e-mail at [desk.investors@techno.co.in](mailto: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](mailto: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, Record Date for Payment of Dividend and Tax thereon

The Share Transfer Books and Register of Members of the Company will remain closed from **Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive)** for the purpose of the AGM.

Dividend on Equity Shares for the financial year ended March 31, 2023, as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source to:

- a) those Members whose names appear in the Register of Members of the Company at the end of business hours on **Friday, September 13, 2024** being the record date fixed for the purpose of Dividend payment.
- b) those 'Beneficial Owners' entitled thereto, in respect of shares held in demat mode, whose names shall appear in the statements of beneficial ownership at the end of business hours on **Friday, September 13, 2024**, as furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available, or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant / banker's cheque and demand draft to such Members. Further, in terms of Schedule I to the Listing Regulations, the Company is required to mandatorily print the bank account details of the investors



on such payment instruments and in cases where the bank details of investors are not available, the Company shall mandatorily print the address of the investors on such payment instruments.

Members holding shares in physical mode, may send their mandates for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payments, by writing at [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in) or to the RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) enclosing the following documents:

- a) Folio Number and self-attested copy of PAN Card;
- b) Name of the Bank, Branch where dividend is to be received and type of Account;
- c) Bank Account No. allotted by the Bank after implementation of Core Banking Solutions and 11 digits IFSC Code; and
- d) Self-attested scanned copy of Bank Passbook and Cancelled Cheque leaf bearing the name of the Member or he first holder.

**Members holding shares in the demat mode should update their e-mail addresses and Bank mandates directly with their respective Depository Participants.**

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source.

The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the IT Act in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the IT Act with their Depository Participants or in case shares are held in physical mode, with the Company / RTA.

**A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) on or before Saturday, September 07, 2024.** Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2023-24 does not exceed `5,000. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by e-mail to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) on or before Saturday, September 07, 2024. Any documents submitted after Saturday, September 07, 2024 will be accepted at the sole discretion of the Company. Tax deducted in accordance with the communication made by the Company in this regard, shall be final and the Company shall not refund/adjust said amount subsequently.

### **13. 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., <http://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:

<b>Dividend for the Financial Year ended</b>	<b>Due dates for transfer to IEPF</b>
2020-2021-1 <sup>st</sup> Interim Dividend	11/01/2027
2020-2021-2 <sup>nd</sup> Interim Dividend	12/04/2028
2020-2021-Final Dividend	27/11/2028
2021-2022-Final Dividend	25/11/2029

#### **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 Nos. 4-8 of the accompanying Notice:

#### **Item No. 4**

#### **Appointment of Mr. Shailesh Kumar Mishra as Non-Executive Professional Director:**

**Mr. Shailesh Kumar Mishra** was appointed by the Board of Directors of the Company as an Additional Director on 10<sup>th</sup> November, 2023 on the recommendation of the Nomination and Remuneration Committee. He 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 Mr. Shailesh Kumar Mishra requires approval of members. The Board of Directors has proposed that Mr. Shailesh Kumar Mishra be appointed as Non-Executive Non-Independent Professional Director on the Board of the Company liable to retire by rotation.

The Company has received a valid notice of candidature of Mr. Shailesh Kumar Mishra, from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of



the Company. Mr. Shailesh Kumar Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Non-Executive Non-Independent Professional Director. In the opinion of the Board, Mr. Shailesh Kumar Mishra fulfils the conditions for his appointment as Non-Executive Non-Independent Professional Director.

*Brief Profile of Mr. Shailesh Kumar Mishra:*

Mr. Shailesh Kumar Mishra aged about 60 years is a Bachelors in Electrical Engineering from NIT, Bhopal and a Certified Energy Auditor from Bureau of Energy Efficiency (BEE). He had started his career with NTPC in the year 1985 and had hold senior positions in POWERGRID. He was associated with Solar Energy Corporation of India Ltd. (SECI) as Director (Power Systems) from the year 2018 to 2023 and retired as CEO from POWERGRID Himachal Transmission Ltd. in July, 2023.

Mr. Mishra has handled diversified portfolios in his career and as Director in SECI, he had made a significant changes and innovations in various product of renewables. New initiatives like Renewable Hybrid model, Floating Solar, Renewables with peaking power, Load following RE Model, Round the clock renewables, Storage as transmission element and Make-in-India manufacturing linked solar projects is the core areas he worked in SECI. He had initiated significant changes in Quality control and Accreditations, Regulatory and Monitoring Framework, Tendering Systems, Works and Procurement Policy, Corporate Governance etc., implemented best practices in short span of time for the organization and sectorial development.

Mr. Mishra doesn't hold any directorships in other companies.

None of the Directors or Key Managerial Personnel of the Company except Mr. Shailesh Kumar Mishra 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.

**Item No. 5**

**Appointment of Mr. James Raymond Trout as Non-Executive Professional Director:**

**Mr. James Raymond Trout** was appointed as an Additional Director on 29<sup>th</sup> March, 2024 by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee. He 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 Mr. James Raymond Trout requires approval of members. The Board of Directors has proposed that Mr. James Raymond Trout be appointed as Non-Executive Non-Independent Professional Director on the Board of the Company liable to retire by rotation.

The Company has received valid notice of the candidature of Mr. James Raymond Trout, from a member, as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of the Company. Mr. James Raymond Trout is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Non-Executive Non-Independent Professional Director. In the opinion of the Board, Mr. James Raymond Trout fulfils the conditions for his appointment as Non-Executive Non-Independent Professional Director.



Brief Profile of Mr. James Raymond Trout:

**James Raymond Trout** aged about 61 years is a Citizen of USA presently residing at 6728, ZORYA RISE AVE, LAS VEGAS, LAS VEGAS, NV 89139, United States. He holds a bachelor's degree in Chemical & Materials Engineering from California State Polytechnic University, Pomona, and a Master of Business Administration from The Wharton School of University of Pennsylvania.

As an organizer and driver in business ventures, James Raymond Trout has consistently created profits for his financial partners. He has combined an innate understanding of Data Centre investments, real estate, technology and team building to create uniquely profitable enterprises. In Data Centre industry, James was a leader in developing the practices of modularization, campus scale and integration of power assets, and ultra efficient application of green power technologies and controls.

Mr. James founded and served as the CEO of Clean Arc Data Centres, bridging clean energy with the commissioning of best-in-class Hyperscale Data Centres throughout North America. Prior thereto, Mr. James founded and served as Founder CEO, and CTO of Vantage Data Centres, a Silver Lake Partners company from its inception. Prior to Vantage, he served as Senior Vice President, Portfolio and Technical Operations, and Investment Committee member for Digital Realty Trust, a NYSE listed Data Centre operating company.

Mr. Trout founded and had been the Managing Director of Proferian, an operating partner of Global Innovation Partners ("GI Partners"), with sales, design and construction, technical operations and asset management responsibilities for the company. He has held senior C-level positions in the Data Centre vertical including as Founder of Core Site, a portfolio company of the Carlyle Group. Prior thereto, Mr. Trout was Founder and President of a Data Centre joint venture with Ross Perot, Jr. in Alliance-Texas, pioneering digital infrastructure that preceded hyper scale development in the region. Prior thereto, he was Vice President of Pro Logis, the world's largest publicly traded integrated operator of industrial and logistics facilities globally.

Mr. Trout doesn't hold any directorships in other companies in India.

None of the Directors or Key Managerial Personnel of the Company except Mr. James Raymond Trout is deemed to be concerned or interested in this resolution.

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

**Item No. 6**

**Appointment of Mr. Arun Duggal (DIN: 00024262) as Independent Director:**

Mr. Arun Duggal was appointed as an Additional Director of the Company on 13<sup>th</sup> August, 2024 and be appointed as an Independent Director by the shareholders for a period of Five years at the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Arun Duggal, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Arun Duggal as Independent Director shall be effective upon approval by the members in General Meeting.



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

**Brief Profile of Mr. Arun Duggal:**

Mr. Arun Duggal aged about 77 years is a Citizen of USA and resident of India residing at DLF Camellias, Gurugram, Haryana and in Kasauli, Himachal Pradesh, India. A Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi and recipient of Distinguished Alumni Service Award. Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad and recipient of Distinguished Alumni Award.

Mr. Duggal is an experienced international Banker and has advised companies and financial institutions on Financial Strategy, M & A and Capital Raising. He had a 26 years' career with Bank of America, mostly in New York, San Francisco, Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India. Mr. Duggal is the Founder of 'Arun Duggal Centre of Excellence for Research in Climate Change and Air Pollution at Indian Institute of Technology, Delhi, India. He is also the Co-Founder of Yardi School of Artificial Intelligence (ScAI) at IIT Delhi. He is the Founder of Centre of ESG Research Centre (CESGR) at IIM, Ahmedabad. Mr. Duggal is a Trustee of Chennai Mathematical Institute (CMI) a Centre of Excellence for Teaching and Research in Mathematical sciences.

Mr. Arun Duggal is the Independent Non-Executive Chairman of ICRA (A Subsidiary of Moody's USA). He is also the Non-Executive Chairperson of J. B. Chemicals & Pharmaceuticals Limited, Independent Directors and Chairperson of Audit Committee of ITC Limited, Lead - Independent Director and Chairperson of Nomination & Remuneration Committee of Dr. Lal Path Labs Ltd. and Independent Director and Chairperson of Audit Committee of ASK Automotive Limited. He has also served as Chairperson and on the Board of other companies in India, Korea, Australia, Taiwan, Singapore, London and South Africa. Mr. Duggal is the Founder of Women on Corporate Boards program in India.

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

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

**Item No. 7:**

**Remuneration of Cost Auditor:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of Saibal Sekhar Kundu, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be confirmed and approved by



the Members of the Company. Accordingly, the consent of the Members is sought for the remuneration payable to the Cost Auditors.

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

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

**Item No. 8:**

**Shifting of Registered Office from the State of Uttar Pradesh to the State of Haryana:**

The Company has established its own set up in Gurugram with all facilities and modern infrastructure. Further, majority of clients/customers are based in and around its new office location. For administrative and operational convenience and to carry on the business activities more economically, conveniently efficiently, it is considered desirable and expedient to shift the Registered Office of the Company from Noida in the state of Uttar Pradesh to Gurugram in the State of Haryana.

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

The Company had obtained the approval of shareholders in the last Annual General Meeting held on 26<sup>th</sup> September, 2023, but couldn't proceed due to unavoidable reasons and seeking fresh approval of Members at the ensuing Annual General Meeting.

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

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

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

**Item No. 9:**

**Remuneration to Non-Executive and Independent Directors:**

The Non-Executive and Independent Directors bring relevant knowledge and expertise and provide required diversity in Board's decision making process. The role played by the Directors in Company's governance and performance is very important for sustainable growth of the Company. Taking into consideration the roles and responsibilities of the Directors and their contribution towards the growth of the Company, it is proposed that the remuneration by way of commission, may be paid to the Directors of the Company, of a sum not exceeding 0.50% of the net profits, calculated in accordance with the provisions of the Companies Act, 2013, for each relevant financial year.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 which has been amended by the Companies (Amendment) Act, 2020 vide notification of the Ministry of Corporate Affairs dated March 18, 2021, non-executive directors including independent directors have been brought under the ambit of provision of Section 197(3) including any managing director, whole time director or manager. Pursuant to such amendment, in the event of absence or inadequacy of profits, an Independent Director may receive



remuneration in accordance with the provisions of Schedule V, exclusive of any fees payable under sub-section (5) of Section 197, as may be determined by the Board of Directors, from time to time.

Therefore, an enabling approval of the Members/Shareholders is being sought to pay remuneration, if required, to Non-Executive and Independent Directors by way of commission of such sum as the Board of Directors may, from time to time (to be divided amongst the Independent Directors in such proportion as may be determined by the Board, from time to time); provided that such commission in aggregate shall not exceed, 0.50% of the net profits of the Company for each financial year as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or reenactment thereof. Further, enabling approval of the Members/ Shareholders is also sought to pay remuneration, if required to Non-Executive and Independent Directors, by way of commission, in the event of absence or inadequacy of profits, Non-Executive and Independent Director may receive remuneration in accordance with the provisions of Schedule V, exclusive of any fees payable under sub-section (5) of Section 197, as may be determined by the Board of Directors, from time to time.

The resolution proposed as per Item No. 9 of this Notice, is proposed as an enabling authorisation for the Board of Directors to decide, at its discretion the remuneration payable, if any, to Non-Executive and Independent Directors, which shall be exclusive of any fees payable under sub-section (5) of Section 197 or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings, of the Act and in accordance with the provisions of Schedule V, as amended from time to time.

The quantum of remuneration payable to each Directors shall be fixed and decided by the Board of Directors considering their participation and contribution at the Board and Committee meetings as well as time spent / guidance provided on operational matters in addition to attending the meetings of the Board and/ or Committee(s) thereof.

Save and except the Non-Executive and Independent Directors, to the extent of the amount of commission that may be payable, if any, none of the directors, the Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available electronically for inspection of the Members/Shareholders on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the voting results. The Members/Shareholders seeking to inspect such documents can send an e-mail to [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in).

The Board of Directors of the Company, therefore, recommends passing of the resolution with or without modification(s), as set out in Item No. 9 of the Notice above by way of a **Special Resolution**.

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  
**Sd/-**  
**Niranjan Brahma**  
Company Secretary  
Membership No. A-11652

Date: **13<sup>th</sup> August, 2024**



**THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 19<sup>TH</sup> ANNUAL GENERAL MEETING OF TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED DATED AUGUST 13, 2024:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.techno.co.in](http://www.techno.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on September 22, 2024 at 09:00 A.M. and ends on September 25, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 19, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 19, 2024.**

**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 and joining virtual meeting 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="496 600 1401 1003">1. 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="496 1014 1401 1115">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="496 1126 1401 1529">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li data-bbox="496 1541 1401 1641">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p data-bbox="730 1653 1217 1686"><b>NSDL Mobile App is available on</b></p> <p data-bbox="730 1720 1217 1765"> <b>App Store</b>       <b>Google Play</b></p> <div data-bbox="778 1798 930 1944"></div> <div data-bbox="1034 1798 1185 1944"></div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800-21-09911</p>

**B) Login Method for e-Voting and joining virtual meeting 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?**

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits' 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **September 19, 2024** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Thursday, September 19, 2024** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).



3. 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.
4. 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 at 022 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager 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:**

1. 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).
2. 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) [desk.investors@techno.co.in](mailto:desk.investors@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. 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.
4. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote 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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [desk.invetors@techno.co.in](mailto:desk.invetors@techno.co.in) latest by 5:00 p.m. (IST) on **Saturday, September 21, 2024**.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [desk.investors@techno.co.in](mailto:desk.investors@techno.co.in) latest by 5:00 p.m. (IST) on **Saturday, September 21, 2024**. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022 4886 7000.