



TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

Corporate Office :

1B, Park Plaza, South Block, 71, Park Street, Kolkata - 700 016, India
Tel. : (033) 4051-3000, Fax : (033) 4051-3326, E-mail : techno.email@techno.co.in
CIN : L40108UP2005PLC094368

ENGINEERS &
CONSTRUCTORS



March 20, 2024

National Stock Exchange of India Ltd. 5 th floor, Exchange Plaza Bandra – Kurla Complex Bandra (East) <u>Mumbai - 400 051</u> NSE SYMBOL : TECHNOE	BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, <u>Mumbai – 400 001</u> BSE CODE - 542141
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Dear Sirs,

Re : Notice of Postal Ballot under Section 110 of the Companies Act, 2013

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice of Postal Ballot dated 13th February, 2024 along with Explanatory Statement.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

For Techno Electric & Engineering Company Ltd.

(Niranjana Brahma)

Company Secretary (A-11652)



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, Email: desk.investors@techno.co.in

Notice of Postal Ballot

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

Dear Member,

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, 3/2022 dated 5th May, 2022 and 11/2022 dated December 28, 2022 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.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company (the "Board") has appointed Mr. Amarendra Kumar Rai of M/s. Amarendra Rai & Associates, Practicing Company Secretaries (M.No. F8575, CP No. 9373), as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instruction mentioned in the Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the remote e-voting process not later than 5:00 p.m. (IST) on Monday, April 22, 2024 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "NSDL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Niche Technologies Private Limited, Registrar

and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register their e-mail address by following the procedure set out in this Notice. The postal ballot/e-voting results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

Upon completion of the postal ballot/e-voting process, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by the Chairman or a Director or the Company Secretary of the Company on Wednesday, the 24th day of April, 2024. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website <https://www.techno.co.in>.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Monday, April 22, 2024**.

RESOLUTIONS:

- 1. Proposal for capital fund raising in one or more tranches by way of issuance of equity shares and/or equity linked securities.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23, Section 42, Section 62, Section 71, Section 179 and other applicable provisions, if any of the Companies Act, 2013, read with the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules ("**Companies Act**"), and regulations made there under (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ("**Act**"), the provisions of the Memorandum of Association and the Articles of Association of the Company, and the Listing Agreements entered into with the respective stock exchanges where the equity shares of face value of Rs. 2/- each of the Company are listed, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder (including Foreign Exchange Management (Non-Debt Instruments), Rules, 2019, as amended), the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and the applicable rules and regulations made there under, in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, ("**SEBI**") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended, Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Securities and Exchange Board of India's Framework for issue of Depository Receipts, as amended, and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), SEBI, the Reserve Bank of India ("**RBI**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), NSE together with BSE, the ("**Stock Exchanges**") where the equity shares of the Company of face value of Rs. 2 (**Indian Rupees two only**) each ("**Equity Shares**") are listed,

Registrar of Companies at Kanpur, Uttar Pradesh (“RoC”) and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter singly or collectively referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, permission and sanction, the approval of members of the Company (“Members”) be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in Foreign Currency, for an aggregate amount of upto **Rs. 1250 Crores** (Rupees One Thousand Two Hundred Fifty Crores Only), or equivalent amounts thereof (inclusive of such premium as may be fixed on such Securities) by way of one or more public and/or private offerings and/or a qualified institutions placement (“QIP”) to “qualified institutional buyers” (“QIB”) as defined in the SEBI ICDR Regulations, and / or any combination thereof, and/or any other permitted modes through issue of prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/or such other documents/ writings/ circulars/ memorandum in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including fully/partially convertible debentures or bonds or by way of a composite issue of non-convertible debentures or bonds and warrants entitling the warrant holder(s) to apply for Equity Shares, or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the “Securities”) or any combination of Securities with or without premium, to be subscribed in Indian and /or any Foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/ or trusts or otherwise/ qualified institutional buyers/ mutual funds/ promoters/ pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts/ stabilizing agents and any other category of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board of Directors which term shall include any committee thereof which the Board of Directors may have constituted or herein after constitute to exercise its power including the powers conferred by this Resolution (hereinafter referred to as the “Board”) in its absolute discretion and, whether or not such investors are members of the Company (collectively called “Investors”), to all or any of them, jointly or severally through a prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/ or such other documents/ writings/ circulars/ memorandum in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations), with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the merchant bankers, Book Running Lead Manager (s) (BRLMs), global coordinator(s) and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including the security, rate of interest etc., issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in

respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of Securities to be issued, face value, number of Equity Shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issue, period of conversion, fixing of record date or book closure terms, if any, as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the Members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list on any stock exchange in India or overseas jurisdictions : (“Issue”)

“RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (i) Issue to be undertaken pursuant to this special resolution passed at a meeting of the shareholders of the Company or through Postal Ballot;
- (ii) The allotment of eligible Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations (“QIBs”) and no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with SEBI ICDR Regulations. Further, QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (iii) The eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (iv) The allotment of the eligible Securities, or any combination of the eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations **from time to time**;
- (v) The Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank pari-passu inter-se in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
- (vi) The number and/or price of the eligible Securities or the underlying Equity Shares issued on conversion of eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalization of profit or reserves, or any such capital or corporate restructuring;
- (vii) The eligible Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid-up securities;
- (viii) In the event Equity Shares are issued, the “relevant date” for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed issue of such Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;

- (ix) In the event that eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting which the Board or a committee of directors authorized by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares pursuant to the conversion, as may be determined by the Board;
- (x) The tenure of the convertible or exchangeable eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- (xi) Issue of eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations (“QIP Floor Price”) and applicable law. The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue eligible Securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price; and the price determined for the Issue shall be subject to appropriate adjustments in accordance with the provisions of SEBI ICDR Regulations as may be applicable;
- (xii) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company or any person related to the promoters, in terms of the SEBI ICDR Regulations;
- (xiii) A minimum of 10% of the Securities shall be allotted to mutual funds in accordance with Regulation 179 of the SEBI ICDR Regulations and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- (xiv) The eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- (xv) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to this Special Resolution
- (xvi) The eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis;

“**RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and/ or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws.”

“**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board for the purpose of giving effect to any offer, issue or allotment of eligible Securities or Equity Shares on conversion of Securities pursuant to the Issue, the Board shall seek listing of any or all of such Securities and/or Equity Shares of the Company as the case may be, on the stock exchanges in India, where the existing Equity Shares of the Company are listed.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the approval of the Members of the Company be and is hereby accorded to the Board and the Board/ may perform all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient for the issue, including but not limited to appointment of book running lead manager(s), legal counsel, escrow bank, depository, monitoring agency, custodian, registrar, stabilizing agent, paying

and conversion agent, trustee, escrow agent any other agency that is required to be appointed and executin of agreements as may be necessary with such parties, finalization and approval of the offer document(s) and any addenda or corrigenda thereto, private placement offer letter, placement document , determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the proceeds as it may in its absolute discretion deem fit and delegation of all or any of its powers conferred in relation to the Issue to such committee of directors as the Board may deem fit and proper for the purposes of the Issue and for settlement of any questions or difficulties that may arise in relation to the Issue."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT the Securities to be created, issued, allotted and offered shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari-passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT the issue and allotment of Securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder."

"RESOLVED FURTHER THAT the Board may subject delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any committee of directors formed, Directors or one or more executives/officers of the Company to give effect to the above resolutions, in accordance with applicable law."

2. Increase in borrowing limits from Rs. 2,000 crores to Rs. 3,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modifications or re-enactments thereof) and in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of the Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the Company and/or any Committee of Directors thereof, to borrow in any manner from time to time, any sum or sums or moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate, whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, for an aggregate amount not exceeding Rs. 3000.00 Crores (Rupees Two Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the

Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be required as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Principal Officer of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution(s)."

3. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolutions passed in this regard, consent of members of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company, present and future, ranking pari-passu with or second or subservient or subordinate to the mortgages/ charges / hypothecation already created or to be created in future by the company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks and/or any other persons or institutions providing finance for the business of the Company or for working capital together with interest thereon and further interest, if any, costs, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company on such terms and conditions and at such times and in such form and manner and to vary and/or alter the terms and conditions of the security created / to be created as aforesaid as the Board of Directors may deem fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the creation of mortgage/ charge/ hypothecation as aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Principal Officer of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution(s)."

Registered Office: C-218, Ground Floor (GR-2) Sector-63, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201307 Date : 13/02/2024	By Order of the Board For Techno Electric & Engineering Company Limited Sd/- Niranjan Brahma Company Secretary Membership No. A-11652
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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 08th March, 2024. 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. 08th March, 2024, "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 Sunday, March 24, 2024 to Monday, April 22, 2024 through email at 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, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and 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. with a copy marked to 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

10. The e-voting period commences on **Sunday, March 24, 2024 (9:00 am)** and ends on **Monday, April 22, 2024 (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 08th March, 2024 (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. 08th March, 2024.

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 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. Monday, 22nd April, 2024.

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

INSTRUCTION

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

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. 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



Individual Shareholders holding securities in demat mode with CDSL

Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to

	see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.com or call at 022 - 4886 7000 and 022 - 2499 7000
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 or contact at toll free no. 1800 22 55 33

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 (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:

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.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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.com 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 with a copy marked to evoting@nsdl.com. 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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 .
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) to 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

The following Explanatory Statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 1

Capital fund raising in one or more tranches by way of issuance of equity shares and/or equity linked securities.

The consent of the Members is being sought pursuant to the provisions of Sections 23, 42, 62 and 71 and other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as “the Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, and the Listing Agreements entered into with the respective stock exchanges where the equity shares of of the Company are listed, the Foreign Exchange Management Act, 1999 (FEMA), as amended, and rules and regulations made thereunder and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, and subject to approval from all other appropriate statutory and regulatory authorities, as may be applicable or relevant.

The Company and its subsidiaries are engaged in various businesses apart from its core EPC business and is experiencing huge growth with order backlog exceeding Rs. 6000 Crores. A part of the business is also moving from EPC mode (capex by Utilities) to OPEX mode. The Company is also participating in development of transmission assets through Tariff Based Competitive Bidding (TBCB) route of its own or in partnership. The Company is also developing Data Centers and see huge growth in coming years due to influx of AI.

The total funds requirement over next 2 years, is Rs. 7500 – Rs. 8000 Crores. The above requirement is based on considering deployment of 2 Million Smart Meters per year, 2 Nos. Data Centers of 25 MW each and Rs. 1000 Crores per year on Transmission projects in TBCB mode. Additionally, the Company will also have to support the increase in working capital requirements due to growth in its EPC business. The above expenditure is indicative only and the mix may change depending on success achieved in the above opportunities.

Considering the business plans for the Company and the opportunities for organic growth, notwithstanding the cash generation from operations currently, the Company should be in readiness to fund the growth plans, if required. An equity fund raise will strengthen the Balance Sheet and also provide cushion against volatility in business, while keeping the leverage levels and financial covenants under targeted thresholds.

The Company proposes to raise the capital for the purpose of capital expenditure for (i) ongoing and future expansion projects, (ii) long-term funding to meet the OPEX requirement of the contract as secured, (iii) planned capital expenditure (including by way of investment in subsidiaries/special

purpose vehicles/SPVs) (iv) working capital, and (v) for general corporate purposes in addition to organic growth and to achieve its long-term vision. The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised under QIP. Accordingly, the Board of Directors, at its meeting held on February 13, 2024, has approved, and decided to obtain an enabling approval from the Company's Members to raise funds for an amount aggregating up to **Rs. 1250 Crore (Rupees One Thousand Two Hundred Fifty Crore Only)**

Raising fund by way of equity, convertible debentures or such other instruments would bolster the capital base of the Company and strengthen its financial structure for taking up the next phase of growth. Therefore, it is in the interest of the Company to raise long term resources with equity or convertible instruments so as to optimize capital structure for future growth.

The resolution proposed is an enabling resolution and the exact price, proportion, objects of the Issue and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the fund raising, including issuance of Securities through the Issue will be decided by the Board, in accordance with the SEBI ICDR Regulations, in consultation with book running lead managers and/ or other advisor(s) appointed in relation to the Issue, such other authorities and agencies as may be required to be consulted by the Company subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

For the above purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into Equity Shares, Foreign Currency Convertible Bonds (the "FCCBs"), or by way of a composite issue of non-convertible debentures, Bonds and warrants entitling the warrant holder(s) to apply for Equity Shares or any other eligible securities and/or any combination thereof (the "Securities") for an aggregate amount of up to Rs. 1250 Crore (Rupees One Thousand Two Hundred Fifty Crore Only), including through qualified institutions placement (the "QIP") to qualified institutional buyers (the "QIBs") as defined in ICDR Regulations or private placement or public issue or through any other permissible mode and/or combination thereof as may be considered appropriate under the applicable laws. Accordingly, the Board (including a Committee thereof) may, in its discretion, adopt anyone or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

In the event of the issue of the Securities as aforesaid is by way of a QIP:

(i) the special resolution also seeks to empower the Board to undertake a QIP as defined by SEBI ICDR Regulations;

(ii) the issue and allotment of Securities shall be made only to QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and such Securities (excluding warrants) shall be fully paid up on its allotment;

(iii) the Securities shall not be eligible to be sold, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations, for a period of one year from the date of allotment;

(iv) the allotment of the Securities, or any combination of Securities, as may be decided by the Board, shall be completed within 365 days from the date of this special resolution or such other time as may be permitted under the SEBI ICDR Regulations;

(v) none of the promoters or directors intend to make any contribution either as part of the QIP or in furtherance of the objects of the QIP, and

(vi) any issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the ICDR Regulations (the “**QIP Floor Price**”). The Board may, however, subject to the approval of the shareholders of the Company, issue Equity Shares at a discount of not more than 5% (five percent) or such other discount as may be permitted under applicable regulations to the QIP Floor Price.

(vii) An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;

(viii) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee.

(ix) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board or Committee thereof to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The “**relevant date**” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP; or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations. ;

The Equity Shares to be allotted would be listed on the stock exchanges. The issue / allotment / conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of Securities to foreign / non-resident investors would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Since the proposed fund raising activities may, *inter alia*, result in the issue of Equity Shares to investors who may or may not be members of the Company, consent of the members is being

sought pursuant to Section 62(1) (c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Regulations.

The resolutions contained in Item No. 1 of the aforementioned Notice, accordingly, seek shareholders' approval through special resolution for raising funds as above and this special resolution, if passed, will have the effect of allowing the Board to offer, issue and allot, *inter alia*, Equity Shares to the investors who may or may not be the existing shareholders of the Company. The Equity Shares thus issued, if any, shall rank in all respects *pari passu* with the existing Equity Shares, including entitlement of dividends, if any.

The proposed issue of Securities is in the best interest of the Company and your directors recommend the resolution for your approval.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item Nos. 2 and 3:

Increase in Borrowing Power and creation of Charge/Mortgage:

The consent of the Members is being sought pursuant to the provisions of Sections 180(1)(c) and 180(1)(a) and other applicable provisions of the Companies Act, 2013, as amended and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The core business segment of the Company is EPC business. The Company is fast expanding its business towards other segments in the power sector like Advanced Smart Metering (AMI) solutions and Data Center and is experiencing huge potential for growth. The Company is also participating in development of transmission assets through Tariff Based Competitive Bidding (TBCB) route of its own or in partnership.

Considering the business opportunities and growth and to support the increased working capital requirements to execute the projects in hand of approximately Rs. 6000 crores, the Company requires both fund based and non fund based facilities mainly from banks and financial institutions apart from other modes of funding mentioned in the resolution. The existing approved borrowing limit is Rs. 2000 crores has been availed and is almost utilised in the business. The immediate requirement to arrange additional facilities due to enhanced orderbook have necessitated to increase the borrowing limit from Rs. 2000 crores to Rs. 3000 crores with the consent of Members by way of a Special Resolution.

Since the borrowings or availing the financial facility as mentioned above requires creation of security by way of suitable charge/mortgage on the immovable and movable assets of the company in such form, manner as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s), which is deemed to be sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company within the meaning of Section 180(1)(a) of the Companies Act, 2013 and approval of Shareholders by special resolution is required for the purpose. However, there is no case of any sell, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the company at present.

Your Directors recommend the resolutions as set out in item nos. 2 & 3, for your approval.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Registered Office: C-218, Ground Floor (GR-2) Sector-63, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201307 Date : 13/02/2024	By Order of the Board For Techno Electric & Engineering Company Limited Sd/- Niranjan Brahma Company Secretary Membership No. A-11652
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