

# TECHNOJET CONSULTANTS LIMITED

**Registered Address:**

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Ballard Estate,  
Mumbai 400 001  
**Telephone No: 91 2261 8071**

**Admin Office:**

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Pandurang Budhkar Marg, Worli,  
Mumbai 400 025  
**Telephone No: 91 22 6662 0000**

24th October, 2013

**Minutes of the Postal Ballot voting process under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001.**

In terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, notices were issued to all the Shareholders of the Company for conducting postal ballot voting process in respect of the Resolution as set out in the said Notice.

Mr. Nilesh G. Shah, Qualified Practicing Company Secretary was appointed as Scrutinizer for conducting Postal Ballot voting process in a fair and transparent manner. Notices were sent to 38 shareholders on 20/09/2013 and the last date for receiving the postal ballot forms by the Scrutinizer was close of the business hours on 22/10/2013.

According to the Scrutinizer's Report submitted to the Chairman on 23rd October, 2013; 19 postal ballot forms were received upto the close of the working hours 22/10/2013.

Summary of voting statistics is as below:

	No. of Ballot Ballot Form	No. of Votes	%
Votes in favour of the Resolution	19	1,64,193	100
Votes against the Resolution	-	-	-
Invalid Votes	-	-	-
<b>Total</b>	<b>19</b>	<b>1,64,193</b>	<b>100</b>

Accordingly, the Chairman declared the following Special Resolution for appointing Registrar and Transfer Agent of the Company (M/s. Sharepro Services India Private Limited) and more specifically described in the Special Resolution and explanatory statement mentioned herein below, as duly passed by way of Postal Ballot voting process with special majority:

**SPECIAL RESOLUTION:**

**“RESOLVED THAT** the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for appointing M/s. Sharepro Services India Private Limited as the Company’s Registrar and Transfer Agent on a remuneration as may be decided by the Board in consultation with the Registrar.”

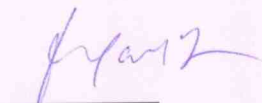
**EXPLANATORY STATEMENT AND REASONS FOR PROPOSING THE SPECIAL RESOLUTION UNDER SECTION 192A OF THE COMPANIES ACT, 1956 FOR APPOINTING REGISTRAR AND TRANSFER AGENT OF THE COMPANY [PURSUANT TO SECTIONS 173 AND 192A OF THE COMPANIES ACT, 1956]**

The Company is listed on Bombay Stock Exchange Limited (BSE) and is in the process for dematerialization of its Shares as per the Listing Agreement with BSE. For this purpose the Company will be applying for International Securities Identification Number (ISIN) from Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) as it is made mandatory as per the Listing Agreement with BSE for all companies listed with BSE.

Currently as the shares of the Company are held in physical mode the members register is being managed in - house by the Company itself. Pursuant to the dematerialization process it would be necessary to appoint Registrar & Transfer Agent to maintain the Register of Members as well to deal with all transfer/transmission related activities. It is therefore thought advisable in the interest of the Company to appoint M/s. Sharepro Services India Private Limited as the Company’s Registrar and Transfer Agent for obtaining RTA connectivity from CDSL and NSDL and to act as the Registrar and Transfer Agent on behalf of the Company.

The Directors recommend the aforesaid resolution for approval by the Members.

None of the Directors is interested in the aforesaid resolution of the accompanying Notice.



**Director**  
**24<sup>th</sup> October, 2013**