

NOTICE OF 17TH ANNUAL GENERAL MEETING 2017-18

Notice is hereby given that the 17th Annual General Meeting of the Members of the Company will be held on Friday, 28th September, 2018 at 10:00 A.M. J. P. Resort, 6B, Patparganj I.P Extension, NH-24, Behind CNG Petrol Pump, New Delhi- 110092 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon, and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the report of the Auditors thereon;
2. To declare a dividend on Equity Shares;
3. Re-appointment of Mr. Shalabh Agarwal (DIN: 00316155) as a Whole Time Director liable to Retire by Rotation
4. **To ratify the appointment of M/s Arun Naresh & Co., as Statutory Auditors and fix their remuneration and for that purpose to pass with or without modification(s) the following as an ORDINARY RESOLUTION:**

Resolved That pursuant to Section 139 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s Arun Naresh & CO, Chartered Accountant (FRN 007127-N) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till conclusion of the Twenty First Annual General Meeting of the Company to be held in the year 2022 at a remuneration to be fixed by the Board of Directors on the recommendation of Audit Committee plus applicable taxes thereon and reimbursement expenses, if any, incurred by them in connection with the Audit."

SPECIAL BUSINESS:

Remuneration of Cost Auditor

5. To Consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules issued thereunder including Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s. S. Shekhar & Co., Cost Accountant (Firm Registration No. 000452) appointed by the Board of Directors as the Cost Auditor of the Company for conducting the Audit of Cost Records maintained by the Company for the Financial Year ended march 31, 2019 be and is hereby ratified and confirmed."

For and on behalf of the Board of Directors
For Salasar Techno Engineering Limited

Sd/-
Alok Kumar
Chairman and Managing Director
DIN NO. 01474484
KL-46, Kavi Nagar
Ghaziabad-201001
Uttar Pradesh

Date : 14.08.2018

Place: New Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF / HERSELF / ITSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF AGM i.e. BY 10:00 A.M. ON SEPTEMBER 28TH 2018.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than the total share capital of the Company carrying voting rights. A member holding, more than 10% of the total capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder of the Company.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22nd, 2018 to Friday, September 28, 2018 (both days inclusive) for purpose of 17th AGM and for payment of Dividend for the Financial Year ended March 31, 2018.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. Members/Proxies are requested to bring their attendance slip duly completed along with their copy of Annual Report to the meeting.
7. Members are requested to write to the Company, their query (ies), if any, on the Accounts and operations of the Company at its registered office at least ten days prior to the date of meeting to enable the management to keep the information ready at the meeting.
8. Members are informed that in case of Joint Holders attending the meeting; only such joint holders whose name appears first in the order will be entitled to vote.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore, requested to submit their PAN to the Depository participant with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
10. Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
11. Notice of the Annual General Meeting along with the Annual Report 2017-18 of the Company is being sent to all the Members in the electronic mode, whose email addresses are registered with the Depository Participant, unless any member has requested for a hard copy of the same and for members who have not registered their email address, hard copy of Annual Report are being sent.
12. The Board of Directors have recommended a final dividend of Rs. 1/- per equity share of Rs. 10/- each for the financial year 2017-18. The Dividend on equity shares for the Financial Year 2017-18, if declared, will be paid within a period of 30 days from the date of Annual general Meeting, to those members whose name appears in the Company's Register of Members and to those persons whose name appears as beneficial owner as per the details to be furnished by National Security Depository Limited and Central Depository Services (India) Limited as the close of business hours on September 21st, 2018.
13. Pursuant to Section 125 of the Companies Act, 2013 the Company has Unclaimed and Unpaid Dividend but the unpaid Dividend amount not liable to transfer in Investor Education and Protection Fund.
14. Register of Directors and key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
15. Members may also note that the Notice of Annual General Meeting and the Annual Report for the Financial Year 2017-18 are also available on the Company's Website www.salasartechno.com under the section 'Investors'.
16. Investor Grievance Redressal: he Company has designed an exclusive e-mail ID viz. compliance@salasartechno.com to enable the investors to register their Complaints, if any.

17. A route map showing directions to reach the venue of the 17th AGM is given at the end of the Annual Report.
18. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means and members may cast their votes through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by e-voting shall be able to vote at the meeting through Ballot paper. Members have option to vote either e-voting or through the Ballot Paper. If a member has opted for e-voting, then he/she should not vote BY Ballot Paper and vice-versa.

However, in case members cast their vote both via Ballot Paper and e-voting, then voting through e-voting shall prevail and voting done by Ballot Paper shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2018 (09:00 a.m.) and ends on 27th September 2018 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible

to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Salasar Techno Engineering Limited on which you choose to
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

19. Ms. Deepika Gaur of M/s Deepkia Madhwal & Associates Practicing Company Secretary (Membership No. 31234) has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person or the person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
The results of voting will declared within 48 hours from the conclusion of AGM and the Resolutions will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes.
21. The declared result along with the Scrutinizer's Report, will be available forthwith on the Company's website www.salasartechno.com under the section 'Investors' and on the website of CDSL; such results will also be forwarded to the national Stock Exchange of India & BSE Limited.
22. All the documents referred in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11:00 AM to 4:00 PM up to the date of Annual general Meeting.

**RE-APPOINTMENT/APPOINTMENT OF DIRECTORS
(ANNEXURE TO NOTICE)**

**A brief resume in respect of the proposed re-appointment/appointment of Directors
is given below in terms of Regulation 36(3) of SEBI (LODR), 2015**

Particulars	Mr. Shalabh Agarwal
DIN	00316155
Date of Birth	27/12/1973
Date of Appointment in the Board	03/07/2014
Qualifications	B.Tech from MIT, Manipal
Experience	Mr. Agarwal joined his family business of sugar manufacturing in the year 1991. Then switched to iron & steel industry in the year 2003 and joined Saini Alloys Pvt Ltd which was engaged in manufacturing and trading of stainless steel casting. In 2006 he joined our Company as Vice President –operations, looking after transmission line tower segment. He has experience of more than 19 years in sugar industry and trading, manufacturing and fabrication of iron & steel. He is looking after operations, sales & marketing of Power Transmission Towers.
Directorship held in others Listed Companies	Nil
Membership in Committee across other Listed Companies	Nil
Number of Shares held in the Company	1280592
Relationship with other Directors	Younger brother of Mr. Shashank Agarwal

Details of Shareholding/other Convertible Securities of Non-Executive Directors of the Company (Pursuant to Regulation 36(3) of SEBI (LODR), 2015)

SI. NO.	NAME OF DIRECTOR	NO. OF EQUITY SHARES
1.	Mr. Anil Kumar Jain	NIL
2.	Mr. Sanjay Chandak	NIL
3.	Mr. Vijay Kumar Jain	NIL
4.	Mr. Amit Jain	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED AND FORMING PART OF THE NOTICE**Item No. 5**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s S. Shekhar & Co., the Cost Accountants as the Cost Auditors to conduct the audit of the Cost Records of the Company for the Financial Year 2017-18 as per the following details:

Product	Factory
Galvanised and Non-galvanised Steel Structure (Telecom Towers, Transmission Towers, Monopoles, Solar Module Mounting Structure)	Unit-I: Khasra No. 265, 281-283, VillParsaun-Dasna, P.O. Jindal Nagar, Distt. Hapur- 201313 (U.P.)
	Unit-II: Khasra No. 1184, 1185, Vill. Khera, P.O.Pilkhuwa, Distt. Hapur- 245304, (U.P.)

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 as amended up to date, the remuneration payable to Cost Auditors is to be ratified by the Shareholders for the Financial Year 2018-19 by way of an Ordinary resolution.

The Board of Directors recommends the resolution as set out in item No. 5 of the notice for approval of members.

None of the Directors and key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise in the resolutions.

**For and on behalf of the Board of Directors
For Salasar Techno Engineering Limited**

**Sd/-
Alok Kumar
Chairman and Managing Director
DIN NO. 01474484
KL-46, Kavi Nagar
Ghaziabad-201001
Uttar Pradesh**

Date : 14.08.2018

Place: New Delhi

SALASAR TECHNO ENGINEERING LIMITED
 [Corporate Identity Number (CIN) : L23201DL2001PLC174076]
 Regd. Office: E-20, South Extension, New Delhi- 110049
 Tel. Phone No.: +91 8447326923/8527979371 Fax: +91-11-45823834
 Website: www.salasartechno.com, E-mail id: compliance@salasartechno.com

ATTENDANCE SLIP

Folio No. :
 DP ID :
 Client ID :
 Name & Address of the Member(s) :
 Name of the Proxy (in Block Letters) :
 (To be filled if the Proxy attends instead of the Member)

I hereby record my presence at the 17th Annual General Meeting held on Friday, 28th September, 2018 at 10:00 a.m. at J. P. Hotel and Resorts, 6B, Patparganj I.P Extension, NH-24, Behind CNG Petrol Pump, New Delhi- 110092

.....
 Member/Proxy's Signature

(PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND OVER AT THE ENTRANCE DULY FILLED IN)

-----✂------(TEAR HEAR)-----✂-----

SALASAR TECHNO ENGINEERING LIMITED
 [Corporate Identity Number (CIN) : L23201DL2001PLC174076]
 Regd. Office: E-20, South Extension, New Delhi- 110049
 Tel. Phone No.: +91 8447326923/8527979371 Fax: +91-11-45823834
 Website: www.salasartechno.com, E-mail id: compliance@salasartechno.com

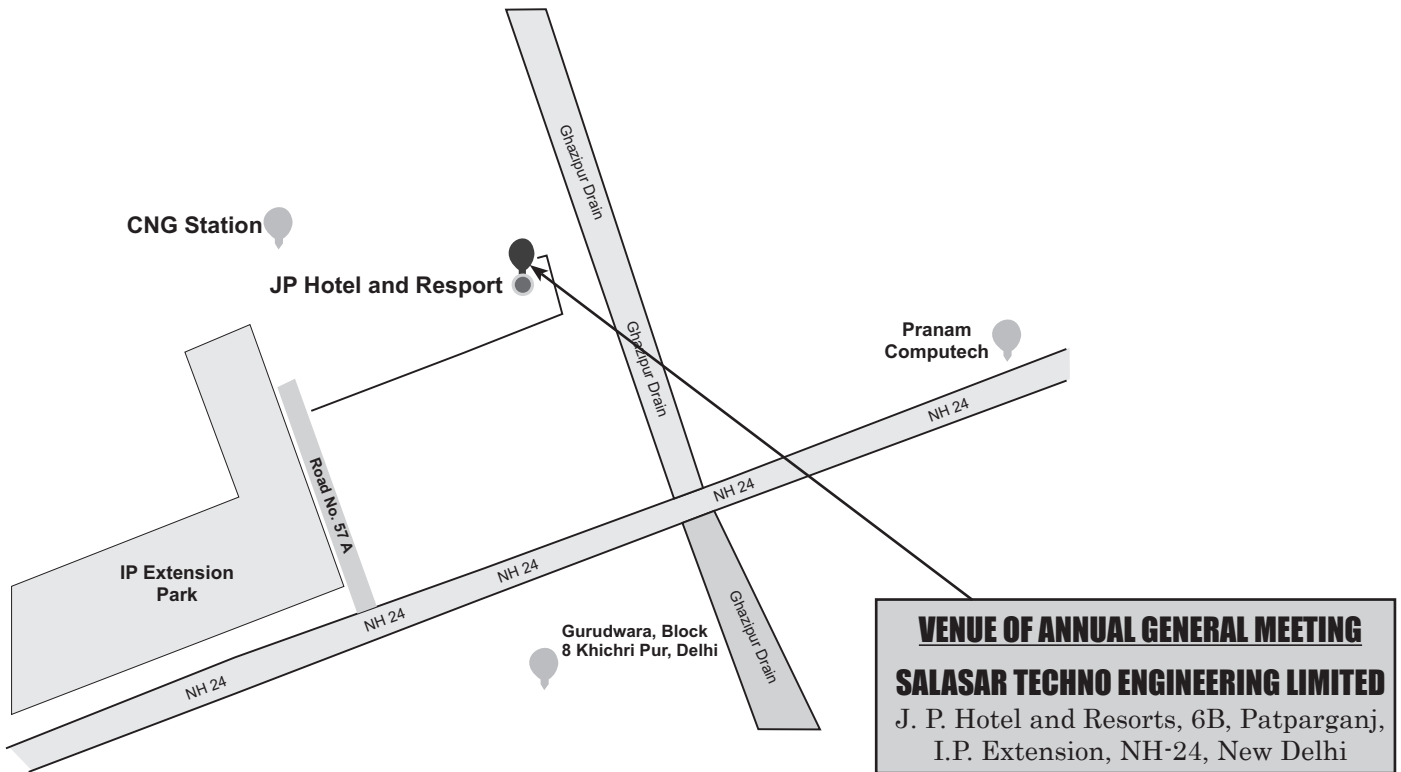
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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name & Address of the Member (s) :
 Email Id :
 DP ID: :
 Folio No. / Client ID No. :

I/We, being the member (s) of shares of the Salasar Techno Engineering Limited, hereby appoint:

1. Name: Address:
 E-mail id: Signature :or failing him/her
2. Name: Address:
 E-mail id: Signature :or failing him/her
3. Name: Address:
 E-mail id: Signature :or failing him/her



-----✂------(TEAR HEAR)-----✂-----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company to be held on Friday, 28th September, 2018 at 10.00 a.m. at J. P. Hotel and Resorts, 6B, Patparganj I.P Extension, NH-24, Behind CNG Petrol Pump, New Delhi- 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
Ordinary Business and Ordinary Business			
1.	Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of Directors and Auditors thereon.		
2.	Declaration of Dividend for the Financial Year 2017-18		
3.	Re-appointment of Mr. Shalabh Agarwal, (DIN: 00316155) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Ratification of Appointment of M/s. Arun Naresh & Company, Chartered Accountants as Statutory Auditors and fix their remuneration.		
Ordinary Resolution and Special Business			
5.	Remuneration of the Cost Auditor for the Financial Year 2018-19		

Signed this day of2018.

Signature of the Member :

Signature of the proxy holder(s) :

Affix a
Revenue
Stamp of
₹1/-

Note:

1. **This proxy form must be deposited at the Registered Office of the Company at E-20, South Extension-1, New Delhi- 110049 not less than forty-eight hours before the time fixed for holding the aforesaid meeting. A proxy need not be a member of the Company.**
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 17th Annual General Meeting of the Company.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) before submission.