

Technocraft Industries (India) Limited

Registered Office: Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Opposite Tunga Paradise Hotel, Andheri (E), Mumbai - 400093, Maharashtra, India Tel: 4098 2222/0002; Fax No. 2835 6559; **CIN:** L28120MH1992PLC069252 E-mail: investor@technocraftgroup.com; website: www.technocraftgroup.com

December 20, 2022

To.

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051

Ref: Script Name: TIIL

Dear Sir/ Madam,

BSE Limited

Listing Department P.J. Towers, 1st Floor, Dalal Street, Fort, Mumbai – 400 001

Script Code: 532804

Sub: Public Announcement – Newspaper Advertisement - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed the copy of Newspaper Advertisement regarding Public Announcement dated December 19, 2022 for the Buy-Back of Equity shares of the Company, which was published today i.e. December 20, 2022 in the following newspapers:

- 1. Business Standard (English & Hindi) All India Edition
- 2. Mumbai Lakshadeep (Marathi) Mumbai Edition

In this regard, we are enclosing herewith e-copy of the newspaper released in the Business Standard - English daily- Mumbai edition, Business Standard - Hindi daily - Mumbai Edition & Mumbai Lakshadeep - Marathi daily - Mumbai Edition for your kind perusal.

This is for your information and records.

Thanking you.

Yours Faithfully

For Technocraft Industries (India) Limited

Neeraj Rai Company Secretary

Encl: as above



TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Corporate Identification Number (CIN): L28120MH1992PLC069252

Registered Office: Plot No. 47, "Opus Centre", Second Floor, Central Road, Opposite Tunga Paradise Hotel, MIDC, Andheri (East), Mumbai – 400 093, Maharashtra, India. Telephone: +91-22-4098 2222/2340; Fax: +91-22-2835 6559; Email: investor@technocraftgroup.com; Website: www.technocraftgroup.com Contact Person: Mr. Neeraj Rai, Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TECHNOCRAFT INDUSTRIES (INDIA) LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement"/ "PA") is being made in relation to the buyback of the equity shares having a face value of Rs. 10 each (Rupees Ten only) fully paid-up (the "Equity Shares"), by Technocraft Industries (India) Limited (the "Company") from the shareholders/beneficial owners of the Company through the tender offer route through chanism in accordance with Securities and Exchange Board of India ("SEBI") circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with the circular CFD/DCR2/CIR/P/2016/131 dated December 9. 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any further amendments thereof (the "SEBI Circulars") pursuant to Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations"), for the time being in force including any statutory nodifications and amendments from time to time and contains the disclosures as specified in Schedule II to the Buyback

Regulations read with Schedule I of the Buyback Regulations. OFFER TO BUYBACK OF UP TO 15,00,000 (FIFTEEN LAKHS ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF Rs. 10 (TEN ONLY) FACH OF THE COMPANY NOT EXCEPDING RS. 150 00 00 000/- (RUPPES ONE HUNDRED FIFTY CRORES ONLY) AT A PRICE OF RS. 1,000/- (RUPEES ONE THOUSAND ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM. Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off

adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

- The Board of Directors of Technocraft Industries (India) Limited (the "Company") (the board of directors of the Company hereinafter referred to as the "Board" or "Board of Directors" which expression shall include any committee constituted and authorised by the Board to exercise its powers), at its meeting held on November 14, 2022 ("Board Meeting") has, subject to the approval of the shareholders by way of a special resolution through a postal ballot, pursuant to the provisions of Article 61 of the Articles of Association ("AOA") of the Company, Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the SEBI Buyback Regulations and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback of up to 15,00,000 (Fifteen Lakhs only) Equity Shares representing 6.13% of total issued and paid-up Equity Share capital of the Company at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Share ("Buyback Offer Price"), payable in cash, aggregating to Rs.150,00,00,000/- (Rupees One Hundred Fifty Crores only) ("Buyback Offer Size"), which represents 12.88% and 8.40% of the aggregate of the Company's paid-up capital and free reserves as per the standalone and consolidated audited financials of the Company for the financial year ended as on March 31, 2022 respectively (which is more than 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on standalone financial statements of the Company as on March 31, 2022 as per the provisions of the Companies Act and SERI Ruyback Regulations) from all of the shareholders of the Company who hold Equity Shares as of the Record Date (as defined below).
- 2022 (the "Postal Ballot Notice"), the results of which were announced on Monday, December 19, 2022. The Buyback Size represents 12.88% and 8.40% of the aggregate of the total paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company respectively, as at March 31, 2022, (i.e. the latest audited financial statements available as on the date of the board meeting recommending the proposal of the Buyback), respectively, and is within the statutory limit of 25% of the aggregate of the total paidup equity share capital and free reserves of the Company, based on both standalone and consolidated financial

The Shareholders of the Company have approved the Buyback, by way of a special resolution, through postal ballot only by voting through electronic means ("Remote E-Voting") pursuant to a postal ballot notice dated November 14,

statements of the Company, as per the applicable provisions of the Companies Act and the SEBI Buyback Regulations and represents 6.13% of the total number of Equity Shares in the paid-up equity share capital of the Company as per its latest audited financial statements as at March 31, 2022. The Buyback Offer Size and the Buyback Offer Price do not include taxes payable under Income Tax Act, 1961 and

any expenses incurred or to be incurred for the Buyback viz., brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs")

The Buyback is in accordance with Article 61 of the Articles of Association of the Company and Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read with SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and/ or other authorities, institutions or bodies, (together with SEBI, BSE, NSE, the "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions sanctions and exemptions, which may be agreed by the Board.

The Equity Shares of the Company are listed and traded on NSE and BSE. The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/ beneficial owners of the Company (except any shareholders/ beneficial owners who may be specifically prohibited under the applicable laws by any Appropriate Authorities) including the promoters and, members of the Promoter Group, who hold Equity Shares as at December 30, 2022 (the "Record Date") (such shareholders being the "Eligible Shareholders") through the tender offer process prescribed $under\ Regulation\ 4 (iv) (a)\ of\ the\ Buyback\ Regulations\ and\ shall\ be\ implemented\ using\ the\ Stock\ Exchange\ Mechanism$ as specified in the SEBI Circulars. In this regard, the Company will request NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange ("DSE").

The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act. 1999 ("FEMA") and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders. In terms of the SEBI Buyback Regulations, under tender offer route, the Promoters and the members of the Promoter

Group and persons in control of the Company have the option to participate in the Buyback. In this regard, members

of the Promoter Group and persons in control of the Company, vide their letters dated November 14, 2022 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding (" \mathbf{MPS} ") norms as prescribed under applicable laws. The extent of their intention of participation in the Buyback has been detailed in paragraph 8 of this Public Announcement. The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation/acceptance in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company

The obligations under the Buyback will be met out of internal accruals, retained earnings, cash and bank balances and investments made by the Company. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of

secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

ment is available on the website of the Company (www.technocraftgroup A copy of this Public Annous is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the

website of NSE (www.nseindia.com) and BSE (www.bseindia.com). 1.13 Participation in the Buyback by Eligible Shareholders will trigger tax on distributed income to shareholders in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in hands of the shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course. Eligible Shareholders will receive a letter of offer ("LOF"), which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult

their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback. OBJECTIVE/NECESSITY FOR THE BUYBACK

The current Buyback is being undertaken by the Company after taking into account for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on November 14, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and considering these, the Board decided to allocate up to Rs. 150.00.00.000/- (Rupees One Hundred Fifty Crores only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board has decided to recommend a Buyback of Equity Shares at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Share for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) The Buyback is being undertaken, inter-alia, for the following reasons:

The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders:

The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations.

The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and

The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment The Buyback may lead to reduction in outstanding Equity Shares, improvement in earnings per Equity Share, and enhanced return on equity. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or

meet its cash requirements for business operations and for continued capital investment, as and when required. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

The maximum amount required for Buyback will not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) (15,00,000 Equity Shares representing 6.13% of the total number of Equity Shares in the total paid-up equity capital of the Company), at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Share payable in cash for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only), excluding tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. intermediaries fees, brokerage costs, turnover charges, taxes such as tax on Buyback, securities transaction tax (STT) and goods and services tax (GST) (if any), stamp duty, filing fees to SEBI, stock exchange charges, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs"), which represents 12.88% and 8.40% of the aggregate of the Company's paid- up capital and free reserves as per the standalone and consolidated audited financials of the Company respectively for the year ended as on March 31, 2022 respectively, which is more than 10% of the total paid up equity capital and free reserves

- The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent
- audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback.

 MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS OF ARRIVING AT THE BUY-BACK PRICE
 - The Equity Shares of the Company are proposed to be bought back at a price of Rs. 1,000/- (Rupees One Thousand only) per share ("Offer Price")
- 4.2 The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE and NSE i.e., the stock exchanges where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share
- and other financial parameters The Offer Price represents Premium of 19.88% and 19.63% to the volume weighted average market price of the Equity Share on NSE and BSE

- respectively, during the three months preceding the November 09, 2022 i.e. date of intimation to the Stock Exchange ("Intimation Date") for the Board Meeting to consider the proposal of the Buyback Premium of 30.47% and 30.71% over the volume weighted average market price of the Equity Shares on NSE and
- BSE respectively, for two weeks preceding the Intimation Date. Premium of 25.45% and 23.53% over the closing price of the Equity Shares on NSE and BSE respectively, as on the
- Premium of 27.78% and 28.49% over the closing price of the Equity Share on NSE and BSE respectively, as on November 07, 2022, which is a day preceding the date of intimation to the Stock Exchanges for the Board Meeting
- to consider the proposal of the Buyback.
 The closing market price of Equity Shares of the Company as on the Intimation Date (i.e. November 09, 2022) was Rs. 797.15 and Rs. 809.50 on NSE and BSE respectively. As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid up capital and free reserves after the Buyback both on audited standalone financial statements and audited consolidated
- financial statements of the Company as on March 31, 2022. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback upto 15,00,000 (Fifteen Lakhs only) Equity Shares, (representing 6.13% of the total number of Equity Shares in the paid-up share capital of the Company as per the latest audited financial statements as at March 31, 2022) at the Buyback Price {i.e., Rs. 1,000/- (Rupees One Thousand only) per Equity Share for an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only)}

METHOD ADOPTED FOR BUYBACK

The Equity Shares will be bought back on a proportionate basis from all the Equity Shareholders through the "Tender Offer" method, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 13 below for details ing the Record Date and shareholders entitlement for tender in the Buyback DETAILS OF THE SHAREHOLDING AND TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY

The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons

in control of the Company; (b) the director(s) of the Promoters, where the promoter is a company; (c) directors and key managerial personnel of the Company, as on the date of the Board Meeting and the Postal Ballot Notice, i.e., November 14, 2022, and the date of this Public Announcement, i.e. December 19, 2022, is as follows:

Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company in the Company as on the date of the Board Meeting and Postal Ballot Notice, i.e., November 14, 2022, and the date of this Public Announcement i.e. December 19, 2022, is as follows:

		as on the date of I and Postal Ba		as on the date of Public Announcement		
Sr. No.	Name of Shareholder	Number of Equity Shares Held	% of shareholding	Number of Equity Shares Held	% of shareholding	
1.	Ashish Kumar Saraf	5,04,914	2.06	5,04,914	2.06	
2.	Navneet Kumar Saraf	14,13,082	5.78	14,13,082	5.78	
3.	Nidhi Saraf	5,43,337	2.22	5,43,337	2.22	
4.	Priyanka Saraf	5,00,000	2.04	5,00,000	2.04	
5.	Ritu Saraf	1,56,464	0.64	1,56,464	0.64	
6.	Shakuntala Saraf	51,69,867	21.13	51,69,867	21.13	
7.	Sharad Kumar Saraf	4,06,840	1.66	4,06,840	1.66	
8.	Sharad Kumar Madhoprasad Saraf HUF	22,05,366	9.02	22,05,366	9.02	
9.	Sudarshan Kumar Saraf	67,94,903	27.78	67,94,903	27.78	
10.	Sudarshan Kumar Madhoprasad Saraf HUF	74,797	0.31	74,797	0.31	
11.	Suman Saraf	1,17,332	0.48	1,17,332	0.48	
12.	Ashrit Holdings Limited	3,80,446	1.56	3,80,446	1.56	
	Total	1,82,67,348	74.68	1,82,67,348	74.68	

Aggregate shareholding of the director(s) of the Promoters, where the promoter is a company and persons in control as on the date of the Board Meeting and postal ballot notice, i.e., November 14, 2022, and the date of this Public Announcement i.e. December 19, 2022, is as follow

			as on the dat Meeting Postal Ballo	j and	as on the d PublicAnnou	
Sr. No.	Name of Director	Name of Promoter/ Promoter Group	Number of Equity SharesHeld	% of shareholding	Number of Equity Shares Held	% of shareholding
1.	Ashish Kumar	Ashrit Holdings				
	Saraf	Limited	5,04,914	2.06	5,04,914	2.06
2.	Navneet Kumar	Ashrit Holdings				
	Saraf	Limited	14,13,082	5.77	14,13,082	5.77
3.	Sudarshan	Ashrit Holdings				
	Kumar Saraf	Limited	67,94,903	27.78	67,94,903	27.78
4.	Vinodkumar	Ashrit Holdings				
	Ramawtar Gadodia	Limited	546	0.00	546	0.00
5.	Mudit Vinod	Ashrit Holdings				
	Raniwala	Limited	100	0.00	100	0.00
	Total		87,13,545	35.61	87,13,545	35.61

Aggregate shareholding of the directors and key managerial personnel of the Company, as on the date of the Bo meeting and Postal Ballot Notice, i.e., November 14, 2022 and the date of this Public Announcement i.e. Decem

			as on the date o Meeting a Postal Ballot N	nd	as on the date of PublicAnnouncement		
Sr. No.	Name of Director	Designation	Number of Equity Shares Held	% of shareholding	Number of Equity Shares Held	% of shareholding	
1.	Sharad Kumar Saraf	Chairman & Managing Director	4,06,840	1.66	4,06,840	1.66	
2.	Sudarshan Kumar Saraf	Co- Chairman & Managing Director	67,94,903	27.78	67,94,903	27.78	
3.	Navneet Kumar Saraf	Whole-time Director & CEO	14,13,082	5.77	14,13,082	5.77	
4.	Ashish Kumar Saraf	Whole-time Director & CFO	5,04,914	2.06	5,04,914	2.06	
5.	Atanu Chaudhary	Whole-time Director	Nil	Nil	Nil	Nil	
6.	Vinod B. Agarwala	Independent Director	Nil	Nil	Nil	Nil	
7.	Jagdeesh Mal Mehta	Independent Director	Nil	Nil	Nil	Nil	
8.	Vishwambhar C. Saraf	Independent Director	Nil	Nil	Nil	Nil	
9.	Aubrey I. Rebello	Independent Director	Nil	Nil	Nil	Nil	
10.	Vaishali Choudhari	Independent Director	Nil	Nil	Nil	Nil	
11.	Neeraj Rai	Company Secretary	Nil	Nil	Nil	Nil	
	Total	·	91,19,739	37.27	91,19,739	37.27	

The aggregate number of Equity Shares or other specified securities in the Company were either purchased or sold 7.2 ring during a period of six months preceding the date of the Board Meeting at which the buyback proposed and from the date of the Board Meeting till the date of the Public Announcement, i.e. December 19, 2022. There has been no sale/purchase of Equity Shares by persons mentioned under para 7.1 (a), para 7.1 (b) and 7.1 (c) above during the period of six months preceding the Board Meeting Date i.e. November 14, 2022 and from the date of the Board Meeting till the date of the Public Announcement, i.e. December 19, 2022.

INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE

In terms of the SERI Ruyback Regulations, the Promoters and Promoter Group and persons in control have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group and persons in control of the Company have vide their letters dated November 14, 2022 expressed that they intend to participate in the Buyback and also have undertaken to comply with the MPS requirements even after the Buyback. Pursuant to the Buyback and depending upon the response to the Buyback (assuming full acceptance) in case there is an increase in voting rights of the Promoters and Promoter Group and persons in control beyond 75%, necessary steps will be taken to reduce their shareholding in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957 and the Listing Regulations.

The Promoter and Promoter Group of the Company has expressed their intention to participate in the Buyback and

Sr.	Name of Shareholder	No of Equity	Maximum Number of
No.		Shares held	Equity Shares Intended to tender
1.	Ashish Kumar Saraf	5,04,914	5,04,914
2.	Navneet Kumar Saraf	14,13,082	14,13,082
3.	Nidhi Saraf	5,43,337	5,43,337
4.	Priyanka Saraf	5,00,000	5,00,000
5.	Ritu Saraf	1,56,464	1,56,464
6.	Shakuntala Saraf	51,69,867	51,69,867
7.	Sharad Kumar Saraf	4,06,840	4,06,840
8.	Sharad Kumar Madhoprasad Saraf HUF	22,05,366	22,05,366
9.	Sudarshan Kumar Saraf	67,94,903	67,94,903
10.	Sudarshan Kumar Madhoprasad Saraf HUF	74,797	74,797
11.	Suman Saraf	1,17,332	1,17,332
12.	Ashrit Holdings Limited	3,80,446	3,80,446
	Total	1,82,67,348	1,82,67,348

8.3 The details of the date and price of acquisition/ sale of the Equity Shares by the Promoter, members of the Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
19.03.1994	Amalgamation	10	37	Nil	Other than Cash
01.09.1994	Bonus	10	3,330	Nil	Other than Cash
07.10.1994	Bonus	10	16,835	Nil	Other than Cash
06.03.2002	Buyback	10	(2,020)	218	Cash
27.06.2002	Buyback	10	(2,727)	238	Cash
08.03.2003	Bonus	10	4,757	Nil	Other than Cash
10.03.2005	Bonus	10	20,212	Nil	Other than Cash
01.03.2006	Bonus	10	30,318	Nil	Other than Cash
23.02.2016	Buyback	10	(10,899)	270	Cash
01.03.2018	Buyback	10	(5,576)	525	Cash
16.04.2018	Transfer (Gift)	10	4,50,647	Nil	Other than Cash
Total			5,04,914		

b. Navneet	Kumar Saraf				
Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
19.03.1994	Amalgamation	10	25	Nil	Other than Cash
01.09.1994	Bonus	10	2,250	Nil	Other than Cash
07.10.1994	Bonus	10	11,375	Nil	Other than Cash
09.10.1999	Transfer (Gift)	10	307,420	Nil	Other than Cash
06.03.2002	Buyback	10	(32,107)	218	Cash
27.06.2002	Buyback	10	(43,345)	238	Cash
08.03.2003	Bonus	10	75,605	Nil	Other than Cash
10.03.2005	Bonus	10	321,223	Nil	Other than Cash
01.03.2006	Bonus	10	481,834	Nil	Other than Cash
23.02.2016	Buyback	10	(173,220)	270	Cash
01.03.2018	Buyback	10	(88,625)	525	Cash
16.04.2018	Transfer (Gift)	10	5,50,647	Nil	Other than Cash
Total			14,13,082		

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
10.10.2001	Transfer (Gift)	10	12,500	Nil	Other than Cash
07.02.2003	Buyback	10	(158)	305	Cash
08.03.2003	Bonus	10	3,799	Nil	Other than Cash
10.03.2005	Bonus	10	16,141	Nil	Other than Cash
01.03.2006	Bonus	10	24,212	Nil	Other than Cash
23.02.2016	Buyback	10	(8,704)	270	Cash
01.03.2018	Buyback	10	(4,453)	525	Cash
22.03.2018	Transfer (Gift)	10	5,00,000	Nil	Other than Cash
Total			5,43,337		

Date	Transaction	(in Rs.)	Shares acquired/ (sold)	Transfer Price per Equity Share (Rs.)	(Cash, other than cash etc.)
22.03.2018	Transfer (Gift)	10	5,00,000	Nil	Other than Cash
Total			5,00,000		

Face Value | Number of Equity |

Issue Price /

Issue Price /

Transfer Price per

Equity Share (Rs.)

(Cash, other than

cash etc.)

Consideration

Ritu Sarat Date

Nature of

	Transaction	(in Rs.)	Shares acquired/ (sold)	Transfer Price per Equity Share (Rs.)	(Cash, other than cash etc.)
17.06.1993	Transfer from Eskidee	10	50	10	Cash
	Metal Crafts Pvt. Ltd				
19.03.1994	Amalgamation	10	25	Nil	Other than Cash
01.09.1994	Bonus	10	6,750	Nil	Other than Cash
07.10.1994	Bonus	10	34,125	Nil	Other than Cash
06.03.2002	Buyback	10	(4,095)	218	Cash
27.06.2002	Buyback	10	(20,375)	238	Cash
07.02.2003	Buyback	10	(400)	305	Cash
08.03.2003	Bonus	10	4,950	Nil	Other than Cash
10.03.2005	Bonus	10	21,030	Nil	Other than Cash
01.03.2006	Bonus	10	31,545	Nil	Other than Cash
23.02.2016	Buyback	10	(11,339)	270	Cash
01.03.2018	Buyback	10	(5,802)	525	Cash
16.04.2018	Transfer (Gift)	10	1,00,000	Nil	Other than Cash
Total			4 EC ACA		

Shakuntala Saraf

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	3,450	10	Cash
19.03.1994	Amalgamation	10	75	-	Other than Cash
01.09.1994	Bonus	10	317,250	Nil	Other than Cash
07.10.1994	Bonus	10	1,603,875	Nil	Other than Cash
06.03.2002	Buyback	10	(192,465)	218	Cash
27.06.2002	Buyback	10	(259,828)	238	Cash
11.03.2003	Bonus	10	453,218	Nil	Other than Cash
10.03.2005	Bonus	10	1,925,575	Nil	Other than Cash
28.02.2006	Bonus	10	2,888,362	Nil	Other than Cash
23.02.2016	Buyback	10	(1,038,377)	270	Cash
01.03.2018	Buyback	10	(5,31,268)	525	Cash
Total			51,69,867		

Face Value

(in Rs.)

Shares acquired

Sharad Kumar Saraf Nature o

Transaction

	19.03.1994	Amalgamation	10	/8	NII	Other than Cash
	01.09.1994	Bonus	10	7,020	Nil	Other than Cash
	07.10.1994	Bonus	10	35,490	Nil	Other than Cash
	05.01.1998	Transfer	10	17,815	10	Cash
	06.03.2002	Buyback	10	(6,040)	218	Cash
_	27.06.2002	Buyback	10	(8,155)	238	Cash
l pard	07.02.2003	Buyback	10	(818)	305	Cash
nber	11.03.2003	Bonus	10	13,972	Nil	Other than Cash
IDCI	10.03.2005	Bonus	10	59,362	Nil	Other than Cash
	28.02.2006	Bonus	10	89,043	Nil	Other than Cash
	18.11.2008	Open Market	10	7,395	22	Cash
	19.11.2008	Open Market	10	6,891	23	Cash
	20.11.2008	Open Market	10	2,077	23	Cash
ng	21.11.2008	Open Market	10	672	23	Cash
	26.11.2008	Open Market	10	65,000	27	Cash
_	28.01.2009	Open Market	10	15,000	23	Cash
	28.01.2009	Open Market	10	5,000	23	Cash
	29.01.2009	Open Market	10	25,000	23	Cash
	30.01.2009	Open Market	10	25,000	22	Cash
	03.02.2009	Open Market	10	24,800	23	Cash
	04.02.2009	Open Market	10	24,999	23	Cash
	06.02.2009	Open Market	10	13,479	23	Cash
	11.08.2015	Transmission-Partition of HUF	10	107,281	Nil	Other than Cash
	23.02.2016	Buyback	10	(81,714)	270	Cash
	01.03.2018	Buyback	10	(41,807)	525	Cash
	Total			4,06,840		

II. SHATAU I	Kulliar Maulioprasau Sarai r	IUI			
Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	1,475	10	Cash
01.09.1994	Bonus	10	132,750	Nil	Other than Cash
07.10.1994	Bonus	10	671,125	Nil	Other than Cash
05.01.1998	Transfer	10	(17,815)	10	Cash
06.03.2002	Buyback	10	(66,086)	218	Cash
27.06.2002	Buyback	10	(93,370)	238	Cash
11.03.2003	Bonus	10	193,334	Nil	Other than Cash
10.03.2005	Bonus	10	821,413	Nil	Other than Cash
28.02.2006	Bonus	10	1,232,120	Nil	Other than Cash
23.02.2016	Buyback	10	(442,951)	270	Cash
01.03.2018	Buyback	10	(2,26,629)	525	Cash

22,05,366

Face Value Number of Equity

Sudarshan Kumar Saraf

Total

	Iransaction	(in Rs.)	Shares acquired/ (sold)	Equity Share (Rs.)	(Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	3,450	10	Cash
19.03.1994	Amalgamation	10	63	Nil	Other than Cash
01.09.1994	Bonus	10	316,170	Nil	Other than Cash
07.10.1994	Bonus	10	1,598,415	Nil	Other than Cash
16.02.1998	Rights Issue	10	830,888	10	Cash
09.10.1999	Transfer (Gift)	10	(307,420)	Nil	Other than Cash
06.03.2002	Buyback	10	(244,157)	218	Cash
27.06.2002	Buyback	10	(331,486)	238	Cash
07.02.2003	Buyback	10	(1,060)	305	Cash
11.03.2003	Bonus	10	574,038	Nil	Other than Cash
10.03.2005	Bonus	10	2,438,901	Nil	Other than Cash
28.02.2006	Bonus	10	3,658,351	Nil	Other than Cash
18.11.2008	Open Market	10	7,112	22	Cash
19.11.2008	Open Market	10	8,449	23	Cash
20.11.2008	Open Market	10	2,460	23	Cash
21.11.2008	Open Market	10	13	23	Cash
24.11.2008	Open Market	10	1	23	Cash
26.11.2008	Open Market	10	65,742	27	Cash
28.01.2009	Open Market	10	5,000	23	Cash
28.01.2009	Open Market	10	15,496	23	Cash
29.01.2009	Open Market	10	25,000	23	Cash
30.01.2009	Open Market	10	24,594	22	Cash
03.02.2009	Open Market	10	25,000	23	Cash
04.02.2009	Open Market	10	24,500	23	Cash
06.02.2009	Open Market	10	11,132	23	Cash
11.08.2015	Transmission-Partition of HUF	10	1,07,280	Nil	Other than Cash
23.02.2016	Buyback	10	(13,64,768)	270	Cash
01.03.2018	Buyback	10	(6,98,261)	525	Cash
Total			67,94,903		

j. Sudarsh	Sudarshan Kumar Madhoprasad Saraf HUF							
Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)			
28.10.1992	Subscription to MOA	10	50	10	Cash			
19.03.1994	Amalgamation	10	1	Nil	Other than Cash			
01.09.1994	Bonus	10	4,590	Nil	Other than Cash			
07.10.1994	Bonus	10	23,205	Nil	Other than Cash			
06.03.2002	Buyback	10	(2,785)	218	Cash			
27.06.2002	Buyback	10	(3,759)	238	Cash			
11.03.2003	Bonus	10	6,557	Nil	Other than Cash			
10.03.2005	Bonus	10	27,859	Nil	Other than Cash			
28.02.2006	Bonus	10	41,788	Nil	Other than Cash			
23.02.2016	Buyback	10	(15,023)	270	Cash			
01.03.2018	Buyback	10	(7,686)	525	Cash			
Total			74,797					

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/	Issue Price / Transfer Price per	Consideration (Cash, other than
19.03.1994	Amalgamation	10	(sold) 80	Equity Share (Rs.)	cash etc.) Other than Cash
01.09.1994	Bonus	10	7,200	Nil	Other than Cash
07.10.1994 06.03.2002	Bonus Buyback	10 10	36,400 (4,368)	Nil 218	Other than Cash Cash
27.06.2002	Buyback	10	(5,897)	238	Cash
11.03.2003	Bonus Bonus	10	10,286 43.701	Nil Nil	Other than Cash Other than Cash
28.02.2006	Bonus	10	65,552	Nil	Other than Cash
23.02.2016	Buyback Buyback	10	(23,565) (12.057)	270 525	Cash Cash
Total	·		1,17,332	525	0.0.1
I. Ashrit F	Holdings Limited Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/	Issue Price / Transfer Price per	Consideration (Cash, other than
06.07.2018	Market Purchase	10	(sold) 685	Equity Share (Rs.) 494.00	cash etc.) Cash
09.07.2018 12.07.2018	Market Purchase Market Purchase	10	469 7.020	494.00 494.93	Cash Cash
13.07.2018	Market Purchase	10	239	495.00	Cash
19.07.2018	Market Purchase Market Purchase	10	6,897 16.800	495.00 495.00	Cash Cash
23.07.2018	Market Purchase	10	516	492.00	Cash
25.07.2018 23.08.2018	Market Purchase Market Purchase	10	352 337	492.00 495.00	Cash Cash
24.08.2018 28.08.2018	Market Purchase Market Purchase	10 10	507 112	495.00 490.00	Cash Cash
08.10.2018	Market Purchase	10	37	495.00	Cash
04.06.2019 12.06.2019	Market Purchase Market Purchase	10	13,000 124	460.20 437.89	Cash Cash
12.06.2019	Market Purchase	10	729	442.00	Cash
19.06.2019 20.08.2019	Market Purchase Market Purchase	10 10	25,184 877	434.96 300.00	Cash Cash
21.08.2019 22.08.2019	Market Purchase Market Purchase	10	31 1,65,106	300.00 299.99	Cash Cash
18.12.2019	Market Purchase	10	14,732	280.58	Cash
30.12.2019 02.03.2020	Market Purchase Market Purchase	10	1,467 454	280.00 285.59	Cash Cash
03.03.2020	Market Purchase	10	10,052	279.50	Cash
04.03.2020 05.03.2020	Market Purchase Market Purchase	10	2,318 777	281.22 284.86	Cash Cash
06.03.2020 09.03.2020	Market Purchase Market Purchase	10	1,854 5,299	284.09 283.11	Cash Cash
11.03.2020	Market Purchase	10	3,753	283.95	Cash
12.03.2020 13.03.2020	Market Purchase Market Purchase	10 10	43,758 36,640	279.47 265.40	Cash Cash
16.03.2020	Market Purchase	10	272	250.00	Cash
17.03.2020 18.03.2020	Market Purchase Market Purchase	10	7,063 12,985	240.00 230.00	Cash Cash
ii. The Cor of the B ii. The Cor of the o in disch iii. The Cor of the o iv. The Cor penden v. The Cor through in its su. vi. The Cor of deber loans or viii. All the E viii. The Cor exchang ix. There is of the A x. There is of the A x. The ratipaid-up audited xi. The Cor its own 11. CONFIFT The Box Compar i. Immediable by way: on whice iii. As rega Buybac Board's charact Compar of one y iii. In form conting Insolver 12. REPOR REPOR The text address Quote Novemi	mpany shall not issue any Equityback period; mpany shall not raise further narge of subsisting obligation mpany shall not withdraw the Effer to Buyback is made; mpany shall not buyback loc cy of the lock-in or till the simpany shall transfer from its it he Buyback to the Capital R buyback to the Capital R buyback to the Capital R interest payable thereon or repaired in the secondary of the company shall not Buyback its Eques or through spot transactification of the company shall not Buyback its Eques or through spot transactification of the aggregate of secured Equity Shares of the Company financials of the Company financials of the Company for the aggregate of secured Equity Share capital and free many and that they have formed ataly following the date of the of Postal Ballot (*Postal Ballot of the Company sould be found the Company could be founded the company of the financial resources only will be able to meet its liabilities, as if the Company will be able to meet its liabilities, as if the Company of the financial resources only will be able to meet its liabilities of the Company's prospects to the Eompany could be founded the Company of the financial resources only will be able to meet its liabilities of the Company's strate to the Board of Directors to the Eport dated November of the Board of Directors of the Company of Directors of the Comp	capital for a prisciplinary approach and the capital for a prisciplinary and the capital forms and the capital	eriod of one year, froe e Draft Letter of Offer and non-transferable specified securities is sum equal to the no serve Account and the basisting in repaymen eference shares or payor financial institution in the properties of the properies of the properties of the properties of the properties of the	m the expiry of the B is filed with SEBI or the starts or other specome transferable; uninal value of the Eque details of such tran at of deposits or intereayment of dividend or n or banking company the negotiated deal whement in the implement or arrangement purs to company shall not be do no per the standa co22 of the Company through any subsidiagroup of investment ich the result of Memiroving the Buyback, the date of the Board Ballot Resolution, are ses during that year a ailable to the Company will not be rendered in Fostal Ballot Resolut the liabilities (incl. he provisions of the Co., as applicable.	uyback period, except a Public Announcement cified securities till the uity Shares purchased sfer shall be disclosed st thereon, redemption repayment of any term y, as the case may be; ather on or off the stock tation of the Buyback; uant to the provisions are more than twice the lone and consolidated; and arry company including companies. Is and prospects of the bers resolution passed here will be no grounds. Meeting approving the dhaving regard to the und to the amount and by during that year, the solvent within a period tion; uding prospective and companies Act, 2013/
Andherin Dear Si Re: Stat Limited of Secution 1. This Re of Direct Shares and 70 Securiti 2. We have of perm This Stat Manage 3. The pre	.47. 'Opus Centre', Second i (East), Mumbai 400093 irs /Madam, tutory Auditors' Report in re: (L'the Company') in terms of writies) Regulations, 2018, as port is issued in accordance tors of Technocraft Industries by the Companies Act, 2013 es) Regulations, 2018, as an e been requested by the Mar issible capital payment ('Anne atement has been prepared bement's Responsibility for the pand of 70 of the Act and SEBI B and 70 of the Act and SEBI B	spect of proposical section of proposical section of section of the terms of the te	sed buy back of Equit Schedule I to Securit e "SEBI Buyback Re of ('the Company') his lovember, 2022, in put d with the Securities Buy-back Regulatio e Company to provid 1st March, 2022 (here ment, which we have in Section 68(2) of the	ty Shares by Technoc les and Exchange Bo: gulations") etter dated O7th Nover ave approved a propos ursuance of the provis and Exchange Board ms"). le a report on the acc einafter referred togeth e initialed for the purp e Act and ensuring co	araft Industries (India) ard of India (Buy-back mber, 2022. The Board sed buy-back of Equity sions of Section 68, 69 of India (Buy-back of ompanying Statement er as the "Statement"). sose of Identification.
includin This ree and pre reasona 4. The Boa forman and will for buyl account the prov by at lei of the C Auditor 5. Pursuar assurar a. we have	g the preparation and mainte ponsibility includes the design sentation of the Statement at able in the circumstances. and of Directors are responsition on reasonable groun not be rendered insolvent with back was approved by the Bit the liabilities (including prospissions of the Act or the Insolvast two directors of the Componements Act and the SEBI S' Responsibility at the trequirements of the nee whether: e inquired into the state of affa	nance of all aci, implementatind applying an ble to make a f ds that the Con hin a period of coard of Directo pective and cor ency and Bank pany in this res Buyback Regules SEBI Buy-bairs of the Compins of the Compin	counting and other re on and maintenance appropriate basis of ull inquiry into the af npany will be able to i one year from the dat is of the Company a titingent liabilities) as ruptcy Code 2016. F spect in accordance ations. ck Regulations, it is vany in relation to the	elevant supporting red of internal control rele preparation; and mal- fairs and prospects o pay its debts from the e of the Board meeting and in forming the op if the Company were urther, a declaration is with the requirements our responsibility to annual audited standa	cords and documents. vant to the preparation king estimates that are if the Company and to date of Board meeting a twhich the proposal inion, it has taken into being wound up under required to be signed s of the section 68 (6) provide a reasonable alone and consolidated
Meeting	I statements as at 31st March, held on 26th September, 202	22			
b. the amo	ount of permissible capital pa	ayment as state	ed in Annexure A, ha	as been determined o	considering the annual

the amount of permissible capital payment as stated in Annexure A, has been determined considering the annual audited standalone and consolidated financial statements as at 31st March, 2022 in accordance with Section 68(2)(c)

of the Act, Regulation 4(i) of the SEBI Buyback Regulations and the proviso to Regulation 5(i)(b) of the SEBI Buyback

the Board of Directors of the Company, in their Meeting held on 14th November, 2022 has formed the opinion as

specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will

not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date with

Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting.

Examined that the amount of permissible capital payment (including premium) for the buy back as detailed in

Inquired into the state of affairs of the Company with reference to the audited standalone financial statements for the

Examined the Board of Directors' declarations for the purpose of buyback and solvency of the Company; and

Obtained appropriate representations from the Management of the Company.

The audited standalone and consolidated financial statements referred to in paragraph 4 above, which we have

considered for the purpose of this report, have been audited by M/s. Dhiraj & Dheeraj, on which they have issued

an unmodified audit opinion vide their report dated 27th May, 2022. As stated in the Auditors Report, the audits of these

financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative

pronouncements issued by the Institute of Chartered Accountants of India. Those Standards also require that auditors

plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material

We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we

comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality

We have inquired into the state of affairs of the Company in relation to its annual audited standalone and consolidated

financial statements as at and for the year ended 31st March, 2022, which have been approved by the Board of

Directors at board meeting and Members of the Company at the Annual General Meeting held on 27th May, 2022 and

on 26th September, 2022 respectively. The amount of permissible capital payment (including premium) towards the

the above reporting. Within the scope of our work, we performed the following procedures:

Annexure A is in accordance with the provisions of Section 68(2) of the Act:

Verified the arithmetical accuracy of the amounts mentioned in Annexure A

misstatement. We have relied on the Report issued by M/s. Dhiraj & Dheeraj.

Based on inquiries conducted and our examination as above, we report that:

Examined authorization for buyback from the Articles of Association of the Company;

The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with

regard to the proposed buyback are declared.

year ended 31st March. 2022:

Related Services engagements.

Suman Saraf

to SEBI, stock exchanges and / or any other regulatory authority as required under the law in India, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. FOR M. L. SHARMA & CO. FIRM REG. NO. 109963W (VIKAS L. BAJAJ) Membership No.104982 UDIN - 22104982BDBWMD6796 Date: 14th November 2022 Annexure A – Statement of permissible capital payment (including premium) Computation of amount of permissible capital payment (including premium) towards buyback of equity shares of Technocraft Industries (India) Limited in accordance with proviso to Section 68(2) of the Companies Act, 2013 (the "Act") and Regulation 4(i) and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations (the "Statement"): Particulars as on 31st March, 2022 Amount extracted from the latest audited 31st March, 2022 Paid up Equity Share Capital (2,44,61,687 shares of Rs. 10/- each) Free Reserves: 1,018.81 Securities Premium General reserve Total Free Reserve 1 140 38 Total paid up capital and free reserves C=A+B 1,164.84 Buvback Regulations with Shareholder approval: 25% of total paid-up equity capital and free reserves 291.21 Maximum amount permissible under the Act/ Buyback Regulations with Board approval:-10% of total paid-up equity capital and free reserves Note: Maximum amount permissible under the Act/ SEBI Buyback Regulations shall be the lower of the standalone and the consolidated financial statements as at March 31, 2022. For and on behalf of Board of Directors Technocraft Industries (India) Limited Ashish Kumar Saraf Chief Financial Officer and Whole-time Director DIN: 00035549 Date: November 14, 2022 Place: Mumbai RECORD DATE AND SHAREHOLDER ENTITLEMENT As required under the SEBI Buyback Regulations, the Company has fixed December 30, 2022 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders In due course, Eligible Shareholders will receive a Letter of Offer in relation to the Buyback ("Letter of Offer" or "LOF") along with a tender offer form indicating the entitlement of the Eligible Shareholders for participating in the Buyback The Equity Shares proposed to be brought back by the Company, as a part of Buyback is divided into two categories reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than Rs. 2,00,000 (Rupees Two Lakh only); and the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholders will be based on the total number of Equity Shares tendered. Accordingly, in the event of the overall response to the Tender Offer being in excess of the Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders, over and After accepting the Equity Shares tendered on the basis of the entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by the Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category. 13.7 In order to ensure that the same Eligible Shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company wi club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pensior funds/trusts and insurance companies etc.. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback (defined below) as per the shareholder records received from the depositories. 13.8 The Eligible Shareholders participation in Buyback is voluntary. The Eligible Shareholders can choose to participate in part or in full, and get cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Shares (over and above their entitlement) and participate in the shortfall created due to nonparticipation of some other Eligible Shareholders, if any. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. If the Buyback entitlement for any Eligible Shareholder is no a round number (i.e., not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form for additional Equity Shares. No. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, as applicable. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

proposed buy back of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has

been properly determined in accordance with Section 68 (2)(c) of the Act, Regulation 4(i) of the SEBI Buyback

The Board of Directors of the Company, in their meeting held on 14th November, 2022 has formed opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company having regard

to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of

Directors of the Company to include in the public announcement and other documents pertaining to buyback to be sent to the shareholders of the Company or to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges and any other regulatory authority as per applicable law in India and (b) the Central

Depository Services (India) Limited, National Securities Depository Limited and (iii) can be shared with the merchant

banker(s) involved in connection with the proposed buyback of equity shares of the Company for onward submission

from the latest audite

Regulations and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations.

of one year from the date of passing the Board Resolution dated 14th November, 2022

Restriction on use

with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buybaci Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered 13.10 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedures laid down in the SEBI Buyback Regulations. 13.11 Detailed instructions for participation in the Buyback (Tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date and the Company shall comply with the SEBI circular No. SEBI/CIR/CFD/DCR1/CIR/P/2020/83 on "Relaxations relating to procedural matters - Takeovers and Buy-back" dated May 14, 2020, read with SEBI Circular No. The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligibl Shareholders"). Additionally, the Buyback shall, subject to applicable laws, to be facilitated by tendering of Equity Shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified in the 14.2 The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016 131 dated December 9, 2016 and circular bearing number SEBI/H0/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee authorised by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time. For the implementation of the Buyback, the Company has appointed Systematix Shares and Stocks (India) Limited as the registered broker ("Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buvback would be made by the Company The contact details of the Company's Broker are as follows: Systematix Shares and Stocks (India) Limited SYSTEMATIX GROUP The Capital, A-Wing, No. 603-606, 6th Floor, Plot No. C-70, G-Block. Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, India **Telephone:** +91-22-6619 8000 **Fax:** +91-22-6619 8029 Investments Re-defined Email: compliance@systematixgroup.in; Website: www.systematixgroup.in Contact Person: Mr. Dilip Goyal, SEBI Registration Number: INZ000171134 The Company will request NSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. NSE will be the designated Stock Exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the NSE from time to time. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) ("**Seller Member(s)**") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible In the event the Seller Member(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e., Systematix Shares and Stocks (India) Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker. Modification/cancellation of orders and multiple bids from a single Fligible Shareholder will be allowed during the

tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall

The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the

Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where

loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued

Corporation Limited and the National Securities Clearing Corporation (collectively referred to as "Clearing

Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the 31st March, 2022 Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid. 24.46 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form: In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/ CFD/CMD1/ CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken 1,166.66 through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required 459.12 to approach their respective Seller Member along with the complete set of documents for verification procedures 1 762 10 to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all 1,786.56 Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and 446.64 duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport. Based on aforesaid documents the concerned Seller Member shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc. Any Seller Member /Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e Link Intime (India) Private Limited at the address mentioned at paragraph 16 below on or before the Buyback closing date. The envelope should be superscribed as "Technocraft Industries (India) Limited – Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the Stock Exchange website. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. 14.12 METHOD OF SETTLEMENT 14.12.1 Upon finalization of the basis of acceptance as per SEBI Buyback Regulations: The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory

The details and the settlement number under which the lien will be marked on the Equity Shares tendered for th

Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation

The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares

tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository

tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member, Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e.

transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the

For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order

by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For

all confirmed custodian participant orders, order modification by the concerned selling member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain

the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity

Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have

It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding

system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in

The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP

account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Compani The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies

(including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations

framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or

required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the

will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form. The Equity Shares bought back in dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from

the clearing and settlement mechanism of the NSE.

mentioned in the accepted bid will be transferred to the Clearing Corporation.

Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders. The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed. 14.12.2 The Equity Shares accepted, bought and lying to the credit of the Company Demat Account and the Equity Shares

requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible

Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas

funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of

the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation

The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP"

Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation

by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess

or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares

In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further,

release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository

Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares

could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the

bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed

In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance

Officer, on all working days, from Monday to Friday between 11:00 am (IST) to 5:00 pm (IST), at the above mentioned

The Company has designated the following as the Compliance Officer for the Buyback: Mr. Neerai Rai. Company Secretary, Membership No. F6858 Technocraft Industries (India) Limited Plot No. 47 "Opus Centre", Second floor, Central Road, Opposite Tunga Paradise Hotel, MIDC, Andheri (East),

Email: investor@technocraftgroup.com; Website: www.technocraftgroup.com.

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

Mumbai - 400093, Maharashtra, India, **Telephone**: +91-4098 2222/2340; **Fax**: 2835 6559

In case of any query, the shareholders may contact to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. and 5.30 p.m. at the following address: Link Intime India Private Limited LINKIntime india Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),

SEBI Registration Number: INR000004058:

COMPLIANCE OFFICER

Mumbai - 400083, Maharashtra, India **Telephone:** +91 810 811 4949 **Fax:** +91-22-4918 6195 Email: technocraft.buvback@linkintime.co.in. Website: www.linkintime.co.in Contact Person: Mr. Sumeet Deshpande

17. MANAGER TO THE BUYBACK The Company has appointed the following as Manager to the Buyback:

Systematix Corporate Services Limited
The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G-Block, Bandra-Kurla SYSTEMATIX GROUP Complex (BKC), Bandra (East), Mumbai 400 051, Maharashtra, India Telephone: +91-22-67048000 Fax: +91-22-67048022

Contact Person: Ms. Jinal Sanghvi Email: ecm@systematixgroup.in, Website: www.systematixgroup.in

SEBI Registration Number: INM000004224;

Validity Period: Permanent

DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any

either due to such request being under process as per the provisions of law or otherwise.

14.10 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form: Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they We have no responsibility to update this report for events and circumstances occurring after the date of this report. intend to tender under the Buyback, to their Seller Member. The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to

be clubbed and considered as "one bid" for the purposes of acceptance.

trading session and will be updated at specific intervals during the tendering period.

tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange (NSE). For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing

misleading information. Sharad Kumar Saraf

Date: December 19, 2022

Place: Mumbai.

For and on behalf of the Board of Directors of Technocraft Industries (India) Limited Sudarshan Kumar Saraf Neerai Rai Chairman & Managing Director Co-Chairman & Managing Director DIN: 00035843

DIN: 00035799

Company Secretary Membership No. F6858

TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Corporate Identification Number (CIN): L28120MH1992PLC069252

Registered Office: Plot No. 47, "Opus Centre", Second Floor, Central Road, Opposite Tunga Paradise Hotel, MIDC, Andheri (East), Mumbai – 400 093, Maharashtra, India.

Telephone: +91-22-4098 2222/2340; Fax: +91-22-2835 6559; Email: investor@technocraftgroup.com; Website: www.technocraftgroup.com Contact Person: Mr. Neeraj Rai, Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TECHNOCRAFT INDUSTRIES (INDIA) LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement", "PA") is being made in relation to the buyback of the equity shares, having a face value of Rs. 10 each (Rupees Ten only) fully paid-up (the "Equity Shares"), by Technocraft industries (India) Limited (the "Company") from the shareholders/beneficial owners of the Company through the tender of the route through the stock exchange mechanism in accordance with Securities and Exchange Board of India" ("SEBI") circular CIRC/CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular SEBI/H0/CFD/DCR2-III/CIR/P/2021/615 dated August 13, 2021, including any furnier amendment hereof (the "SEBI Circulars") pursuant to Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations"), for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II to the Buyback Regulations.

Regulations read with Schedule I of the Buyback Regulations. OFFER TO BUYBACK OF UP TO 15,00,000 (FIFTEEN LAKHS ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF Rs. 10 (TEN ONLY) EACH OF THE COMPANY NOT EXCEEDING RS. 150.00.00.000/- (RUPEES ONE HUNDRED FIFT) CRORES ONLY) AT A PRICE OF RS. 1.000/- (RUPEES ONE THOUSAND ONLY) PER EQUITY SHARE, PAYABLE IN CASH ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

- RES ONLY) AT A PRICE OF RS. 1,000, (RUPEES ONE THOUSAND ONLY) PER EQUITY SHARE, PAYABLE IN CASH,
 PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.
 ain figures contained in this Public Announcement, including financial information, have been subject to rounding-off
 stments. All declinals have been rounded off to two declaral points, in certain instances, (i) the sum or percentage
 of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or
 in certain tables may not conform exactly to the total figure given for that column or row.

 DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

 The Board of Directors of Technocraft Industries (India) Limited (the "Company") (the board of directors of the
 Company hereinafter referred to as the "Board" or "Board of Directors" which expression shall include any committee
 constituted and authorised by the Board to exercise its powers), at its meeting held on November 14, 2022 ("Toard
 Meeting") has, subject to the approval of the shareholders by way of a special resolution through a postal ballot,
 pursuant to the provisions of Article 61 of the Articles of Association ("ADA") of the Company, Sections 68, 69 and
 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies with the SEBI
 Buyback Regulations and subject to approvals of statutory, regulatory or governmental authorities as may be required
 under applicable laws, approved the buyback of up to 15,00,000 (Filteen Ladvs only) Equity Shares representing
 6.13% of total issued and paid-up Equity Share capital of the Company at a price of Rs. 1,000/- (Rupees One Thousand
 only) per Equity Share ("Buyback Offer Price"), payable in cash, aggregating to Rs. 150,00,000/- (Rupees One
 Hundred Fifty Crores only) ("Buyback Offer Price"), payable in cash, aggregating to Rs. 150,00,000/- (Rupees One
 Hundred Fifty Crores only) ("Buyback Offer Price"), payable in cash, aggregating to Rs. 150,00,000/-
- from all of the shareholders of the Company who hold Equity Shares as of the Record Date (as defined below). The Shareholders of the Company have approved the Buyback, by way of a special resolution, through postal ballot only by voting through electronic means ("Remote E-Voting") pursuant to a postal ballot notice dated November 14, 2022 (the "Postal Ballot Notice"), the results of which were announced on Monday, December 19, 2022. The Buyback Size represents 12.88% and 8.40% of the aggregate of the total paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company respectively, as at March 31, 2022. (i.e. the latest audited financial statements available as on the date of the board meeting recommending the proposal of the Buyback (is espectively, and is within the statutory limit of 25% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company, as per the applicable provisions of the Companies Act and the SEBI Buyback Regulations and represents 6.13% of the total number of Equity Shares in the paid-up equity share capital of the Company as per its latest audited financial statements as at March 31, 2022.

 The Buyback Ofter Size and the Buyback Ofter Price do not include taxes payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback Vite; brokerage, costs, fees, turnover charges, taxes such
- The Buyback Offer Size and the Buyback Offer Price do not include taxes payable under income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz., brokerage, costs, fees, furnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"). The Buyback is in accordance with Article 61 of the Articles of Association of the Company and Sections 68, 69, 70, 110 and all other applicable provisions. If any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buyback Regulations read with SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, authorities, institutions or bodies, (together with SEBI, BSE, NSE, the "Appropriate Authorities") as may be necessary and subject to any modifications and rondifications and modifications and as may be prescribed or irropsed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board. ctions and exemptions, which may be agreed by the Board.
- The Equity Shares of the Company are listed and traded on NSE and BSE. The Buyback shall be undertaken on a The Equity Shares of the Company are listed and traded on NSE and BSE. The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/ beneficial owners of the Company (except any shareholders/ beneficial owners who may be specifically prohibited under the applicable laws by any Appropriate Authorities), including the promoters and, members of the Promoter Group, who hold Equity Shares as all December 30, 2022 (the "Record Date") (such shareholders being the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(w)(a) of the Buyback Regulations and shall be implemented using the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will request NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange ("OSE").

 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign actions is credited in processors.
- The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including enstwhile overseas corporate bodies), foreign institutional investors/ foreign protrollo investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBT") under the Foreign Exchange Management Act, 1999 ("ERMA") and the rules and regulations farand thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders. In terms of the SEB Buyback Regulations, under tender ofter route. The Promoters and the members of the Promoter Group and persons in control of the Company, vide their letters dated November 14, 2022 have expressed their intention to participate in the Utypack and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding ("MBTs") norms as prescribed under applicable laws. The extent of their intention of participation in the Buyback has been detailed in paragraph 8 of this Public Announcement. The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or one y directors of the Company except to the extent of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of the extent of the promoters of the Promoters of the Promoters of the Company or any directors of the Company except to the extent of the extent of the cash consideration received by them from of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation/acceptance in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company
- a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Bulyback. The Bulyback would be subject to the condition of maintaining minimum public shareholding equirements as specified in Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter Group of the Company pursuant to completion of Bulyback will not result in any change in control over the Company. The obligations under the Bulyback will be met out of internal accruals, retained earnings, cash and bank balances and investments made by the Company. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Bulyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

 The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts loved by the Company shall not be more than bulker the past-up contains the state of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the companies Act, the ratio of the aggregate of the Companies Act, the ratio of the aggregate of the Companies Act, the ratio of the aggre
- secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free serves after the Buyback.
- A copy of this Public Announcement is available on the website of the Company (<u>www.technocraftgroup.com</u>) and
- A copy of this Public Announcement is available on the website of the Company (<u>xww.technocrattgroup.com</u>) and is expected to be available on the website of SBI (<u>www.selindia.com</u>). Participation in the Buyback and on the website of NSE (<u>xww.nselindia.com</u>) and BSE (<u>xww.teshnocrattgroup.com</u>) and BSE (<u>xww.teshnocrattgroup.com</u>). Participation in the Buyback by Etigbile Shareholders will thigger tax on distributed income to shareholders in India and such tax is to be discharged by the Company. This may trigger capital gainst taxation in hands of the shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Etigbile Shareholders will receive a letter of ofter ("LDF"), which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Etigbile Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

OBJECTIVE/NECESSITY FOR THE BUYBACK The current Buyback is being undertaken by the Company after taking into account for returning surplus funds to the The current Buyback is being undertaken by the Company after taking into account for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting hald no November 14, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the last available standalone and consolidated audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and corrisidering these, the Board decided to allocate up to Rs. 150,000,0000/- (Rupees One Hundred Fifty Corres only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board has decided to recommend a Buyback of Equity Shares at a price of Rs. 1,000/- (Rupees One Thousand only) per

has decided to recommend a Buyback of Equity Shares at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Share for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only).

The Buyback is being undertaken, inter-alia, for the following reasons The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly it

The Buyback will neigh the Company to return surplus cash to its strandholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would throuble allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get observed the small shareholders. classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations.

The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value: and

The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment. The Buyback may lead to reduction in outstanding Equity Shares, improvement in earnings per Equity Share, and enhanced return on equity. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED.

The previous manufact required for flushack will not exceed the 5th 50.000 00.000. (Ruppes) One-lived the force of the Corposition of the company of the provious properties of the company of the provious properties of the company of the company of the provious properties of the company of the com

The maximum amount required for Buyback will not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) (15,00,000 Equity Shares representing 6.13% of the total number of Equity Shares in the total paid-up equity only (15,00,000 Equity shares representing 6.13% or the total number of Equity Shares in the total paid-up equity capital of the Company), at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Shares payable in cash for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only), excluding tay payable under income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz intermedianter fees, brokerage costs, turnover charges, taxes such as tax on Buyback, securities transaction tax (STT) and good and services tax (GST) (if any), stamp duty, filing fees to SEBI, stock exchange charges, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs"), which represents 12.86% and 8.40% of the aggregate of the Company's paid-up capital and ee reserves as per the standalone and consolidated audited financials of the Company res pectively for the year ended as on March 31, 2022 respectively, which is more than 10% of the total paid up equity capital and free res

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company defamings) and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies / impany shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bout the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequence. 3.3

The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback.

MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS OF ARRIVING AT THE BUY-BACK PRICE The Equity Shares of the Company are proposed to be bought back at a price of Rs. 1,000/- (Rupees One The

only) per share ("Offer Price"). The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the 42 volume weighted average prices and closing price of the Equity Shares on BSE and NSE i.e., the stock exchanges, where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters

nium of 19.88% and 19.63% to the volume weighted average market price of the Equity Share on NSE and BSE

respectively, during the three months preceding the November 09, 2022 Le. date of intimation to the Stock Exchanges ("Intimation Date") for the Board Meeting to consider the proposal of the Buyback.

Premium of 30, 47% and 30,71% over the volume weighted average market price of the Equity Shares on NSE and BSE respectively, for two weeks preceding the Intimation Date.

Premium of 25,45% and 23,53% over the closing price of the Equity Shares on NSE and BSE respectively, as on the Intimation Date.

Intimation Date.

Premium of 27.78% and 28.49% over the closing price of the Equity Share on NSE and BSE respectively, as on November 07, 2022, which is a day preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

The closing market price of Equity Shares of the Company as on the Intimation Date (i.e. November 09, 2022) was Rs. 797.15 and Rs. 809.50 on NSE and BSE respectively. As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the padupo capital and free reserves after the Buyback both on audited standations financial statements and audited consolidated financial statements of the Company as on March 31. 2022.

MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK The Company proposes to buyback upto 15,00,000 (Fitsen Lakhs only) Equity Shares, (representing 6.13% of the total number of Equity Shares in the paid-up share capital of the Company as per the latest audited financial statements as at March 31, 2022) at the Buyback Price (i.e., Bs. 1,000, (Rupees One Thousand only) per Equity Share for an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only)).

METHOD ADOPTED FOR BUYBACK

The Equity Shareholders through the "Tender Offer" method, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circulars. Please refer to Paragraph 13 below for details regarding the Record Date and shareholders entitlement for tender in the Buyback.

DETAILS OF THE SHAREHOLDING AND TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY

The appreciate shareholding in the Company of (a) Promoters and the prescribes of the Promoter Group and prescribe. The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) the director(s) of the Promoters, where the promoter is a company; (c) directors and key managerial personnel of the Company, as on the date of the Board Meeting and the Postal Ballot Notice, i.e., November 14, 2022, and the date of this Public Announcement, i.e. December 19, 2022, is as follows: Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company; in the Company in the

		as on the date of and Postal Ba		as on the date of Public Announcement	
Sr. No.	Name of Shareholder	Number of Equity Shares Held	% of shareholding	Number of Equity Shares Held	% of shareholding
1.	Ashish Kumar Saraf	5.04,914	2.06	5,04,914	2.06
2	Navneet Kumar Saraf	14,13,082	5.78	14,13,082	5.78
3.	Nidhi Saraf	5,43,337	2.22	5,43,337	2.22
4	Priyanka Saraf	5.00,000	2.04	5.00,000	2.04
5.	Ritu Saraf	1.56,464	0.64	1,56,464	0.64
6.	Shakuntala Saraf	51,69.867	21.13	51,69,867	21.13
7.	Sharad Kumar Saraf	4.06,840	1.66	4.06,840	1.66
8.	Sharad Kumar Madhoprasad Saraf HUF	22,05,366	9.02	22,05,366	9.02
9.	Sudarshan Kumar Saraf	67,94,903	27.78	67,94,903	27.78
10.	Sudarshan Kumar Madhoprasad Saraf HUF	74,797	0.31	74,797	0.31
11.	Suman Saraf	1,17,332	0.48	1,17,332	0.48
12	Ashrit Holdings Limited	3.80,446	1.56	3,80,446	1.56
	Total	1.82.67.348	74.68	1.82.67.348	74.68

Aggregate shareholding of the director(s) of the Promoters, where the promoter is a company and persons in as on the date of the Board Meeting and postal ballot rotice, i.e., November 14, 2022, and the date of the Announcement ic. December 19, 2022, is as follow:

			as on the date of Board Meeting and Postal Ballot Notice		as on the o PublicAnnou	
Sr. No.	Name of Director	Name of Promoter/ Promoter Group	Number of Equity SharesHeld	% of shareholding	Number of Equity Shares Held	% of shareholding
1.	Ashish Kumar Sarat	Ashrit Holdings Limited	5,04,914	2.06	5,04,914	2.06
2	Navneet Kumar Sarat	Ashrit Holdings Limited	14,13,082	5.77	14,13,082	5.77
3.	Sudarshan Kumar Saraf	Ashrit Holdings Limited	67,94,903	27.78	67.94,903	27.78
4	Vinodkumar Ramawtar Gadodia	Ashrit Holdings Limited	546	0.00	546	0.00
5.	Mudit Vinod Raniwala	Ashrit Holdings Limited	100	0.00	100	0.00
	Total	7	87,13,545	35.61	87,13,545	35.61

Aggregate shareholding of the directors and key managerial personnel of the Company, as on the date of the Bo meeting and Postal Ballot Notice, i.e., November 14, 2022 and the date of this Public Announcement i.e. Decem

				f Board nd Votice	as on the date of PublicAnnouncement		
Sr. No.	Name of Director	Designation	Number of Equity Shares Held	% of shareholding	Number of Equity Shares Held	% of shareholding	
1.	Sharad Kumar Saraf	Chairman & Managing Director	4,06,840	1.66	4,06,840	1.66	
2	Sudarshan Kumar Saraf	Co- Chairman & Managing Director	67,94,903	27.78	67,94,903	27.78	
3.	Navneet Kumar Saraf	Whole-time Director & CEO	14,13,082	5.77	14,13,082	5.77	
4	Ashish Kumar Saraf	Whole-time Director & CFO	5,04,914	2.06	5,04,914	2.06	
5.	Atanu Chaudhary	Whole-time Director	Nil	Nil	Nil	Nil	
6	Vinod B. Agarwala	Independent Director	Nii	Nil	Nil	Nil	
7.	Jagdeesh Mal Mehta	Independent Director	Nil	Nil	Nil	Nil	
8.	Vishwambhar C. Saraf	Independent Director	Nil	Nil	Nil	Nil	
9.	Aubrey I. Rebello	Independent Director	Nil	Nil	Nil	Nil	
10.	Vaishali Choudhari	Independent Director	Nil	Nil	Nil	Nil	
11.	Neeraj Rai	Company Secretary	Nil	Nil	Nil	Nil	

91,19,739 37.27 91,19,739 37.27 The aggregate number of Equity Shares or other specified securities in the Company were either purchased or sold by the following during a period of six months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Public Announcement, i.e. December 19, 2022. There has been no sale/purchase of Equity Shares by persons mentioned under para 7.1 (a), para 7.1 (b) and 7.1 (c) above during the period of six months preceding the Board Meeting Date i.e. November 14, 2022 and from the date of the Board Meeting Date i.e. December 19, 2022.

INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE

ms of the SEBI Buyback Regulations, the Promoters and Promoter Group and persons in control have the optio 8.1 Interms of the SESI BUYGACK REGULATIONS, the Promoters and Promoter around participate in the Buyback. In this regard, the Promoters and Promoter Group and persons in control of the Company have vide their letters dated November 14, 2022 expressed that they intend to participate in the Buyback and also have undertaken to comply with the MPS requirements even after the Buyback (assuming full acceptance) in case there is an increase in voting rights of the Promoters and Promoter Group and persons in control beyond 75%, necessary steps with the total control beyond 75%, necessary steps with the total control beyond 75%, necessary steps curties Contract (Regulation) Rules, 1957 and the Listing Regulations.

The Promoter and Promoter Group of the Company has expressed their intention to participate in the Buyback and

Sr. No.	Name of Shareholder	No of Equity Shares held	Maximum Number of Equity Shares Intended to tender
1.	Ashish Kumar Saraf	5,04,914	5,04,914
2	Navneet Kumar Saraf	14,13,082	14,13,082
3.	Nidhi Saraf	5,43,337	5,43,337
4	Priyanka Sarat	5,00,000	5,00,000
5.	Ritu Saraf	1,56,464	1,56,464
6.	Shakuntala Saraf	51,69,867	51,69,867
7.	Sharad Kumar Saraf	4,06,840	4,06,840
8.	Sharad Kumar Madhoprasad Saraf HUF	22,05,366	22,05,366
9.	Sudarshan Kumar Saraf	67,94,903	67,94,903
10.	Sudarshan Kumar Madhoprasad Saraf HUF	74,797	74,797
11.	Suman Saraf	1,17,332	1,17,332
12	Ashrit Holdings Limited	3,80,446	3,80,446
	Total	1,82,67,348	1,82,67,348

The details of the date and price of acquisition/ sale of the Equity Shares by the Promoter, members of the Progroup and persons in control of the Company, who intend to participate in the Buyback are set out below:

Ashish Kumar Sant

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
19.03.1994	Amalgamation	10	37	Nil	Other than Cash
01.09.1994	Bonus	10	3,330	Nil	Other than Cash
07.10.1994	Bonus	10	16,835	NII	Other than Cash
06.03.2002	Buyback	10	(2,020)	218	Cash
27.06.2002	Buyback	10	(2,727)	238	Cash
08.03.2003	Bonus	10	4,757	NII	Other than Cash
10.03.2005	Bonus	10	20,212	Nil	Other than Cash
01.03.2006	Bonus	10	30,318	Nil	Other than Cash
23.02.2016	Buyback	10	(10,899)	270	Cash
01.03.2018	Buyback	10	(5,576)	525	Cash
16.04.2018	Transfer (Gift)	10	4,50,647	Nil	Other than Cash
Yestel		_	E 04 044		-

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
19.03.1994	Amalgamation	10	25	Nil	Other than Cash
01.09.1994	Bonus	10	2,250	Nil	Other than Cash
07.10.1994	Bonus	10	11,375	Nil	Other than Cash
09.10.1999	Transfer (Gift)	10	307,420	Nil	Other than Cash
06.03,2002	Buyback	10	(32,107)	218	Cash
27.06.2002	Buyback	10	(43,345)	238	Cash
08.03.2003	Bonus	10	75,605	Nil	Other than Cash
10.03,2005	Bonus	10	321,223	Nil	Other than Cash
01.03.2006	Bonus	10	481,834	Nil	Other than Cash
23.02.2016	Buyback	10	(173,220)	270	Cash
01.03.2018	Buyback	10	(88,625)	525	Cash
16.04.2018	Transfer (Gift)	10	5,50,647	Nil	Other than Cash
Total			14 13 082		

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
10.10.2001	Transfer (Gift)	10	12,500	Nil	Other than Cash
07.02.2003	Buyback	10	(158)	305	Cash
08.03.2003	Bonus	10	3,799	Nil	Other than Cash
10.03.2005	Bonus	10	16,141	Nil	Other than Cash
01.03.2006	Bonus	10	24,212	Nil	Other than Cash
23.02.2016	Buyback	10	(8,704)	270	Cash
01.03.2018	Buyback	10	(4,453)	525	Cash
22.03.2018	Transfer (Gift)	10	5,00,000	Nil	Other than Cash
Total			5,43,337		

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
22.03.2018	Transfer (Gift)	10	5,00,000	NII	Other than Cash
Total	11 1/2	4	5,00,000	*	

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
17.06.1993	Transfer from Eskidee Metal Crafts Pvt. Ltd	10	50	10	Gash
19.03.1994	Amalgamation	10	25	Nil	Other than Cash
01.09.1994	Bonus	10	6,750	Nil	Other than Cash
07.10.1994	Bonus	10	34,125	Nil	Other than Cash
06.03.2002	Buyback	10	(4,095)	218	Cash
27.06.2002	Buyback	10	(20,375)	238	Cash
07.02.2003	Buyback	10	(400)	305	Cash
08.03.2003	Bonus	10	4,950	Nil	Other than Cash
10.03.2005	Bonus	10	21,030	Nil	Other than Cash
01.03.2006	Bonus	10	31,545	Nil	Other than Cash
23.02.2016	Buyback	10	(11,339)	270	Cash
01.03.2018	Buyback	10	(5,802)	525	Cash
16.04.2018	Transfer (Gift)	10	1,00,000	Nil	Other than Cash
Total			1,56,464		

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	3,450	10	Cash
19.03.1994	Amalgamation	10	75	8	Other than Cash
01.09.1994	Bonus	10	317,250	Nil	Other than Cash
07.10.1994	Bonus	10	1,603,875	Nil	Other than Cash
06.03.2002	Buyback	10	(192,465)	218	Cash
27.06.2002	Buyback	10	(259,828)	238	Cash
11.03.2003	Bonus	10	453,218	Nil	Other than Cash
10.03.2005	Bonus	10	1,925,575	Nil	Other than Cash
28.02.2006	Bonus	10	2,888,362	Nil	Other than Cash
23.02.2016	Buyback	10	(1,038,377)	270	Cash
01.03.2018	Buyback	10	(5,31,268)	525	Cash
Total	ŝ.		51,69,867		

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
19.03.1994	Amalgamation	10	78	Nil	Other than Cash
01.09.1994	Bonus	10	7,020	Nil	Other than Cash
07.10.1994	Bonus	10	35,490	Nil	Other than Cash
05.01.1998	Transfer	10	17,815	10	Cash
06.03.2002	Buyback	10	(6,040)	218	Cash
27.06.2002	Buyback	10	(8,155)	238	Cash
07.02.2003	Buyback	10	(818)	305	Cash
11.03.2003	Bonus	10	13,972	Nil	Other than Cash
10.03.2005	Bonus	10	59,362	Nil	Other than Cash
28.02.2006	Bonus	10	89,043	Nil	Other than Cash
18.11.2008	Open Market	10	7,395	22	Cash
19.11.2008	Open Market	10	6,891	23	Cash
20.11.2008	Open Market	10	2,077	23	Cash
21.11.2008	Open Market	10	672	23	Cash
26.11.2008	Open Market	10	65,000	27	Cash
28.01.2009	Open Market	10	15,000	23	Cash
28.01.2009	Open Market	10	5,000	23	Cash
29.01.2009	Open Market	10	25,000	23	Cash
30.01.2009	Open Market	10	25,000	22	Cash
03.02.2009	Open Market	10	24,800	23	Cash
04.02.2009	Open Market	10	24,999	23	Cash
06.02.2009	Open Market	10	13,479	23	Cash
11.08.2015	Transmission-Partition of HUF	10	107,281	Nil	Other than Cash
23.02.2016	Buyback	10	(81,714)	270	Cash
01.03.2018	Buyback	10	(41,807)	525	Cash
Total	2		4.06.840	*	

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	1,475	10	Cash
01.09.1994	Bonus	10	132,750	Nil	Other than Cash
07.10.1994	Bonus	10	671,125	Nil	Other than Cash
05.01.1998	Transfer	10	(17,815)	10	Cash
06.03.2002	Buyback	10	(66,086)	218	Cash
27.06.2002	Buyback	10	(93,370)	238	Cash
11.03.2003	Bonus	10	193,334	Nil	Other than Cash
10.03.2005	Bonus	10	821,413	Nil	Other than Cash
28.02.2006	Bonus	10	1,232,120	Nil	Other than Cash
23.02.2016	Buyback	10	(442,951)	270	Cash
01.03.2018	Buyback	10	(2,26,629)	525	Cash
Total	3 9		22,05,356	5	

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	3,450	10	Cash
19.03.1994	Amalgamation	10	63	Nil	Other than Cash
01.09.1994	Bonus	10	316,170	Nil	Other than Cash
07.10.1994	Bonus	10	1.598,415	Nil	Other than Cash
16.02.1998	Rights Issue	10	830,888	10	Cash
09.10.1999	Transfer (Gift)	10	(307,420)	Nil	Other than Cash
06.03.2002	Buyback	10	(244,157)	218	Cash
27.06.2002	Buyback	10	(331,486)	238	Cash
07.02.2003	Buyback	10	(1,060)	305	Cash
11.03.2003	Bonus	10	574,038	Nil	Other than Cash
10.03.2005	Bonus	10	2,438,901	Nil	Other than Cash
28.02.2006	Bonus	10	3,658,351	Nil	Other than Cash
18.11.2008	Open Market	10	7,112	. 22	Cash
19.11.2008	Open Market	10	8,449	23	Cash
20.11.2008	Open Market	10	2,460	23	Cash
21.11.2008	Open Market	10	13	23	Cash
24.11.2008	Open Market	10	1	23	Cash
26.11.2008	Open Market	10	65,742	27	Cash
28.01.2009	Open Market	10	5,000	23	Cash
28.01.2009	Open Market	10	15,496	23	Cash
29.01.2009	Open Market	10	25,000	23	Cash
30.01.2009	Open Market	10	24,594	22	Cash
03.02.2009	Open Market	10	25,000	23	Cash
04.02.2009	Open Market	10	24,500	23	Cash
06.02.2009	Open Market	10	11,132	. 23	Cash
11.08.2015	Transmission-Partition of HUF	10	1,07,280	Nil	Other than Cash
23.02.2016	Buyback	10	(13,64,768)	270	Cash
01.03.2018	Buyback	10	(6,98,261)	525	Cash
Total			67,94,903		

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	50	-10	Cash
19.03.1994	Amalgamation	10	1	Nil	Other than Cash
01.09.1994	Bonus	10	4,590	NII	Other than Cash
07.10.1994	Bonus	10	23,206	Nil	Other than Cash
06.03.2002	Buyback	10	(2,785)	218	Cash
27.06.2002	Buyback	10	(3,759)	238	Cash
11.03.2003	Bonus	10	6,557	Nil	Other than Cash
10.03.2005	Bonus	10	27,859	Nil	Other than Cash
28.02.2006	Bonus	10	41,788	Nil	Other than Cash
23.02.2016	Buyback	10	(15,023)	270	Cash
01.03.2018	Buyback	10	(7,686)	525	Cash
Total	3		74,797		

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
19.03.1994	Amalgamation	10	80	Nil	Other than Cash
01.09.1994	Bonus	10	7,200	Nil .	Other than Cash
07.10.1994	Bonus	10	36,400	Nil	Other than Cash
06.03.2002	Buyback	10	(4,368)	218	Cash
27.06.2002	Buyback	10	(5,897)	238	Cash
11.03.2003	Bonus	10	10,286	Nil	Other than Cash
10.03.2005	Bonus	10	43,701	Nil	Other than Cash
28.02.2006	Bonus	10	65,552	Nil	Other than Cash
23.02.2016	Buyback	10	(23,565)	270	Cash
01.03.2018	Buyback	10	(12,057)	525	Cash
Total	130513333		1,17,332	30.720	

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than cash etc.)
06.07.2018	Market Purchase	10	685	494.00	Cash
09.07.2018	Market Purchase	10	469	494.00	Cash
12.07.2018	Market Purchase	10	7,020	494.93	Cash
13.07.2018	Market Purchase	10	239	495.00	Cash
19.07.2018	Market Purchase	10	6,897	495.00	Cash
20.07.2018	Market Purchase	10	16,800	495.00	Cash
23.07.2018	Market Purchase	10	516	492.00	Cash
25.07,2018	Market Purchase	10	352	492.00	Cash
23.08.2018	Market Purchase	10	337	495.00	Cash
24.08.2018	Market Purchase	10	507	495.00	Cash
28.08.2018	Market Purchase	10	112	490.00	Cash
08.10.2018	Market Purchase	10	37	495.00	Cash
04.06.2019	Market Purchase	10	13,000	460.20	Cash
12.06.2019	Market Purchase	10	124	437.89	Cash
12.06.2019	Market Purchase	10	729	442.00	Cash
19.06.2019	Market Purchase	10	25,184	434.96	Cash
20.08.2019	Market Purchase	10	877	300.00	Cash
21.08.2019	Market Purchase	10	31	300.00	Cash
22.08.2019	Market Purchase	10	1,65,106	299.99	Cash
18.12.2019	Market Purchase	10	14,732	280.58	Cash
30.12.2019	Market Purchase	10	1,467	280.00	Cash
02.03.2020	Market Purchase	10	454	285.59	Cash
03.03.2020	Market Purchase	10	10,052	279.50	Cash
04.03.2020	Market Purchase	10	2,318	281.22	Cash
05.03.2020	Market Purchase	10	777	284.86	Cash
06.03.2020	Market Purchase	10	1,854	284.09	Cash
09.03.2020	Market Purchase	10	5,299	283.11	Cash
11.03.2020	Market Purchase	10	3,753	283.95	Cash
12.03.2020	Market Purchase	10	43,758	279.47	Cash
13.03.2020	Market Purchase	10	36,640	265.40	Cash
16.03.2020	Market Purchase	10	272	250.00	Cash
17.03.2020	Market Purchase	10	7,063	240.00	Cash
18.03.2020	Market Purchase	10	12,985	230.00	Cash
Total		39	3,80,446	4	

There are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loars to any shareholder or final institution or banking company (including interest payable thereon), as the case may be CONFIRMATIONS FROM COMPANY AS PET THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES

- The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of expiry
- of the Buyback period; The Company shall not raise further capital for a period of one year, from the expiry of the Buyback period, except In discharge of subsisting obligations;
 The Company shall not withdraw the Buyback after the Draft Letter of Offer is filled with SEBI or the Public Announcement
- of the offer to Buyback is made; The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the
- pendency of the lock-in or till the shares or other specified securities become transferable.

 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed.
- through the Buyback to the Capital Redemption Reserve Account and the detais of such transfer shall be disclosed in its subsequent audited financial statements.

 The Company confirms that there are no defaults subsisting in repayment of deposits or interest thereon, redemption of debenfures or interest thereon or ademption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be; All the Equity Shares of the Company are fully paid-up.

 The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the act as an elater.

- of the Act, as on date:
 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the
 paid-up Equity. Share capital and free reserves after the Buyback based on per the standalone and consolidated
 audited financials of the Company for the year ended as on March 31, 2022 of the Company; and
 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary companies or through any investment company or group of investment companies.

 CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

 The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the

- ts own subsidiary companies or through any investment company or group of investment companies.

 1. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY.

 The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the Company and that they have formed the opinion:

 i. Immediately following the date of the Board meeting, and the date on which the result of Members resolution passed by way of Postal Saliot (*Postal Ballot Resolution*) will be declared, approving the Buyback there will be no grounds on which the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of Postal Saliot. Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of Postal Ballot Resolution;

 iii. In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act, 2013/ insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

 12. REPORT BY HE COMPANY'S STATUTORY AUDITOR

 The text of the Report dated November 14, 2022 of M/s. M. L. Sharma & Co, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below.

ovember 14, 2022

No.
The Board of Directors
Technocraft Industries (India) Limited.
Plot No. 47: "Opus Centre". Second Floor, Central Road, MIDC, Opposite Tunga Paradise Hotel, Andheri (East), Mumbai 400093

- Andheri (East), Madam.

 Re: Statutory Auditors: Report in respect of proposed buy back of Equity Shares by Technocraft Industries (India) Limited ("the Company") in terms of clause (xi) of Schedule 1 to Securities and Exchange Board of India (Buy-back of Securities) Regulations. 2018. as amended (the "SEBI Buyback Regulations")

 This Report is issued in accordance with the terms of our engagement letter dated 07" November, 2022. The Board of Directors of Technocraft Industries (India) Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on 14" November, 2022, in pursuance of the provisions of Section 88, 69 and 70 of the Companies Act, 2013 ("the Act") read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations").

 We have been requested by the Management of the Company to provide a report on the accompanying Statement of permissible capital payment ("Annexuer A) as at 31st March, 2022 (thereinather referred together as the "Statement"). This Statement has been prepared by the management, which we have initiated for the purpose of Identification. Management's Responsibility for the Statement

 The preparation of the Statement in accordance with Section 68(2) of the Act and ensuring compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and maintenance of all accounting and other relevant supporting ecords and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation, and making estimates that are accordance to the Company, purpose the second of the Statement and applying an appropriate basis of preparation, and making estimates that are accordance. reasonable in the circumstances.

 The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to
- forman opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed but the feat the discretize of the Company will be separated and continued the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6 f the Companies Act and the SEBI Buyback Regulation
- **Auditors' Responsibility** Pursuant to the requirements of the SEBI Buy-back Regulations, it is our responsibility to provide a reasonable
- assurance whether we have inquired into the state of affairs of the Company in relation to the annual audited standalone and cons financial statements as at 31" March, 2022 which was adopted by the Members of the Company at the Annual Genera
- Meeting held on 26th September, 2022 the amount of permissible capital payment as stated in Annexure A, has been determined considering the annual audited standalone and consolidated financial statements as at 31" March, 2022 in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the SEBI Buyback Regulations and the proviso to Regulation 5(i)(b) of the SEBI Buyback the Board of Directors of the Company, in their Meeting held on 14th November, 2022 has formed the opinion as
- specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date with regard to the proposed buyback are declared.
- regard to the proposed buyback are declared.

 Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

 Examined that the amount of permissible capital payment (including premium) for the buy back as detailed in Annexure A is in accordance with the provisions of Section 65(2) of the Act:

 Examined authorization for buyback from the Articles of Association of the Company;

 Inquired into the state of affairs of the Company with reference to the audited standalone financial statements for the year ended 31 March 2022.

- year ended 31st March, 2022; Verified the arithmetical accuracy of the amounts mentioned in Annexure A;
- Vernied the distintence accoracy of the althorist emissioned in Princetors and Solvency of the Company; and Detained appropriate representations from the Management of the Company. The audited standaione and consolidated financial statements referred to in paragraph 4 above, which we have considered for the purpose of this report, have been audited by M/s. Dhiraj & Dheeraj, on which they have issued an unmodified audit opinion vide their report dated 27" May, 2022. As stated in the Auditors Report, the audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards also require that auditors plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We have relied on the Report issued by M/s. Dhiraj & Dheeraj.
- misstatement. We have relied on the Report issued by M/s. Dhiraj & Dheeraj.

 We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have completed with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, QUIY Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Pethods Control of Contr
- Related Services engagements.

 We have no responsibility to update this report for events and circumstances occurring after the date of this report
- Based on inquiries conducted and our examination as above, we report that:
- based on inquiries conducted and our examination as above, we report triat.

 We have inquiried into the state of affairs of the Company in relation to its annual audited standaione and consolidated financial statements as at and for the year ended 31° March, 2022, which have been approved by the Board of Directors at board meeting and Members of the Company at the Annual General Meeting held on 27° May, 2022 and on 26° September, 2022 respectively. The amount of permissible capital payment (including premium) towards the

- proposed buy back of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68 (2)(c) of the Act, Regulation 4(f) of the SEBI Buyback Regulations and the proviso to Regulation 5(f)(b) of the SEBI Buyback Regulations.

 The Board of Directors of the Company, in their meeting field on 14" November, 2022 has formed opinion as specified in clause (x) of Schedule to the SEBI Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs, will not be rendered insolver (as defined in management responsibility above) within a period of one year from the date of passing the Board Resolution dated 14" November, 2022.
- of one year from the date of passing the Board Resolution dated for the Company (i) in connection with the Restriction on use.

 This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company in include in the public announcement and other documents pertaining to buyback to be sent to the shareholders of the Company or to be filled with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges and any other regulatory authority as per applicable law in India and (b) the Central Depository Services (india) Limited, National Securities Depository Limited and (iii) can be shared with the merchant banker(s) involved in connection with the proposed buyback of equity shares of the Company for orward submission to SEB, stock exchanges and of vior any other regulatory authority as required under the law in India, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

CHARTERED ACCOUNTANTS FIRM REG. NO. 109963V (VIKAS L. BAJAJ) Membership No.104982; UDIN - 22104982BDBWMD6796

Annexure A — Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment (including premium) towards buyback of equity shares of Technocraft industries (India) Limited in accordance with proviso to Section 68(2) of the Companies Act, 2013 (the "Act") and Regulation 4/th and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations (the "Statement"):

Particulars as on 31 st March, 2022		Amount extracted from the latest audited standalone financial statements as at 31st March, 2022	Amount extracted from the latest audited consolidated financial statements as at 31st March, 2022
Paid up Equity Share Capital (2,44,61,687 shares of Rs. 10/- each)	Α	24.48	24.46
Free Reserves:	6 3		T.
Profit and loss account balance		1,018.81	1,166.66
Securities Premium	1	0.00	459.12
General reserve	1	121.57	136.32
Total Free Reserves	В	1,140.38	1,762.10
Total paid up capital and free reserves	C=A+B	1,164.84	1,786.56
Maximum amount permissible under the Act/ Buyback Regulations with Shareholder approval :- 25% of total paid-up equity capital and free reserves,	C*25%	291.21	446.64
Maximum amount permissible under the Act/ Buyback Regulations with Board approvat- 10% of total paid-up equity capital and free reserves.	C*10%	116.48	178.66

idated financial statements as at March 31, 2022

For and on behalf of Board of Direct

Ashish Kumar Sarat Chief Financial Officer and Whole-time Director DIN: 00035549

er 14, 2022

RECORD DATE AND SHAREHOLDER ENTITLEMENT

- RECORD DATE AND SHAREHOLDER ENTITLEMENT

 As required under the SEBI Buyback Regulations, the Company has fixed December 30, 2022, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders. In the county of the Eligible Shareholders, eligible Shareholders will receive a Letter of Offer in relation to the Buyback, "Letter of Offer" or "LOF") along with a tender offer form indicating the entitlement of the Eligible Shareholders for participating in the Buyback. The Equity Shares proposed to be brought back by the Company, as a part of Buyback is divided into two categories reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than Rs. 2.00,000 (Riupes Two Lakh only); and the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.

 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which Company proposes to Buyback and the entitlement of each Eligible Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part to this Buyback.

 Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the categor
- Shares tendered. Accordingly, in the event of the overall response to the Tender Offer being in excess of the Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement.

 After accepting the Equity Shares tendered on the basis of the entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by the Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement under the Small Shareholders with multiple dernat accounts, folios do not receive a higher entitlement under the Small Shareholders with multiple dernat accounts, folios do not receive a higher entitlement under the Small Shareholders depory, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholders and club together the Equity Shares where the acceptance of the names of the piont holders and club together the Equity Shares held in such cases where the sequence of the names of the piont holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders and club together the Equity Shares accepted to acceptance for different

- with zero entitlement. Such Small Snarenuluses and Offer and will be given preference in the acceptance of one Equity Share, if such Small snaterials of additional Equity Shares.

 13.10 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedures laid down in the SEBB Buyback Regulations.

 13.11 Detailed instructions for participation in the Buyback (Fidered or Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date and the Company shall comply with the SEBI circular No. SEBI/CIR/CP/DCR1/CIR/P/2020/83 on "Relexations relating to procedural matters Takeovers and Buy-back' dated May 14, 2020, read with SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, as applicable.

 No. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, as applicable.

 METUNDOLLOGY TO BE ADOPTED FOR THE BUYBACK

- PROJECT AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK.

 The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Plysical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders"). Additionally, the Buyback shall, subject to applicable laws, to be facilitated by tendering of Equity Shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/ 14.2 The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee authorised by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.

 14.3 For the implementation of the Buyback, the Company has appointed Systematik Shares and Stocks (India) Limited as the registered broker ("Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company.
- wheck would be made by the Company.

Systematix Shares and Stocks (India) Limited
SYSTEMATIX GROUP
Investments Re-defined
Invest

- Telephone: +91-22-6619 8000 Fax: +91-22-6619
- Shareholders.

 In the event the Seller Member(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all defalls as may be required by such registered stock broker in compliance with applicable law), in case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Florker; in Systematic Shares and Stocks (India) Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.

 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback Multiple bids made by a single Eligible Shareholder will be allowed during the tendering period of the Buyback Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

 The curnicative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the count? any other competent authority for transfer? sale and/ or title in respect of which is otherwise under displace or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under processes as per the provisions of law or otherwise.

 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form: under the Buyback would have to do so through their respective Seller Member by indicating the defalls of Equity Shares t n the event the Seller Member(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock

- The details and the settlement number under which the lien will be marked on the Equity Sha Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the C Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation. The lien shall be marked by the Seller Member in the demait account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demait account of the Eligible Shareholder for the shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository. Shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer (*IDT*) instructions shall be initiated by the shareholders at source depository to clearing member/clearing Corporation account at target depository. Source depository shall be block the shareholders's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- Clearing Corporation.

 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed outstodian participant orders, order modification by the concerned selling member shall revoke the custodian ordiffirmation and the revised order shall be sent to the custodian again for confirmation. Upon placing the bid, the Seller Member(s) shall provide a Tiransaction Repistration Silip ("TBS") generated by the exchange bidding system to the Eligibie Shareholder on whose behalf the bid has been placed. The TRS" yield contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligibie Shareholder shall be deemed to have been accepted.
- It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandator here due to the demat Equally Shares by the Clearing Corporations and a valid bid in the exchange bidding to the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in

- After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the OP account active and updated to receive credit remitiance due to acceptance of Buyback of shares by the Company.

 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), toreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1998 and rules and regulations framed thereunder, if any, income Tax Act, 1951 and rules and regulations framed thereunder, and the same subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and of the Shareholders Broker through which the Eligible Shareholder places the bid.

 If Procedure to be followed by Shares in physical form: In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/Ho/ CFD/CMD1/ CIR/P/2020/144), shareholders holding physical Equity Shares in physical form as a buyback undertaken through the tender ofter route. However, such tendering shall be as per the provisions of the Buyback Regulations. Eligible Shareholders who are holding physical Eq

- same to the Seller Member.

 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this legard. The Regulatra to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback will be treated as 'confirmed bids' and displayed on the Stock Exchange website. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in lime so that they can participate in the Buyback before the closure of the tendering period of the Buyback. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer dead for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their FAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

 METHOD OF SETTLEMENT
- 14.12 METHOD OF SETTLEMENT

- METHOD OF SETTLEMENT

 Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. The company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders bank account details are not available or if the funds transfer instruction is rejected by BUID bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.

 For the Eligible Shareholders bolding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulator In case of certain client types viz, NHI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation e to tare. ble Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("**DP"**)

- the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

 The Eligible Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted block but shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

 In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by larget depository either based on cancellation request received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post competition of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholders demanded to the securities are presented as the company is authorized to period and receiving the requisite details viz., demat account details and accepted bid shares from shareholders demanded to the securities are period and received from target depository to the extent of accepted bid shares from shareholders demanded to the securities are period and received from target depository to the extent of accepted bid shares from shareholders demanded to the securities are period to the securities and the securities are per

- Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

 7. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' soler its. Eligible Shareholders should ensure that their depository account is maintained till all formalillies pertaining to the Offer are completed.

 14.122 The Equity Shares accepted, bought and lying to the credit of the Company Dernat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

The Company has designated the following as the Compliance Officer for the Buyback Mr. Neeraj Rai,

y Secretary, Membership No. F6858

Company Secretary, Membership No. F6858
Technocraft Industries (India) Limited
Plot No. 47 "Opus Centre", Second floor, Central Road, Opposite Tunga Paradise Hotel, MIDC, Andheri (East),
Mumbai - 400093, Mahanashtra, India. Telephone: +91-4098 2222/2340; Fax: 2835 6559;
Email: Investor@technocraftgroup.com: Website: www.technocraftgroup.com.
In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance
Officer, on all working days, from Monday to Friday between 11:00 am (IST) to 5:00 pm (IST), at the above mentioned

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

IESTOR SERVICE CENTRIC AND RESISTIANT TO THE DOTS THE AND THE DOTS THE AND THE so India Private I imited the Registrar and Share except Saturday and Sunday and public holiday between 9.30 a.m. and 5.30 p.m. at the following address:

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),
Murrhai — 400083, Maharashtra, India

Telephone: +9 18 10 811 494 Parx; +9 1-22-4918 6195

Email: technocraft, buyback@linkintime.co.in, Website: www.linkintime.co.in

Contact Person: Mr. Surriset Deshpande

SEBI Registration Number: INR000004058;

Validity Period: Permanent.

18. DIRECTORS' RESPONSIBILITY

MANAGER TO THE BUYBACK

he Company has appointed the following as Manager to the Buyback

SYSTEMATIX GROUP

Systematic Corporate Services Limited
The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G-Block, Bandra-Kurla
Complex (BKC), Bandra (East), Mumbai 400 051, Maharashtra, India Telephone: +91-22-67048000 Fax: +91-22-67048022

Contact Person: Ms. Jinal Sanghvi
Email: ecm@systematkgroup.in, Website: www.systematkgroup.in
SEBI Registration Number: INM000004224;
Validity Period: Permanent

s per Regulation 24(0(a) of the Buyback Regulations, the Board accepts responsibility for the information contained this Public Announcement and for the information contained in a superior contained to the c blic Announcement and for the information contained in all other advertisements, circulars, broch naterials etc., which may be issued in relation to the Buyback and confirms that the information in is contain and will contain true, factual and material information and does not and will not contail

For and on behalf of the Board of Directors of Technocraft Industries (India) Limited 50/-Sudarshan Kumar Saral Co-Chairman & Managing Dir DIN: 00035799

Sd/-Neeraj Rai

PUBLIC ANNOUNCEMENT

TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Corporate Identification Number (CIN): L28120MH1992PLC069252

Registered Office: Plot No. 47, "Opus Centre", Second Floor, Central Road, Opposite Tunga Paradise Hotel, MIDC, Andheri (East), Mumbai – 400 093, Maharashtra, India.

Telephone: +91-22-4098 2222/2340; Fax: +91-22-2835 6559; Email: investor@technocraftgroup.com; Website: www.technocraftgroup.com Contact Person: Mr. Neeraj Rai, Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TECHNOCRAFT INDUSTRIES (INDIA) LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement" "PK") is being made in relation to the burback of the equility shares, having a face value of Rs. 10 seek (Rupsea Ten only) fully paid-up (the "Equily Shares"), by Technocraft Index federal (Index), having a face value of Rs. 10 seek (Rupsea Ten only) fully paid-up (the "Equily Shares"), by Technocraft Index federal (Index), having a face value of Rs. 10 seek (Rupsea) beautiful and the "Estate of Index ("EEF") shreater (IRRGEN). POLICYCELL*/1/2015 dated Appard 13, 2016 read with the circular CFD/DCR2/CBV/2016/131 dated December 9, 2016 and sinester SED/MD/FCP/DCR-UR/DR/P212/2015 dated August 13, 2021, Industing any further amendments thereof (the "SEB/ Greater") pursuant to Regulation 7(f) of the Securities and Exchange Board of India (Bay-Back of Securities) Regulations, 2018 (the "SEB/ Greater") pursuant to Regulation 7(f) of the Securities and Exchange Board of India (Bay-Back of Securities) Regulations and annualmount from these to times and excitains the disclosures as specified in Schodade is to the Buyback Regulations read with Schodade is of the Buyback Regulations.

OFFERT TO BUYBACK OF UP TO 15,08,000 (FFERT) BAKKES DEV) PULITY PABD-UP PROTITY SHARES OF FACE VALUE OF Rs. 10 (TEN ONLY) EACH OF THE COMPANY NOT EXCEEDING Rs. 154,00,08,608/- (RUPEES ONE HUMDRED FIFTY

Rs. 10 (TEM ONLY) EGGI OF THE GOMPANY NOT EXCREDING RS. 154,80,00,808.4 (RUPEES ONE HUNDRED FIFTY CRORES ONLY) AT A PRICE OF RS. 1,800.4 (RUPEES ONE THOUGAIND ONLY) PER EUTY SHARE, RYABLE IN CASE ON A PROPORTIDINATE BASIS THROUGH THE TEMOER OFFER ROUTE LISING THE STOCK EXCHANGE MECHANISM.

sanctions and exemptions, which may be agreed by the Board.

The Equity Shares of the Company are leted and finded on NSE and BSE. The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/ beneficial owners of the Company (except any shareholders/ beneficial owners of the Company (except any shareholders/ beneficial owners of the Company (except any shareholders/ beneficial owners who may be specifically prohibited under the applicable laws by any Appropriate Authorities), heritaling the promoters and, mambers of the Promoter Group, who hold Equity Shares as all December 30, 2022 (the "Recent Date") (such shareholders being the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(w)(a) of the Buyback Regulations and shall be implemented using the Stock Exchange Mechanism as specified in the SEBI Circulars. In this regard, the Company will required NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange ("SBE").

The Buyback from the Eligible Shareholders who are residents outside including non-resident indians, foreign nationals, foreign corporate bodies (including entwitie overseas corporate bodies), foreign institutional investors foreign provides and the state of the second society of the Promoter Group and personal customers and the members of the Company and the members of the Promoter Group and persons in control of the Company, have the spicials in the Buyback in this regard, members of the Promoter Group and persons in control of the Company have the copion to participate in the Buyback in this regard, members of the Promoter Group and persons in control of the Company have the copion to participate in the Buyback in the regard, members of the Promoter Group and persons in control of the Company have the copion to participate in the Buyback have the Company confirmed to the Buyback have the Company confirmed to the

the Company pursuant to their respective participation/acceptance in the Buyback in their capacity as equity starsholders of the Company, and the change in their shareholding as per the response meshed in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. The Buyback would be subject to the condition of maintaining maintaining public shareholding requirements as specified in Regulation 38 of the Listing Regulations. Any change in control over the Company. The obligations under the Buyback will be main out of internal accruais, retained earnings, cash and bank balances and investments made by the Company. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought backthrough the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts oved by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

A copy of this Public Announcement is available on the website of the Company (www.technocraftgroup.com) and

A copy of this Public Announcement is available on the website of the Company (www.technocraftgroup.com) and is expected to be available on the website of SEBI (www.tesbl.gov.in) during the period of the Buytack and on the website of NEE (www.tesbl.gov.in) during the period of the Buytack and on the website of NEE (www.tesbl.gov.in) and SEE (www.tesbl.gov.in) during the period of the Buytack and on the website of NEE (www.tesbl.gov.in) and of the SEE (www.tesbl.gov.in). Participation in the Buytack by Eligible Shareholders in India and such task to be discharged by the Company. The may trigger capital gains texation in hands of the shareholders in their country of residence, Blobbs Shareholders, The manacition of Buytack would also be chargeside to escutible transaction task in India. In due source, Eligible Shareholders and enture of two consequences, Eligible Shareholders are advised to contact their own logal, financial and tax advisors for the applicable tax implications prior to participating in the Buytack.

OBJECTIVE/NECESSITY FOR THE BUYBACK.

The current Surback is being undertailed by the Company after taking into account for returning surplus funds to the

OBJECTIVE/HECESSITY FOR THE BUYBACK
The current Buyback is being undertalesn by the Company after taking into account for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting hald on November 14, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalons and considering they audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and considering they. audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and considering these the Board Meeting and considering these Board Meeting to the State of the Company through the Buyback will help the Company and heve the following objectives: (i) optimize returns to shareholders; and (II) enhance overall shareholders' value.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board has decided to recommend a Buyback of Equity Shares at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Share for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only). The Buyback is being undertaken, inter-als, for the following reasons:

The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in

The suyocack will neigh the company to nature surpraise cash to as ameniocans noting equity shares oreastly in proportion to their shareholding, thereby, enhanding the overall setum to shareholders;
The Buyback, which is being implemented through the tender offer noute as prescribed under the SEBI Buyback. Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought beck whichever is higher, reserved for the small shareholders. The Company believes that this reservation for armal is shareholders would benefit a large number of public shareholders, who would get classified as "comal internatives" as one Remedition 20(froit of the SEBI Buyback Remeditions. shelder' as per Regulation 2(f)(n) of the SEBI Buybs

The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and

The Buybackgives an option to the shareholders holding Equity Shares of the Company, who can choose to participate The Butyback gives an option to the sharsholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may chose not to participate and enjoy a neutrant increase in their percentage sharsholding, post the Buyback Offer without additional investment. The Buyback may lead to reduction in outstanding Equity Shares, improvement in searings per Equity Share, and enhanced return on equity. The Buyback will not in any manuar impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

MAXIBULIA AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND TIP PERCENTAGE OF THE TOTAL PAID-UP

GAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINA The maximum amount required for Buyback will not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) (15,00,000 Equity Shares representing 6,13% of the total number of Equity Shares in the total paid-up equity only (15,00,000 Equity Sharer representing 6,13% of the total number of Equity Sharer in the total paid-up equity capital of the Company), at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Share payable in cash for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Rifty Crores only), excluding tax payable under income Tax Act, 1961 and any expenses herumed or to be incurred for the Buyback-viz. Intermediated reas, brokening costs, tumowor changes, toxes such as tax on Buyback, securities transaction tax (STT) and goods and services tax (GST) (If any), stamp duty, filing fees to SEBI, stock exchange changes, printing and dispatch expenses, if any, public amountownert publication expenses and other incidential and related expenses and changes are designed to the Company's paid-up capital and the reserves as per the standalone and consolidated autilited financials of the Company's pead-up capital and tree reserves as per the standalone and consolidated autilited financials of the Company respectively for the year carded as on March 13 1022 consolidated. ended as on March 31, 2022 respectively, which is more than 10% of the total paid up equity capital and free res

The funds for the Implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained semings) analyse such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The Company shall transfer from its free nearers, a sum equal to the normal value of the Seguity Shame so both back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent

The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARIES AND BASIS OF ARRIVING AT THE BUY-BACK PRICE. The Equity Shares of the Company are proposed to be bought back at a price of Rs. 1,000/- (Rupose One Thousand

42

43

only) per share ("unan Prise").
The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE and NBE i.e., the stock exchanges, where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share

milum of 19.88% and 19.63% to the volume weighted average market price of the Equity Share on NSE and BSE

respectively, during the three months preceding the November 09, 2022 Ls. date of infirmation to the Stock Exchanges ("Intimation Date") for the Board Meeting to consider the proposal of the Buyback
Pramium of 30.47% and 30.71% over the volume weighted average market price of the Equity Shares on NSE and
BSE respectively, for two weeks preceding the infirmation Date.
Premium of 25.45% and 23.53% over the closing price of the Equity Shares on NSE and BSE respectively, as on the intrination Date.

Intraction Data.

Premium of 27.76% and 28.46% over the closing price of the Equity Share on NSE and BSE respectively, as on November 07, 2022, which is a day preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buybeack.

The closing market price of Equity Shares of the Company as on the intimation Date (i.e. November 09, 2022) was Rs. 797.15 and Rs. 200.50 on NSE and BSE respectively. As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the patigue patient and the research service Buyback both on auxiliad standarder financial statements and audited consolidated thencial statements of the Company as on March 31, 2022.

MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback upto 15,00.000 (Fitner Lather only) Equity Shares, (appresenting 8.13% of the total

The Company proposes to buyeak upto 15,00,000 (Fitner Labbe orly) Equity Shares, (epresenting 8,13% of the total number of Equity Shares in the paid-up share capital of the Company as per the latest audited financial statements as at March 31, 2022) at the Buyback Price (Le., Rs. 1,000/- (Rupees One Thousand only) per Equity Share for an arrount not exceeding Rs. 15,00,00,00,000.

METHOB ADD PTED FOR BUYBACK
The Equily Shares will be bought back on a proportionate basis from all the Equity Shareholders through the "Tender
Offer" method, as prescribed under Requisition 4(ty)(a) of the Buyback Requisitions, and, subject to applicable laws,
facilitated through the stock exchanger mechanism as specified under the "Mechanism for equisition of share
through Stock Exchanges" prescribed under the SEBI Chruiter. Please refer to Puragraph 13 below for details
regarding the Record Date and shareholders entillerent for tender in the Buyback.

DETAILS OF THE SHAREHOLDING AND TRANSACTIONS BY THE EQUITY SHARES OF THE COMPANY
The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons
in control of the Company; (b) the director(s) of the Promoters, where the promoter is a company; (c) directors and
sey managerial personnel of the Company; as on the date of the Board Meeting and the Postal Ballot Notice, i.e.,
November 14, 2022, and the date of this Public Announcement, i.e. December 19, 2022, is as follows:

Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the
Company in the Company so on the date of the Board Meeting and Postal Ballot Notice, i.e., November 14, 2022, and
the date of this Public Announcement i.e. December 19, 2022, is as follows:

Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the
Company in the Company so on the date of the Board Meeting and Postal Ballot Notice, i.e., November 14, 2022, and

	D-C	as on the date of and Postal Ba		as on the date of Public Amountoms of	
Sr. No.	Name of Strarefielder	Humber of Equity Shares Held	% of sheroholding	Humber of Equity Shama Hald	% of storoholding
1.	Ashish Kumar Saraf	5,04,914	2.06	5,04,914	2.06
2	Navneet Kumar Saraf	14,13,082	5.78	14,13,082	5.78
3.	Nidhi Saraf	5,43,337	2.22	5,43,337	222
4.	Priyanka Saraf	5,00,000	204	5,00,000	2.04
5.	Ritu Saraf	1,56,484	0.64	1,58,484	0.64
В.	Shakuratala Saraf	51,69,867	21.13	51,69,867	21.13
7.	Sharad Kurnar Saraf	4,06,840	1.66	4,06,840	1.86
8.	Sharad Kumar Madhoprasad Saraf HUF	22,05,366	9.02	22,05,366	9.02
9.	Sudarshan Kumar Saraf	67,94,903	27.78	67,94,903	27.78
10.	Sudarshan Kumar Madhoprasad Saraf HUF	74,797	0.31	74,797	0.31
11.	Suman Saraf	1,17,332	0.48	1,17,332	0.48
12	Ashrit Holdings Limited	3,80,446	1.56	3,80,448	1.58
	Total	1,82,57,348	74.88	1,82,87,348	74.68

				le of Board g and int Hotles	as on the c PublisAnsou	
är. No.	Name of Director	Mama of Prometer/ Prometer Gross	Humber of Equity Shareefield	% of chareholding	Muraher of Equity Shures Held	% of charatolding
1.	Ashish Kurnar Saraf	Ashrit Holdings Limited	5,04,914	2.06	5,04,914	2.06
2	Navnset Kumar Saraf	Ashrit Holdings Limited	14,13,082	6.77	14,13,082	5.77
3.	Sudarshan Kumar Sanaf	Ashrit Holdings Limited	87,94,903	27.78	87,94,903	27.78
4.	Vinodkumar Ramawtar Gadodia	Ashrit Holdings Limited	546	0.00	548	0.00
5.	Mudit Vinod Raniwala	Ashrit Holdings Limited	100	0.00	100	0.00
	Tiefad		B7,13,545	35.81	87,13,545	35.61

Aggregate shareholding of the directors and key managerial personnel of the Company, as on the date of the Boars meeting and Postal Balot Notice, i.e., November 14, 2022 and the date of this Public Announcement i.e. December

			as on the date of Meeting at Postal Ballet I	nd	as on the date of PublicAssourcement	
Hr. No.	Marna of Director	Designetion	Number of Equity Sinces Hold	% of shareholding	Number of Equity Shares Held	% of simplicity
1.	Sherad Kumar Saraf	Chairman & Managing Director	4,06,840	1.66	4,06,840	1.68
2	Sudarshan Kumar Saraf	Go- Chairman & Managing Director	87,94,903	27.78	67,94,909	27.78
3.	Navneet Kurnar Saraf	Whole-time Director & CEO	14,13,062	5.77	14,13,082	5.77
4.	Ashish Kurner Saref	Whole-time Director & CFO	5,04,914	2.08	5,04,914	2.08
5.	Atanu Chaudhary	Whole-time Director	NII	NII	NII	NII
в.	Vinod B. Agarwala	Independent Director	NII	NII	NII	NII
7.	Jagdeesh Mal Mehta	Independent Director	NII	NII	NII	NII
В.	Vishwarmbhar C. Saraf	Independent Director	NII	MII	NII	NII
9.	Aubrey I. Rebello	Independent Director	NII	NII	NII	NII
10.	Valshall Choudharl	Independent Director	NII	NII	NII	NII
11.	Neeral Rul	Company Secretary	NII	NII	NII	NII

91,18,739 37.27 91,19,738 37.27 The aggregate number of Equity Shares or other specified securities in the Company were either purchased or sold by the following during a period of six months preceding the date of the Board Meeting at which the buytack was proposed and from the date of the Board Meeting ill the date of the Public Announcement, L. December 19, 2022. There has been no salkyour-base of Equity Shares by persons mentioned under para 7.1 (a), para 7.1 (b) and 7.1 (b) and 7.1 (c) above during the period of six months preceding the Board Meeting Date Le. November 14, 2022 and from the date of the Board Meeting Date Le. November 14, 2022 and from the date of the Board Meeting Date Le. November 14, 2022 and from the date of the Board Meeting Date Le. November 19, 2022.

RETERION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE

IR BUTMACK
In terms of the SEBI Buyback Regulations, the Promoters and Promoter Group and persons in control have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group and persons in control of the Company have vide their letters dated November 14, 2022 expressed that they intend to participate in the Buyback and also have undertaken to comply with the MPS requirements even after the Buyback Pussant to the Buyback and depending upon the response to the Buyback (assuming full acceptance) in case there is an increase in voting rights of the Promoters and Promoter Group and persons in control beyond 75%, necessary stops will be taken to reduce their shareholding in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957 and the Listing Regulations.

The Promoter and Promoter Group of the Company has expressed their intention to participate in the Buyback and

Sr. Ma.	Name of Shareholder	No of Equity Stares held	Meximum Number of Equity Sherne Intended to tender
1.	Ashish Kurner Saraf	5,04,914	5,04,914
2	Navneet Kurner Saref	14,13,082	14,13,082
3.	Nidhi Sarat	5,43,337	5,43,337
4,	Priyanka Baraf	5,00,000	5,00,000
5.	Ritu Saraf	1,56,464	1,56,484
в.	Shakuntala Saraf	51,69,887	51,69,867
7.	Sharad Kumar Saraf	4,06,840	4,06,840
В.	Sharad Kumar Madhoprasad Saraf HUF	22,05,366	22,05,366
9.	Sudarshan Kurnar Saraf	67,94,903	67,94,903
10.	Sudarshan Kurnar Madhoprased Saraf HUF	74,797	74,797
11.	Surran Saraf	1,17,332	1,17,332
12	Ashrit Holdings Limited	3,80,446	3,80,446
-	Total	1 82 87 848	1 89 87 948

The details of the date and price of acquisition/ sale of the Equity Shares by the Promoter, members of the Pro

Date	Nature of Transposition	Face Value (in Rs.)	Number of Equity 8 leaves anguired/ (said)	lasmo Price / Transfer Price per Equity Share (Re.)	Conchieration (Gash, etimor transcash etc.)
19.03.1994	Amalgamation	10	37	NII	Other than Cash
01.09.1994	Borrus	10	3,330	NII	Other than Cash
07.10,1994	Bonus	10	16,835	Nil	Other than Cash
06.03.2002	Buyback	10	(2,020)	218	Cash
27.06.2002	Buyback	10	(2,727)	238	Cash
08.03.2003	Bonus	10	4757	NII	Other than Cash
10.03.2005	Bonus	10	20,212	NII	Other than Cash
01.03,2006	Bonus	10	30,318	NII	Other than Cash
23.02.2016	Buyback	10	(10,899)	270	Cash
01.03.2018	Buyback	10	(5,578)	525	Cash
18.04.2018	Transfer (Gift)	10	4,50,647	NII	Other than Cash
Total			5.44.914		

Dein	Nation of Transaction	Face Value (in Rs.)	Number of Equity 8 hazes auquired/ (said)	leess Price / Transfer Price per Equity Share (Re.)	Consideration (Cash, other from each oth.)
18.03.1994	Amalgamation	10	25	NII	Other than Cash
01.09.1994	Bonus	10	2,250	NII	Other than Cash
07.10.1994	Bonus	10	11,375	NII	Other than Cash
09.10.1999	Transfer (Gift)	10	307,420	NII	Other than Cash
06.03.2002	Buyback	10	(32,107)	218	Cash
27.06.2002	Buyback	10	(43,345)	238	Cash
08.03.2003	Bonus	10	75,605	NII	Other than Cash
10.03.2005	Bonus	10	321,223	NII	Other than Cash
01.03.2006	Bonus	10	481,834	NII	Other than Cash
29.02.2016	Buyback	10	(173,220)	270	Čash
01.03.2018	Buyback	10	(88,625)	525	Cash
18.04.2018	Transfer (Gift)	10	5,50,647	NII	Other than Cash
Yotal	a di constituire de la constit		14.13.082		

Darin	Nature of Transaction	Fese Value (In Re.)	Number of Equity Shares acquired/ (sold)	Transfer Price per Equity Share (Rt.)	Consideration (Cosh, other than cash sic.)
10.10.2001	Transfer (Gift)	10	12,500	NII	Other than Cash
07.02.2009	Buyback	10	(158)	305	Cash
08.03.2003	Bonus	10	3,799	NII	Other than Cash
10.03.2005	Bonus	10	16,141	NII	Other than Cash
01.03.2006	Borius	10	24,212	NII	Other than Cash
23.02.2016	Buyback	10	(8,704)	270	Cash
01.03.2018	Buyback	10	(4,453)	525	Cash
22.03.2018	Transfer (Gift)	10	5,00,000	NII	Other than Cash
Total			8,43,337		
i. Priyanka	Saraf				
Date	History of	Fam Value	Number of Equity	Issus Price /	Consideration

	Transastion	(In Rs.)	Shares acquired/ (sold)	Transfer Price per Equity Share (Rs.)	(Gash, other than each etc.)
22.03.2018	Transfer (Gift)	10	5,00,000	NII	Other than Cash
Total	24 15		5,80,004		
. Filtu San	ul			A	
Date	Nature of Transmation	Fase Value (In Ro.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Sharo (Rs.)	Consideration (Cash, other than such etc.)
17.06.1993	Transfer from Esiddee Metal Crafts Pvt. Ltd	10	50	10	Cash
19.03.1994	Amalgamation	10	25	NII	Other than Cash

Date	Nature of Transmatten	(in Re.)	Shares acquired/ (sold)	Transfer Price / Transfer Price per Equity Share (Rs.)	(Cash, other than such etc.)
17.06.1993	Transfer from Esiddee Metal Crafts Pvt. Ltd	10	50	10	Cash
19.03.1994	Amalgarration	10	25	NII	Other than Cash
01.08.1994	Bonus	10	6,750	NII	Other than Cash
07.10.1994	Bonus	10	34,125	NII	Other than Cash
08.03.2002	Buyback	10	(4,095)	218	Cash
27.06.2002	Buyback	10	(20,375)	236	Cash
07.02.2003	Buyback	10	(400)	305	Gash
08.03.2003	Bonus	10	4,950	NII	Other than Cash
10.09.2005	Bonus	10	21,030	NII	Other than Cash
01.03.2006	Bornus	10	31,545	NII	Other than Cash
23.02.2016	Buyback	10	(11,339)	270	Cash
01.03.2018	Buyback	10	(5,802)	525	Cash
16.04.2018	Transfer (Gift)	10	1,00,000	NII	Other than Cash
Yotal			1,56,464		
Shelomi	sia Seral		Carlo Carlo		

Derie	Hetere of Transaction	Face Value (In Re.)	Number of Equity Staron acquired/ (sold)	lease Price / Transfer Price per Equity Share (Rr.)	Consideration (Cash, other than each etc.)
28.10.1982	Subscription to MOA	10	3,450	10	Cash
19.03.1994	Amalgamation	10	75	-	Other than Cash
01.09.1994	Borius	10	317,250	NII	Other than Cash
07.10.1994	Borius	10	1,603,875	NII	Other than Cash
06.09.2002	Buyback	10	(192,465)	218	Cash
27.06.2002	Buyback	10	(259,828)	238	Cash
11.03.2003	Bonus	10	453,218	NII	Other than Cash
10.03.2005	Bonus	10	1,925,575	NII	Other than Cash
28.02.2006	Bonus	10	2,888,362	NII	Other than Cash
23.02.2016	Buyback	10	(1,038,377)	270	Gash
8105.60.10	Buyback	10	(5,31,268)	525	Cash
Total			51,69,867		

Dete	History of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issum Price / Transfer Price per Equity Share (Re.)	Consideration (Cash, other than cash etc.)
19.03.1994	Amalgamation	10	78	NII	Other than Cash
01.09.1994	Bonus	10	7,020	NII	Other than Cash
07.10.1994	Bonus	10	35,490	NII	Other than Cash
05.01.1998	Transfer	10	17,815	10	Gash
06.03.2002	Buyback	10	(6,040)	218	Cash
27.06.2002	Buyback	10	(8,155)	238	Cash
07.02.2009	Buyback	10	(818)	305	Cash
11.03.2003	Bonus	10	13,972	NII	Other than Cash
10.03,2005	Borrus	10	59,362	NII	Other than Cash
28.02.2006	Bonus	10	89,043	NII	Other than Cash
18.11.2006	Open Market	10	7,395	72	Cash
19.11.2008	Open Market	10	6,891	23	Cash
20.11.2008	Open Market	10	2,077	23	Cash
21.11.2008	Open Market	10	672	23	Cash
26,11,2008	Open Mariet	10	65,000	27	Cash
28.01.2009	Open Market	10	15,000	23	Cash
26.01.2009	Open Market	10	5,000	23	Cash
29.01.2009	Open Market	10	25,000	23	Cash
30.01.2009	Open Market	10	25,000	22	Cash
03.02.2009	Open Market	10	24,800	23	Cash
04.02.2009	Open Market	10	24,999	23	Cash
08.02.2009	Open Market	10	13,479	23	Cash
11.06.2015	Transmission-Partition of HUF	10	107,281	NII	Other than Cash
23.02.2016	Buyback	10	(81,714)	270	Cash
01.03.2018	Buyback	10	(41,807)	525	Cash
Total			4,96,844		

Dete	Motors of	Face Value	Manufact of Parella	Santa Paten f	Consideration
Derin	Natura of Traumaction	(in Ra.)	Number of Equity Shares acquired/ (sold)	Izaua Prica / Transfer Prica per Equity Share (Re.)	(Cash, other than each etc.)
28.10.1992	Subscription to MOA	10	1,475	10	Cash
01.09.1994	Bonus	10	132,750	NII	Other than Cash
07.10.1994	Bornus	10	671,125	Nil	Other than Cash
05.01.1998	Transfer	10	(17,815)	10	Cash
06.03.2002	Buyback	10	(86,086)	218	Cash
27.06.2002	Buyback	10	(99,370)	236	Cash
11.03.2003	Bonus	10	193,334	NII	Other than Cash
10.03.2005	Bonus	10	821,413	NII	Other than Cash
28.02.2006	Bornus	10	1,232,120	Nil	Other than Cash
23.02.2016	Buyback	10	(442,951)	270	Cash
01.03.2018	Buyback	10	(2,26,629)	525	Cash
Tidal	E 124	9	22,85,386	9	

			22,03,480		
Suders	han Kurner Sarat				
Darie	Hature of Transaction	Face Value (in Rs.)	Mumber of Equity Stares acquired/ (sold)	Issus Price / Transfer Price per Equity Share (Re.)	Cornideration (Cash, other than seah ats.)
28.10.1992	Subscription to MOA	10	3,450	10	Cash
19.03.1994	Amalgamation	10	63	NII	Other than Cash
01.09.1994	Borrus	10	316,170	NII	Other than Cash
07.10.1994	Bonus	10	1,598,415	NII	Other than Cash
18.02.1998	Rights Issue	10	830,888	10	Gesh
09.10.1999	Transfer (Gift)	10	(307,420)	NII	Other than Cash
06.03.2002	Buyback	10	(244, 157)	218	Cash
27.06.2002	Buyback	10	(331,486)	238	Cash
07.02.2008	Buyback	10	(1,060)	305	Gash
11.03.2009	Bonus	10	574,038	NII	Other than Cash
10.03.2005	Bonus	10	2,438,901	NII	Other than Cash
28.02.2006	Bonus	10	3,658,351	NII	Other than Cash
18.11,2006	Open Market	10	7,112	22	Cash
19.11.2008	Open Market	10	8,449	23	Gesh
20.11.2008	Open Market	10	2,460	23	Cash
21.11.2008	Open Market	10	13	23	Gash
24.11.2008	Open Market	10	1	23	Cash
26.11.2008	Open Market	10	65,742	27	Cash
26.01.2008	Open Market	10	5,000	23	Cash
28.01.2009	Open Market	10	15,498	23	Cash
29.01.2009	Open Market	10	25,000	23	Cash
30.01.2009	Open Market	10	24,594	22	Cash
03.02.2009	Open Market	10	25,000	23	Cash
04.02.2009	Open Market	10	24,500	23	Cash
08.02.2009	Open Mariet	10	11,132	23	Gash
11.08.2015	Transmission-Partition of HUF	10	1,07,280	NII	Other than Cash
23.02.2016	Buyback	10	(13,64,766)	270	Cash
01.03.2018	Buyback	10	(6,98,261)	525	Cash
Tistal			67,94,983		

Dete	Nature of Transaction	Face Value (in Re.)	Number of Equity Shares acquired/ (sold)	Issus Price / Transfer Price per Equity Shure (Re.)	Consideration (Cash, other than cash etc.)
28.10.1992	Subscription to MOA	10	50	10	Cash
19.03.1994	Amalgamation	10	1	Nil	Other than Cash
01.09.1994	Bonus	10	4,590	NII	Other than Cash
07.10.1994	Bonus	10	23,205	NII	Other than Cash
06.09.2002	Buyback	10	(2,785)	218	Cash
27.06.2002	Buyback	10	(3,759)	238	Cash
11.03.2003	Bonus	10	6,557	NII	Other than Cash
10.03.2005	Bonus	10	27,859	NII	Other than Cash
28.02.2006	Bonus	10	41,788	Nil	Other than Cash
23.02.2016	Buyback	10	(15,023)	270	Cash
01.03.2018	Buyback	10	(7,686)	525	Cash
Total		3	74,797	8	

Date	Nature of Transaction	Face Value (in Rt.)	Shares sequired/ (sold)	Insue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cush, other than each etc.)
19.03.1994	Amalgamation	10	80	NII	Other than Cash
01.09.1994	Bonus	10	7,200	NII	Other than Cash
07.10.1994	Bonus	10	36,400	NII	Other than Cash
08.03.2002	Buyback	10	(4,388)	218	Cash
27.06.2002	Buyback	10	(5,897)	238	Cash
11.03.2003	Bonus	10	10,285	NII	Other than Cash
10.03.2005	Bonus	10	43,701	NII	Other than Cash
28.02.2006	Bonus	10	65,552	NII	Other than Cash
23.02.2018	Buyback	10	(23,565)	270	Cash
01.03.2018	Buyback	10	(12,057)	525	Cash
Tetal			1,17,332		

Tetal			1,17,332		
Ashelt Ho	Mage Limited	100			
Date	Nature of Transcrition	Face Value (in Rs.)	Mumber of Equity Shares acquired/ (sold)	Iceue Price / Transfer Price per Equity Share (Rs.)	Gornideration (Gusts, offer there such etc.)
08.07.2018	Market Purchase	10	685	494.00	Cash
09.07.2018	Market Purchase	10	469	494.00	Cash
12.07.2018	Market Purchase	10	7,020	494.93	Cash
13.07.2018	Market Purchase	10	239	495.00	Cash
19.07.2018	Market Purchase	10	8,897	495.00	Cash
20,07,2018	Market Purchase	10	18,800	495,00	Cash
23.07.2018	Market Purchase	10	516	492.00	Cash
25.07.2018	Market Purchase	10	362	492.00	Cash
23.08.2018	Market Purchase	10	337	495.00	Cash
24.08.2018	Market Purchase	10	507	495.00	Cash
26.08.2018	Market Purchase	10	112	490.00	Cash
08.10.2018	Market Purchase	10	37	495.00	Cash
04.08.2019	Market Purchase	10	13,000	460,20	Cash
12.08.2019	Market Purchase	10	124	437.69	Cash
12.06.2019	Market Purchase	10	729	442.00	Cash
19.06.2019	Market Purchase	10	25,184	434.96	Cash
20.06.2019	Market Purchase	10	877	300,00	Cash
21.06.2019	Market Purchase	10	31	300.00	Cash
22.08.2019	Market Purchase	10	1,65,106	299.99	Cash
18.12.2019	Market Purchase	10	14,732	280.58	Cash
30.12.2019	Market Purchase	10	1,467	280.00	Cash
02.03.2020	Market Purchase	10	454	285.59	Cash
03.03.2020	Market Purchase	10	10,052	279.50	Cash
04.03.2020	Market Purchase	10	2,318	281.22	Cash
05.03.2020	Market Purchase	10	777	284.86	Cash
06.03.2020	Market Purchase	10	1,854	284.09	Cash
09.03.2020	Market Purchase	10	5,299	283.11	Cash
11.03.2020	Market Purchase	10	3,753	283.95	Cash
12.03.2020	Market Purchase	10	43,755	279.47	Cash
13.03.2020	Market Purchase	10	36,640	265.40	Cash
18.03.2020	Market Purchase	10	272	250.00	Cash
17.03.2020	Market Purchase	10	7,063	240.00	Cash
18.03.2020	Market Purchase	10	12,985	230.00	Cash
Tectral	\		3,80,444	1	

There are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debartures or preference shares, payment of dividend or repayment of any term loans to any shareholder or financial institution or barridge company (including interest payable thereon), as the case may be.

GOMPRIMATIONS PROM COMPRAINT AS PER THE PROVISIONS OF SEN SUTMACK REGULATIONS AND COMPANIES.

The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of expiry

of the Buyback period; The Company shall not raise further capital for a period of one year, from the expiry of the Buyback period, except

In discharge of subsisting obligations; The Company shall not withdraw the Buyback after the Draft Letter of Offer is filed with SEBI or the Public Announcement

The Company shall not withdraw the Buyback after the Draft Letter of Offer Is filled with SEBI or the Public Announcement of the offer to Buyback to made;

The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;

The Company shall transfer from 8t five reserve a sum equals to the normal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

The Company shall thanks that there are no defaults subsisting in repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term beans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be All the Equity Shares of the Company are tuly paid-up;

The Company shall not Buyback is Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

There is no pendency of any scheme of analignment on compromise or anangement pursuant to the provisions of the Act, as no date;

or the Act, as on case.

The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Shame capital and free reserves after the Buyback based on per the standatore and consolidated audited financials of the Company for the year ended as on March 31, 2022 of the Company; and The Company shall not directly or indirectly purchase its Equity Shares through any substituty company including

Is own substriary companies of through any investment company or group of investment compar CONFINATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the

The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the Company and that they have formed the opinion: immediately following the date of the Board meeting, and the date on which the result of Members resolution passed by way of Postal Baild ("Pestal Baild Resolution") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its detail of Postal Baild Resolution, and having regard to the Buyback as well as for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of the Board Meeting regard to the Board's historian with respect to the management of Company's business during that year and to the arround and character of the financial recursors which will in the Board's view be available to the Company during that year, the Company are the sale of the Board as and when they fail due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of Postal Bailot Resolution; in forming an opinion as aforesaid, the Board has taken into account the labilities (including prospective and contrigent liabilities), as if the Company as being wound up under the provisions of the Companies Act, 2013/ insolvency and Bankruptcy Code, 2018 as annexed from time to time, as applicable.

The text of the Report dated November 14, 2022 of M/e. M. L. Sharma & Co, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

12.

November 14, 2022

The Board of Directors

Technorus Industries (Iedia) Limited,
Piot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Opposite Turga Paradise Hotel, erl (East), Mumbal 400093

Andheri (East), Mumbal 400093
Deer Sirv (Madam,
Re: Shriutory Amilitora' Repart in respect of proposed buy bank of Equility Shames by Technocarall Industries (India)
Limited (The Company') In terms of shame (Cit) of Sandade in Securities and Exchange Board of India (Buy-back of Securities) Regulations, 21918, as ammeded (the "SEBI Buyback Regulations").
This Report is issued in accordance with the terms of our engagement latter dated (I'm November, 2022, The Board Of Indiano International Indianties (India), Indiand ("the Carage are") have approved a proposed buy-back of Equility Shares by the Company at its meeting hald on 14th November, 2022, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Aet') year with this Securities (Regulations, 2016, as amended ("SEBI Bey-back Regulations).
We have been requested by the Management of the Company to provide a report on the accompanying Statement'). This Statement has been prepared by the management, which we have initiated for the purpose of identification.
Management's Responsibility for the Statement's.
The preparation of the Statement's has continued with Securities (Regulations).

management's responsibility for the Satement. The proparation of the Satement in accordance with Section 88(2) of the Act and ensuring compliance with Section 86, 69 and 70 of the Act and SEB Buy-back Regulations, is the responsibility of the Management of the Company, holiuding the preparation and mantenance of all accounting and other relevant supporting records and document. This responsibility includes the design, implementation and maintenance of hismal control relevant to the preparation. and presentation of the Statement and applying an appropriate basis of preparation; and making estimate

The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to forman opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposition by the Board of Directors of the Company and in forming the opinion, it has been in account the liabilities (inclusing prospective and contingent liabilities) as if the Company were being wound under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be sign by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Companies Act and the SEBI Buyback Regulations.

nents of the SEBI Buy-back Regulations, it is our responsibility to provide a reasonable Pursuant to the requirer

easularized when the state of affairs of the Company in relation to the annual audited standsione and consolidated financial statements as at 31 ° March, 2022 which was adopted by the Members of the Company at the Annual General eting held on 26th Se

meeting that on 20° septembers, 2022, the amount of permissible capital payment as stated in Annexure A, has been determined considering the annual audited standardon and consolidated financial statements as at 31° March, 2022 in accordance with Section 68(2)(c) of the Act, Regulation 4(f) of the SEBI Buyback Regulations and the proviso to Regulation 5(f)(b) of the SEBI Buyback

Regulations; and the Board of Directors of the Company, in their Meeting held on 14th November, 2022 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on resecrable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesald date with

regard to the projection outputs. We obscure to obtain sufficient appropriate evidence on the above reporting.

The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with

the above reporting. Within the scope of our work, we performed the following proce-Examined that the amount of permissible capital payment (including premium) for the buy back as detailed in Annexuse A is in accordance with the provisions of Section 68(2) of the Act; Examined authorization for buyback from the Articles of Association of the Company;

inquired into the state of affairs of the Company with reference to the audited standations financial statements for the

Verified the arithmetical accuracy of the amounts mentioned in Annexure A;

Examined the Board of Directors' decianations for the purpose of buyback and solvency of the Company; and

Obtained appropriate representations from the Management of the Company.

The audited standalone and consolidated financial statements referred to in paragraph 4 above, which we have considered for the purpose of the report, have been audited by M/s. Dhiral & Dheard, on which they have issued an unmodified audit opinion vide their report dated 27° May, 2022. As stated in the Auditors Report, the audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authority pronouncements issued by the inetitute of Chentered Accountants of India. Those Standards also require that auditors

nand perform the audit to obtain reasonable assurance about whether the financial statements are free of material statement. We have relied on the Report Issued by M/s. Dhiraj & Dhesraj. We concluded our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics Issued by the Institute of Chartered Accountants of India.
We have compiled with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality
Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and

Related Services angagements.
We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Based on Inquiries conducted and our examination as above, we report that

We have a righting into the state of stitute of the Company in relation to its armusi audited standaione and consolitated financial statements as at and for the year ended 31° March, 2022, which have been approved by the Board of Directors at board meeting under Members of the Company at the Annual General Meeting held on 27° May, 2022 and on 26th September, 2022 respectively. The amount of permissible capital payment (including premium) towards the

proposed buy back of equity shares as computed in the Statement attached herewith, as Annexuse A, in our view has been properly determined in accordance with Section 66 (2)(c) of the Act, Regulations 4(f) of the SEBI Buyback Regulations and the proviso to Regulation 5(f)(b) of the SEBI Buyback Regulations. The Board of Directors of the Company, in their meeting held on 14th November, 2022 has formed opinion as specified in clause (b) of Schedule in the SEBI Buyback Regulations, or reasonable grounds that the Company having regard to its state of affairs, will not be rendered insolvent (se defined in management responsibility above) within a period of one year from the date of passing the Board Resolution dated 1.4th November, 2022.

Resthiction on use
This report has been issued at the request of the Company solely for use of the Company (i) in connection with the
proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (i) to enable the Board of
Directors of the Company to include in the public announcement and other documents pertaining to buyback to be
eant to the shareholders of the Company or to be filled with (a) the Registrar of Companies, Securities and Ebushage
Board of India, stock exchanges and any other regulatory authority as per applicable law in India and (b) the Central
Depository Services (India) Limited, Astornal Securities Depository Limited and (ii) can be shared within the merchant
barrier(s) Involved in connection with the proposed buybeached equity shares of the Company for onward submission
to SEBI, stock exchanges and / or any other regulatory authority as required under the law in India, and may not be
suitable for any other purpose. This report should not be used for any other purpose without our prior written construct.
Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person
to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

FREE B. L. EMARIMA & CO. FOR M. L. SHARMA & GO

FIRM REG. NO. 108963W (VIKAS L. BAJAJ) mbership No.194982; Wellbergap No. 194982; UDIN — 22104982BDBWN Place of Signature: Mambal Date: 14th Hoveraber 2022 ... W M D6786

Annexure A - Statement of permissible capital payment (Including premium)

Computation of amount of permissible capital payment (Including premium) towards buyback of equity shares of Technocraft Industries (India) Limited in accordance with proviso to Section 68(2) of the Companies Act, 2019 (the "Act") and Regulation 4(i) and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations (the "Statement"):

Partioulars as on 31 ⁴ March, 2022		Amount extracted from the interioralised standardor timeschi statements as at \$1" March, 2022	Amount extraoled from the latest audited cores lideled financial statements as at 31° Morch, 2822
Paid up Equity Share Capital (2,44,61,687 shares of Rs. 10/- each)	A	24.46	24,46
Free Reserves:			
Profit and loss account balance		1,018.81	1,186.68
Securities Premium		0.00	459.12
General reserve	1	121.57	136.32
Total Free Reserves	В	1,140.38	1,782.10
Total paid up capital and free recorves	C=A+B	1,154.84	1,786.64
Maximum amount permissible under the Act/ Buyback Regulations with Shareholder approval :- 25% of total paid-up equity capital and free reserves,	C*25%	291.21	448.64
Maximum amount permissible under the Act/ Buyback Regulations with Board approvat- 10% of total paid-up equity capital and free reserves.	C*10%	118.48	178.66

consolidated financial statements as at March 31, 2022.

For and on behalf of Board of Directors

Ashish Kumer Seraf er and Whole-time Director DIN: 00035548

14, 2822

RECORD DATE AND SHAREHOLDER ENTITY EM FACT

RECORD DATE AND SHAREHOLDER ENTITLEMENT
As required under the SEB Buyback Regulations, the Company has fixed December 30, 2022 as the Record Date for the purpose of determining the entitionment and the names of the Eiglibis Shareholders. Incluse occurse, Eiglibis Shareholders. Incluse occurse, Eiglibis Shareholders will receive a Later of Offer in relation to the Buyback ("Later of Offer" or "LDF") along with a tonder offer form indicating the entitiement of the Eiglibis Shareholders for participating in the Buyback. The Eiglibis Shareholders for participating in the Buyback. The Eiglibis Shareholders for participating in the Buyback has been supposed to the brought back by the Company, as a part of Buyback is divided into two categories: reserved category for Small Shareholders (defined under Regulation 2(1)(n) or the Buyback Regulations as a hareholder, who holds share or other specified securities whose market value, on the basis of closing price on the reacognized stock exchange registering the highest trading volume, as on Record Date, is not more than Rs. 2,00,000 (Rupees "Wo Laikh only); and

nond smock exchange registering use in incommentation in the second of t

the general category for all other shareholders, and the entitiement of a shareholder in each category shall be calculated accordingly.

In accordance with Regulation 6 of the Buyback Regulations, 15% (fitteen percent) of the number of Equity Shares which Company proposes to Buybackor number of Equity Shares entitled as per the shareholding of Small Shareholders, whichewer is higher, shall be reserved for the Small Shareholders as per to fitties Buyback. Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder to tender their Equity Shares head by the respective Eligible Shareholder as on the Record Date and the ratto of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholders belongs. The final number of Equity Shares the Company and purchase from each Eligible Shareholders being in excess of the Buyback Offer Bas, the Company may not purchase all the Equity Shares tendened by the Eligible Shareholders, over and above their entitlement.

Sharas tandered. Accordingly, in the swent of the overall response to the Tender Offer being in excess of the Buyback. Offer Bias, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement.

After accepting the Equity Sharas tendered on the basis of the entitlement, the Equity Sharas isn't to be bought back, if any in one category shall first be accepted, in proportion to the Equity Sharas tendered over and above their entitlement in the order by the Eligible Shareholders in that category, and thereafter from Eligible Shareholders with survey tendered over and above their entitlement in other category.

In order to ensure that the same Eligible Shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholder or General) and entitlement under the Buyback in case of joint afraeholder, in a case of joint afraeholders and where the Equity Shares held in such cases even the sequence of the PANs of the joint instructions are not available, the Company will check the sequence of the names of the joint shareholders together the Equity Shares held in such cases where the sequence of PANs is Identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of PANs is Identical and where the PANs of all joint shareholders are not available, the Roghertor for the Equity Shares and Insurance of the pans and identical and where the PANs of all joint shareholders are not available, the Roghertor for the Equity Shares and Insurance of the pans and interestination of the point holders and club together the Equity Shares shareholders for the Equity Shares and the such assets w

Shareholders whose smallers are continued to tenue coverage the strength of the property of th

IEBI Crectars.

The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/
31 dated December 9, 2016 and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and haccordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and is may be determined by the Board of Directors, or the Buyback Committee (a committee authorised by the Board of exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be committee by swy from time to time.

be permitted by law from time to time.

For the implementation of the Buyback, the Company has appointed Systematix Shares and Stocks (India) Limited as the registered broker ("Company's Brotian") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company.

The centinat details of the Campany's Brotian are as follower:

Supplementation of the Campany's Brotian are as follower:

Systematic Starse and Steeke (India) Limited

Systematic Starse and Stars

Telephone: 491-22-8619 8000 Fact: 491-22-8619 8002 Email: compliance@eystemathgroup.rt Website: www.systemathgroup.rt Website: Website: www.systemathgroup.rt Website: W

information to use.

Andering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible in through their respective stock broker(s) ("Seller Membere(s)") during normal trading hours of the market. The State Member on notice orders for Equity Shares need in dementaristand form and physical endering process, the Company's Broker may also process the orders received from the Eligible

form. In the tendering process, the Company's Broker rray also process the orders received from the Eligible Shareholders. In the event the Seler Member(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker and can register themselves by using quick unique client code ("UCC") facility through any other registered obtock proker bushritty all details as may be required by such registered stock broker in compliance with applicable law). In cess the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker.

Modification/cancelation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be cliabled and correlated as a single bid from a single Eligible Shareholder for selling Equity Shares shall be cliabled and correlated as a single Eligible Shareholder for selling Equity Shares shall be cliabled and correlated as a single Eligible Shareholder and the cannot be selling to the selling session and will be updated at specific intervals during the tendering period.

Proceedings to be sellined to the cannot selling from the selling Equity Shares indicated for Buyback wither are under restraint order of the courty any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share our disputes to the such as under the subject to the court selling Equity Shares in demandarialized leries.

Proceedings to be fellowed by Eligible Shareholders believe the Equity Shares in demandariali

The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation. Buyback will be provided in a separate circular to be issued by the Stock Dechanges and/or the Clearing Corponation. The lien shall be marked by the Seler Member in the derivat account of the Eligible Shareholder for the shares tendened in tender order. Details of shareholder shall be provided by the depositories to Clearing Corporation, in case, the Shareholders derivat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders derivat account at source depository cander ofter ("BDT") instructions shall be intitated by the shareholders at source depository for clearing members, clearing Corporation account; at larger depository. Source depository shall be lock the shareholders securities (La, transfers from free balance to blocked belance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders derivat account shall be provided by the target depository to the Clearing Corporation.

Clearing Corporation.

For custodian participant orders for dermat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant ahall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned selfing members shall evoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation. Upon placing the bid, the Selfert Member(s) shall provide a Timesaction Rejectation Billy ("Time") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order stationated like bid in number, application rusn'net. DP ID, client ID, number of Equity Shares tandered etc. In case of non-receipt of the completed tender form and other documents, but les marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

beer accepted.

It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRIS is not mandatory.

After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buybeck shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in

It is clarified that in case of demetarialized Equity Shares is, submission of the tender form and TRS is not mandatory. After the research of the desarry for the Gearnia Corporations and a valid bid in the exchange bidding system, the Buyback shall be deterred to have been accepted, for Eligible Shareholders will have to ensure that they leep the depository participant ("DP") account active and unblooked. Parthur, Eligible Shareholders will have be or unsure that they leep the tenk account attacked with the DP account active and updated to receive credit rearritance due to acceptance of Buyback for a hares by the Company. The Buyback from the Eligible Shareholders who are residents outside India including content active and provided the state of the company of the provided provided the company. The Buyback from the Eligible Shareholders who are residents outside India including content and regulations from the India of the subject to the Foreign Exchange Management Act, 1999 and rules and regulations from the India outside India including India outside India indi

In the hards, and it was a required for transfer, if any.

METHOD OF SETTLEMENT:

I Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

The settlement of trades shall be carried out in the manner shrifar to settlement of trades in the secondary market.

The Company will pay the consideration to the Company's Broler who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribes chedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders is the trade are not available or if the funds transfer instruction is rejected by RBV,

benis, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for orward transfer to such Eligible Shareholders.

For the Eligible Shareholders bother settlement accounts for relevance of the search to their respective Selling Member's settlement accounts for relevance to the respective Eligible Shareholder's accounts.

But a service the requirement accounts for relevance to the respective Eligible Shareholder's accounts.

account.
In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eiglide Shareholder's account. For this purpose, the clent type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Glearing Corporation from time to time.

The Eligible Shareholders of the Dernat Shares will have to ensure that they keep the depository participant ("BP") account active and unblocked.

trom time to time.

The Eligible Stransholders of the Dermat Shares will have to ensure that they leep the depository participant ("BP") account active and unblocked.

VI. Details in respect of share-tolder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On estitlament date, all blocked shares mentioned in the accepted bild will be transferred to the Clearing Corporation.

VII. In the case of inter depository, Clearing Corporation will cancel the eccess or unaccepted shares in target depository. Source depository will not be able to release the term without a release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from Clearing corporation or automatically generated after matching with bid accepted detail as received from Clearing corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrate to the Suyback. Post receiving the requile the Clearing corporation cancellation request received from the Company or the Registrate to the Suyback has been accepted bid quiet accepted bid quiet accepts by the community of the extent of acceptable bid shares from shareholder's dermat account and credit it to Clearing Corporation settlement via the guity Shares in case the Equity Shares acceptable by the Company series extended to the Shareholder's dermat account and credit it to Clearing Corporation settlement the Equity Shares brown the acceptable details of any certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted to the Shareholders on the Shareholder's dermat account and credit it indicated by the Company are less than the

The Company has designated the following as the Compilance Officer for the Buyosox
Mr. Neeral Rat,
Company Secretary, Membership No. F6858
Technecraft Indistribus (India): Limited
Piot No. 47 "Drus Centre", Second floor, Central Road, Opposite Tunga Paradise Hotel, MIDC, Andheri (East),
Mumbal - 40008S, Mahamerikaria, India. Belegatores: +91-4096 2222/2340; Fext: 2835 6559;
Email: Investor@technocraftgroup.com; Weiterlat: www.technocraftgroup.com.
In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compilance
Officer, on all working days, from Monday to Priday between 11:00 am (IST) to 5:00 pm (IST), at the above mentioned

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK In case of any quary, the shareholders may contact to Unit Inthre India Private Limited, the Registrar and Share Transfor Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holday between 9.30 a.m. and 5.30 p.m. at the following address:

LINK Intime

Unit Intime India Private Limited

C-101, 1st Floor, 247 Parit, Lal Bahadur Shastri Marg, Vikhroll (West),
Mumbal - 400038, Maharashtra, India

Talaghams: +91 810 811 496 Parit +91 -322-4918 6195

Email: technocraft.buyback@iridntime.co.in, Website: www.linidntime.co.in

Certact Parasar Mr. Surrect Deshpende

8EBI Peetstration Names: (N000004056:

MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyls
Systematic Corporate Services L

SYSTEMATIX EGROUP
The Capital, A-Wing, 6th Floor, No. 603-806, Plot No. C-70, G-Block, Bandra-Kurla
Complex (BKC), Bandra (East), Mumbel 400 051, Mahanashtra, India Complex (BKC), Bandra (East), Mumbal 400 051, Maharashtra, India. Talaphana: +91-22-6704 8000 Fax: +91-22-6704 8022

Total phome: + 91-22-01-00
Contact Person: Ms. Jinai Sanghyi
Contact Person: Ms. Jinai Sanghyi

Lita Contact Person: Ms. Jinai

18. DIRECTORS' RESPONSING ITY is: receive reside_ITY
ulation_24(f)(a) of the Buyback Regulations, the Board accepts responsibility for the Information
its Amnouncement and for the Information contained in all other advertisements, circulars, between the Information and the Buyback and continue that the Information
is contain and will contain true, factual and material information and does not and will not oci
information.

Chairman & Managing Director DIN: 08038843 mber 19, 2022 Place: Mumbai.

Se/-Saderahan Kamer Sarat Co-Chairman & Managing Director DBH: 86035799

PUBLIC ANNOUNCEMENT



TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Corporate Identification Number (CIN): L28120MH1992PLC069252

Registered Office: Plot No. 47, "Opus Centre", Second Floor, Central Road, Opposite Tunga Paradise Hotel, MIDC, Andheri (East), Mumbai - 400 093, Maharashtra, India.

Telephone: +91-22-4098 2222/2340; Fax: +91-22-2835 6559; Email: investor@technocraftgroup.com; Website: www.technocraftgroup.com Contact Person: Mr. Neeraj Rai, Company Secretary

SHARES ON A PROCORTIONATE BASIS THROUGH TENDER OFF.

This Public Ammouncement (*Public Ammouncement*, "PAY) is being usuals in relation to the burkneck of the equity shares, solving a beau value of Rs. 16 seek (Rupeac Run with) fully palet up (the "Equity shares"), by Techneurit Industries (India)

Limited (the "Company") from the shareholdard/basefulled universe of the Osepany through the businer offer roots through the development of the Osepany through the businer offer roots through the shareholdard/basefulled universe of the Osepany through the businer offer 19 industries (1985)

Limited (the "Company") from the shareholdard/basefulled and business of the Osepany through the businer of the "SED") shreaked 79 industries 79,000 (1978)

2016 and shreakes SEM/MO/FD/DOR-HE/DEP/P/2021/616 dated August 13, 2021, Invituding any further announcement shreater (the "SEB) (bettern") personant to Regulations (19 of the Securities and Exchange Board of India ("SEB) Payles of Securities) Regulations, 2018 (the "SEB) buyles of the Securities and Exchange Board of India ("SEB) Buyles of Regulations or read with Schedel is the Sepanders of the Securities and Exchange Board of India ("SEB) Buyles of Regulations read with Schedel is the Sepanders of the Sepan

- is certain tables may not conform executy to the total figure given for that column or row.

 DETALL OF THE SIMPLACK OFFER AND BUYBACK PRICE
 The Board of Directors of Technocraft industries (India) Limited (the "Gampase") (the board of directors of the Company hereinefiber referred to as the "Board" or "Board of Directors" which expression shall include any committee constituted and authorised by the Board to exercise its powers), at its meeting held on November 14, 2022 ("Board Meeting") has, subject to the approvals of the shareholders by sway of a special resolution return) a postal balact, pussaurs to the provisions of Article 61 of the Articles of Association ("AbA") of the Company, Sections 88, 89 and 70 and all other applicable and provisions, if any, of the Companies Act, 2013, as arranded ("Bengamase Art"), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable any, approved the buyback of up to 15,00,000 (Fillian Labita only) Equity Shares representing 8.13% of total based and pati-up Equity Share capital of the Company at price of Rs. 1,000/- (Rusee One Throusand only) per Equity Share ("Buyback Other Price"), perpetie in cash, aggregating to Rs. 1,500,000,000/- (Rusee One Hundred Fathy Cross only) ("Buyback Other Stars"), which represents 12,89% and 8.4% of the aggregate of the Company's pati-up capital and fine reserves as per the standations and consolidated suicided financials of the Company's pati-up capital and fine reserves as per the standations and consolidated suicided financials of the Company's pati-up capital and fine reserves as per the standations and consolidated suicided financials of the Company are period as on March 31, 2022 as per the provisions of the Company as on March 31, 2022 as per the provisions of the Company as a period by a decided of the Company have approved the Buyback, by way of a special resolution, through postal balactic of the Company have approved the Buyback, by way of a special resolution, through postal balactic or the Company have

- and represents 6, 13% of the total number of Equity Shares in the paid-up equity share capital of the Company as per its biasts audited thrancial statements as at March 31, 2022.

 The Buyback Offer Size and the Buyback Offer Price do not include taxes payable under income Tax Ad, 1961 and any expenses incurred or the Buyback Viz., brokerage, costs, less, univer charges, taxes such as securities transaction tax and goods and services tax (if arry), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Deste").

 The Buyback is in accordance with Article 51 of the Articles of Association of the Company and Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Ad, and rules framed thereunder, holating the Share Capital Rules and the Marragement Rules, to the extent applicable, Buyback Regulations read with SEBI Circulars and the Sourtiles and Exchange Soard of India (Listing Obligations and Dischause Requitements) Regulations, 2015 ("Listing Regulations"), subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registration of Companies, National Stock Exchange of India Limited ("MBE"), BSE Limited ("BBE") and/or other authorities, institutions or bookes, (together with SEBI, SE, MSE, the "Aspendation Authorities") as may be mescasary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

 The Equity Shares of the Company was listed and traded on NSE and BSE. The Buyback shall be undertaken on a proportionate basis from all the equity shareholders' permitsions of the Company (except any shareholders'), including the promoters and, marrholes of the Promoter Group, who hold Equity Shares as at Docember 30, 2022 (the "Research Date") (such shareholders bein

- as specified in the SEBI Choulans. In this regard, the Company will request NSE to provide the acquisition wholow for facilitating bendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the destignated strock acchange ("MSE").

 The Buyback from the Eighbe Shareholders who are residents outside inclining non-marker Indians, foreign restorate, from the Eighbe Shareholders who are residents outside inclining non-marker Indians, foreign restorate, and be authorities including approvals. If any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("PEMA") and the rudes and regulations framed threatness, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.

 In terms of the SEBI Buyback Regulators, under treater offer outsit, the Promoters and the mambers of the Promoter Group and persons in control of the Company have the option to participate in the Buyback in this regard, members of the Promoter Group and persons in control of the Company, with their kinter died of November 14, 2022 have suppressed that intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that poet the Buyback the Company continues to be in compliance with the minimum public shareholding ("RBI") norms as prescribed under applicable laws. The address of the Company of any directors of the Company except to the scalant or substant in mesked by thernfrom the Company or any directors of the Company except to the scalant or the substant in the Buyback in the Buyback in the Buyback will be made and investment to their respective participation to the scalant or the scalapidation of Buyback in the Foreign participation in the supplication of the Company, and the chaining in calminant accounts, relained samings, each and bank
- A copy of this Public Announcement is available on the website of the Company (www.technocraftgroup.com) and
- A copy of this Public Announcement is available on the website of the Company (<u>www.technocratig.usup.com</u>) and is expected to be available on this website of SEBI (<u>www.sbsindla.com</u>).

 Participation in the Suyback by Eligible Shareholders will trigger tax on distributed income to shareholders in india and such tax is to be discharged by the Company. This may trigger capital gaths taxation in hands of this shareholders intoward country of residence, if outside india. The transaction of Suyback would also be chargeable to securities transaction back in Iridia. In this course, Eligible Shareholders will receive a letter of Offer ("LDF"), which will contain a more detailed note on faculton. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Suyback.

 DIALECTRE/ROBERSHY FOR THE BUYBACK.
- BILESTIME/MEDISATIVE FOR THE BUYNACK.

 The current Buyback is being undertaken by the Company after taking into account for naturning surplus funds to the members in an effective and efficient manner. The Board at its meeting hald on November 14, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the latest evaluable standatons and consolidated audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and considering these, the Board decided to allocate up to Rs. 150,00,00,000/- (Rupees One Hundred Fitty Corres only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will help the Company exhieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value.

 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board has decided to recommend a Buyback of Equity Shares at a price of Rs. 1,000/- (Rupees One Thousand only) per
- Area considering several actions are oriented to the attendance from group countries or the company, the board has decided to recommend a Suphack of Equity Shares at a price of Rs. 1,000-/ (Rupees One Thousand only) per Equity Share for an aggregate amount not exceeding Rs. 150,00,00,000-/ (Rupees One Hundred Pifty Chores only). The Buyback is being undertaken, inter-sit, for the following measons:

 The Buyback will help the Company to return surplus coath to be shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

 The Buyback which is being implemented through the tender offer route as prescribed under the SEBI Buyback
- proportion to their shareholding, thereby, enhancing the overal return to shareholders;

 The Buyback, which is being implemented through the tender offer note as prescribed under the SEBI Buyback.

 Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would besent a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(t)(n) of the SEBI Buyback Regulations;

 The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase.
- increase in snareholders' value, and.

 The Buybeck gives an option to the stereholders holding Equity Shares of the Company, who can choose to participate and get cash in list of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, poet the Buyback Offer, without additional investment. may lead to reduction in outstanding Equity Shares, improvement in samings per Equity Share, and enhalt esturn on equity. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or
- MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYEACK WOULD BE FINAN The maximum amount required for Buyback will not exceed Rs. 150,00,00,000/- (Rupees One Hundred FI
 - The magnitum amount required for Suyback will not exceed his. 150,00,00,0004 (Hupees the Hundred Phy Crores only) (15,00,00 Equily Shares in the total paid-up equily capital of the Company), at a price of Rs. 1,000/- (Rupees One Thousand only) per Equity Share payable in cash for an aggregate amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Rity Crores only), excluding tax psyable under income Tax And, 1681 and any expenses hoursed on the Incursed for the Buyback's. Intermediate's fees, brokerage costs, turnover charges, taxes such as tax on Suyback, securities transaction tax (STT) and goods and services tax (SST) (if any), stamp duly, filing fees to SEBI, stock exchange charges, printing and dispatch excesses. If any obtain comments outbloading accesses. If any only high place to SEBI, stock exchange charges, printing and dispatch expenses, I any, public announcement publication expenses and other incidental and related expenses and of ("Transaction Cases"), which represents 12.89% and 6.40% of the aggregate of the Company's path-up capit free reserves as per the standaions and consolited audited transcists of the Company respectively for the anded as on March 31, 2022 respectively, which is more than 10% of the total paid up equity capital and free re-
- The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (statination survival) and/or such other source as may be parnitised by the SEB Buyback Regulations or the Companies Act. The Company shall transfer from the free reserves, a sum equal to the northal value of the Equity Shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent.
- Business transcess statements.

 The funds borwed, if any, from banks and financial institutions will not be used for purpose of the Buyback BAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE. The EQUITY SHARES AND BASIS OF RRIVING AT THE BUYBACK PRICE. The EQUITY Shares of the Company are proposed to be bought back at a price of Rs. 1,000/- (Rupose One Thousand
- The Equity Shares of the Company are proposed to be bought back at a price of Rs. 1,000/- (Rupose One Thousand only) per share ("Other Price").

 The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE and NSE Ls., the stock suchanges, where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters.
- The Offer Price represents: Premium of 19.88% and 19.83% to the volume weighted average market price of the Equity Share on NSE and BSE

- respectively, during the three months preceding the November 09, 2022 Le. date of inthration to the Stock Exchanges ("Indianation Enter") for the Board Meeting to consider this proposal of the Buyback.

 Premium of 30.47% and 30.77% over the volume weighted average menter price of the Equity Shares on NSE and BSE respectively, for two weeks proceding the intimation Date.

 Premium of 25.45% and 23.53% over the closing price of the Equity Shares on NSE and BSE respectively, as on the
- III.
- Premium of 27.76% and 28.49% over the closing price of the Equity Share on NSE and BSE respectively, as on November 07, 2022, which is a day preceding the date of infirmation to the Stock Exchanges for the Board Meeting
- Premium of 27,78% and 28,48% over the classing price of the Equity Share on NSE and BSE respectively, as on November 07, 2922, which is a day preceding the date of inflimation to the Stock Exchanges for the Beard Meeting to consider the proposal of the Buybsack. The closing market price of Equity Shares of the Company as on the inflimation Date (i.e. November 09, 2022) was Ra. 797.15 and Rs. 899.50 on NSE and BSE respectively. As required under Section 88(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the pati-ulo capital and the reserves after the Sulybackboth on audited standaice thandals statements of the Company as on March 31, 2022.

- the ratio of the aggregate of accured and unsecured debts owed by the Company will not be more then twice the public top capital and her reserves affect the Buyback both on audited standarder financial statements and audited consolidated financial statements of the Company as on March 31, 2022.

 MAXEMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK.

 The Company proposes to buyback upto 15,00,000 (Fitnen Luids only) Equity Shares, (representing 8,13% of the total number of Equity Shares in the paid-up share capital of the Company as per the latest audited financial statements as at March 31, 2022) at the Buyback Prior (Equipse Company as per the latest audited financial statements as at March 31, 2022) at the Buyback Prior (Rupese Come Hundred Rity Crores only).

 METHOD ADOPTED FOR BUYBACK.

 The Equity Shares will be bought back on a proportionate basis from all the Equity Shareholders through the "Tender Offer" method, as prescribed under Regulation 4(b)/(a) of the Buyback Regulations, and, subject to applicable laws, foolitated through the stock exchanges "prescribed under the SEBI Croutians. Please refer to Paragraph 13 below for details regarding the Record Date and shareholders entitierment for tender in the Buyback.

 DETAILS OF THE SHARIEHOLDING AND TRANSACTIONES IN THE EQUITY SHARES OF THE COMPANY.

 The aggregate shareholding in the Company, as on the date of the Board Meeting and the Postal Ballot Notice, Le., November 14, 2022, and the date of the Public Announcement I.a. December 19, 2022, it as follows:

 as on the date of this Public Announcement I.a. December 19, 2022, as as filewer.

		es on the date of and Pestel Ba		as enthe data Amounto	
SE No.	Meres of Shareholder	Humber of Equity Strates Hebi	% of starotoking	Number of Equity Stores Hold	% of shareholding
1.	Ashish Kumar Saraf	5,04,914	2.06	5,04,914	2.06
2	Navneet Kurner Saraf	14,13,082	5.78	14,13,082	5.78
3.	Nidh Saraf	5,43,337	2.22	5,43,337	2.22
4.	Priyania Saraf	5,00,000	2.04	5,00,000	204
5.	Ritu Saraf	1,56,464	0.64	1,56,464	0.64
6.	Shakuritala Saraf	51,69,867	21.13	51,66,867	21.13
7.	Sharad Kurner Saraf	4,06,840	1.88	4,08,840	1.86
8.	Sharad Kumar Madhoprasad Saraf HUF	22,05,368	9.02	22,05,386	9.02
9.	Sudarshan Kumer Saraf	67,94,903	27.78	67,94,903	27.78
10.	Sudarshan Kurnar Madhoprasad Saraf HUF	74,797	0.31	74,797	0.31
11.	Suman Saraf	1,17,332	0.48	1,17,332	0.46
12	Ashrit Holdings Limited	3,80,446	1.58	3,50,448	1.56
	Total	1 22 67 342	74.88	1 82 87 3AB	74.58

Aggregate shareholding of the director(s) of the Promoters, where the promoter is a company and persons in control as on the date of the Board Meeting and postal beliot notice, i.e., November 14, 2022, and the date of the

			as an the dat Mostin Pestal Ball	gand	as on the o	
St. Heres of Director No.	Marse of Promoter/ Premoter Group	Mamber of Equity SharesHeld	% of strateholding	Humber of Equity Shares Held	% of shareholding	
1.	Ashish Kumar Saraf	Ashrit Holdings Limited	5,04914	2.06	5,04,914	2.06
2	Navneet Kumar Saraf	Ashrit Holdings Limited	14,13,082	5.77	14,13,082	5.77
3	Sudarshan Kumar Saraf	Ashrit Holdings Limited	67,94,903	27.78	67,94,903	27.78
4.	Vinodikumar Ramawtar Gadodia	Ashrit Holdings Limited	548	0.00	546	0.00
5.	Mudit Vinod Rantwala	Ashrit Holdings Limited	100	0.00	100	0.00
	Total		87.13.645	38.61	87.13.545	36.61

Aggregate shareholding of the directors and key managerial personnel of the Company, as on the date of the Boa meeting and Postal Ballot Notice, Le., November 14, 2022 and the date of this Public Announcement Le. Decemb

			as on the date of Morting at Postal Ballot I	nd	as on the PublicAnnou	
Sr. No.	Heres of Director	Dasignation	Number of Equity Shares Held	% of shareholding	Harabar of Equily Shares Held	% of shareholding
1.	Sharad Kumar Saraf	Chairman & Managing Director	406,840	1.68	4,06,840	1.86
2	Sudarshan Kumar Saraf	Co- Chairman & Managing Director	67,94,903	27.78	67,94,903	27.78
3.	Navneet Kurnar Saraf	Whole-time Director & CEO	14,13,082	5.77	14,13,082	5.77
4,	Ashish Kumer Saraf	Whole-time Director & CFO	5,04,914	2.08	5,04,914	2.08
5.	Atanu Chaudhary	Whole-time Director	NII	NII	NII	NII
6.	Vinod B. Agarwala	Independent Director	NII	NII	NII	NII
7.	Jagdeesh Mal Mehtz	Independent Director	NII	NII	NII	NII
8.	Vishwarnbhar C. Sarat	Independent Director	NII	NII	NII	NII
9.	Aubrey I. Rebello	Independent Director	NII	NII	NII	NII
10.	Valshall Choudharl	Independent Director	NII	NII	NII	NII
11.	Neeral Rai	Company Secretary	NII	NII	NII	NII
_	Mari I		AL IA SAA	84 84	AL IA HEA	54 54

- | The aggregate number of Equity Shares or other specified securities in the Company were either purchased or soid by the following during a period of ask months proceding the date of the Soard Meeting at which the buyback was proposed and from the date of the Board Meeting at which the buyback was proposed and from the date of the Board Meeting at which the buyback was proposed and from the date of the Board Meeting till the date of the Public Announcement, i.e. December 19, 2022.

 There has been no sale/purchase of Equity Shares by persons mentioned under para 7.1 (a), para 7.1 (b) and 7.1 (c) above during the period of six morties proceding the Soard Meeting Deta I.e. December 19, 2022.

 BITENTION OF PROMOTER AND PROMOTER EROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE

 IN MATRICES.
- IN BUYBACK
 Interns of the SEBI Buyback Regulations, the Promoters and Promoter Group and persons in control have the option
 to participate in the Buyback. In this regard, the Promoters and Promoter Group and persons in control of the
 Company have vibe their letters dated November 14, 2022 expressed that they intend to participate in the Buyback
 and also have undertainen to comply with the MPS requirements even after the Buyback Pursuant to the Buyback
 and depending upon the response to the Buyback (assuming full acceptance) in case there is an increase in voting
 rights of the Promoters and Promoter Group and persons in control beyond 75%, necessary steps will be talen to
 naduce their shambolding in accordance with the provisions contained under Rule 19A of the Securities Contract
 (Regulation) Rules, 1957 and the Listing Regulations.
- The Promoter and Promoter Group of the Company has expressed their intention to participate in the Buyback and they may tender up to a maximum number of Equity Shares as detailed below. 82

SE No.	Name of Shareholder	No of Equity Shures held	Maximum Number of Equity Stares into aded to to price
1.	Ashish Kumar Saraf	5,04,914	5,04,914
2	Namet Kurrer Sand	14,13,082	14,13,082
3.	Nidhi Saraf	5,43,337	5,43,337
4.	Priyanka Saraf	5,00,000	5,00,000
	Ritu Sarat	1,56,464	1,58,464
6.	Shakuntala Saraf	51,69,887	51,69,867
	Sherad Kumar Seref	4,06,840	4,06,840
8.	Sharad Kurner Madhoprasad Saraf HUF	22,05,366	22,05,366
8.	Sudarshan Kumar Saraf	67,94,903	87,84,903
10.	Sudarshan Kurrar Madhoprasad Saraf HUF	74,797	74,797
	Surnan Saraf	1,17,332	1,17,332
12	Ashrit Holdings Limited	3,80,446	3,80,446
	Total	1,82,67,348	1,82,67,348

8.3 The details of the date and price of acquisition/ sale of the Equity Shares by the Promoter, members of the Processing and persons in control of the Company who intend to participate in the Buyback are set out below.

Deln	Notice of Transaction	Face Volus (In Rs.)	Number of Equity 8 harms acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, effect from each etc.)
18.03.1994	Amalgamation	10	37	NII	Other than Cash
01.09.1994	Bonus	10	3,330	NII	Other than Cash
07.10.1994	Bonus	10	16,835	NII	Other than Cash
06.03.2002	Buyback	10	(2,020)	218	Cash
27.06.2002	Buyback	10	(2,727)	238	Cash
06.08.2003	Bonus	10	4,757	NII	Other than Cash
10,03,2005	Bonus	10	20,212	NII	Other than Cash
01.03.2006	Bonus	10	30,318	NII	Other than Cash
23.02.2016	Buybeck	10	(10,899)	270	Cash
01.09.2018	Buyback	10	(5,5/6)	525	Cash
16.04.2018	Transfer (Gift)	10	4,50,847	Nil	Other than Cash
Total			5,04,914	7	

Delle	History of Transportion	Fess Volus (in Rx.)	Humber of Equity 8 Incres required/ (sold)	Issue Pries / Transfer Pries per Equity Share (Re.)	Consideration (Cash, winer time cash siz.)
19.03.1994	Amalgamation	10	25	NII	Other than Cash
01.09.1994	Bonus	10	2,250	NII	Other than Cash
07.10.1994	Borrus	10	11,375	NII	Other than Cash
09.10.1998	Transfer (Gift)	10	307,420	NII	Other than Cash
06.09.2002	Buyback	10	(32,107)	218	Cash
27.06.2002	Buyback	10	(43,345)	238	Cash
08.09.2003	Bonus	10	75,605	NII	Other than Cash
10.09.2005	Borius	10	321,223	NII	Other than Cash
01.09.2006	Bonus	10	481,894	NII	Other than Cash
28.02.2016	Buyback	10	(173,220)	270	Cash
01.03.2018	Buyback	10	(88,625)	525	Cash
18.04.2018	Transfer (Gift)	10	5,50,847	NI	Other than Cash
iotal			14,13,062		

Defin	Return of Transportion	Face Value (In Rs.)	Number of Equity Shares acquired/ (sold)	Insus Price / Transfer Price per Equity Strare (Rs.)	Consideration (Cash, other than cash stc.)
10.10.2001	Transfer (Gift)	10	12,500	NII	Other than Cash
07.02.2009	Buyback	10	(158)	905	Cash
08.03.2009	Bonus	10	3,790	NII	Other than Cash
10,03,2005	Bonus	10	16,141	NII	Other than Cash
01.03.2006	Bonus	10	24,212	NII	Other than Cash
23.02.2016	Buyback	10	(8,704)	270	Cash
01.03.2018	Buyback	10	(4,453)	525	Cesh
22,03,2018	Transfer (Gift)	10	5,00,000	NII	Other than Cash
Iola			5,43,337		

Datu	Nature of Transaction		Humber of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rt.)	Consideration (Cash, other than each ole.)
22.03.2018	Transfer (Glit)	10	5,00,000	NII	Other than Cash
Total			8,00,008		

Data	Hetero of Transposion	Face Value (in Rs.)	Number of Equity Shares sequired/ (sold)	issue Price / Transfer Price per Equity Share (Rs.)	Countration (Cash, other three seah siz.)
17.08.1993	Transfer from Eakklee Metal Crafts Pvt. Ltd	10	50	10	Cash
19.03.1994	Amalgamation	10	25	NII.	Other than Cash
01.09.1994	Bonus	10	6,750	NII	Other than Cash
07.10.1994	Bonus	10	34,125	NII	Other than Cash
06.03.2002	Buyback	10	(4,095)	218	Cash
27.06.2002	Buyback	10	(20,375)	238	Cash
07.02.2003	Buyback	10	(400)	905	Cash
08.03.2003	Bonus	10	4,950	NII	Other than Cash
10.03.2005	Bonus	10	21,030	NII	Other than Cash
01.03.2006	Bonus	10	31,545	NII	Other than Cash
29.02.2016	Buyback	10	(11,339)	270	Cash
01.03.2018	Buyback	10	(5,802)	525	Cash
18,04,2018	Transfer (Glft)	10	1,00,000	NII	Other than Cash
Total			1,56,464		į.

Date	Nature of Transmitten	Face Value (in Rs.)	Number of Equity Shares sequired/ (sold)	Issus Price / Transke Price per Equity Shore (Ro.)	Consideration (Casts, etime time contrate.)
28.10.1992	Subscription to MOA	10	3,450	10	Cash
19.03.1994	Amalgametion	10	75	- 2	Other than Cash
01.09.1994	Bonus	10	317,250	NII	Other than Cash
07.10.1994	Bonus	10	1,803,875	NII	Other than Cash
06.03.2002	Buyback	10	(192,465)	218	Cash
27.08.2002	Buyback	10	(259,828)	238	Cash
11.03.2003	Bonus	10	453,218	NII	Other than Cash
10.03.2005	Bonus	10	1,925,575	NII	Other than Cash
26.02.2006	Bonus	10	2,688,362	NII	Other than Cash
29.02.2018	Buyback	10	(1,038,377)	270	Cesh
01.03.2018	Buyback	10	(5,31,268)	525	Cash
Total			51,69,867		9

Date	Hatare of Transaction	(in Re.)	Humber of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	Gessideration (Cash, other then cash etc.)
19.03.1994	Amalgamation	10	78	NII	Other than Cash
01.08.1994	Bonus	10	7,020	NII	Other than Cash
07.10.1994	Bonus	10	35,490	NII	Other than Cash
05.01.1998	Transfer	10	17,815	10	Cash
06.03.2002	Buyback	10	(6,040)	218	Cash
27.06.2002	Buyback	10	(8,155)	238	Cash
07.02.2003	Buyback	10	(818)	305	Cash
11.03.2003	Bonus	10	13,972	NII	Other than Cash
10.03.2005	Bonus	10	59,362	NII	Other than Cash
28.02.2006	Bonus	10	89,043	NII	Other than Cash
18.11.2008	Open Market	10	7,395	22	Cesh
19,11,2008	Open Mariest	10	6,891	23	Cash
20.11.2008	Open Market	10	2,077	23	Cash
21.11.2008	Open Market	10	672	23	Cash
28,11,2006	Open Mariest	10	85,000	27	Cash
28.01.2009	Open Market	10	15,000	23	Cash
26.01.2009	Open Market	10	5,000	23	Cash
29.01.2009	Open Market	10	25,000	23	Cash
30.01.2009	Open Market	10	25,000	22	Cash
08.02.2008	Open Market	10	24,800	23	Cash
04.02.2009	Open Market	10	24,999	23	Cash
06.02.2009	Open Market	10	13,479	23	Cash
11.08.2015	Transmission-Partition of HUF	10	107,281	NII	Other than Cash
29.02.2016	Buyback	10	(81,714)	270	Cash
01.03.2018	Buyback	10	(41,807)	525	Cash
Total			4,06,849		No.

Orin	History of Transportion	Fece Value (in Rx.)	Humber of Equity Shares acquired/ (sold)	Isaus Price / Transfer Price per Equity Share (Fiz.)	Comideration (Gush, etime time cosh etc.)
28.10.1992	.1992 Subscription to MOA 10 1,475		10	Cash	
01.09.1994	Bonus	10	132,750	NII	Other than Cash
07.10.1994	Bonus	10	671,125	Nil	Other than Cash
05.01.1996	Transfer	10	(17,815)	10	Cash
06.03.2002	Buyback	10	(66,086)	218	Cash
27.08.2002	Buyback	10	(83,370)	238	Cash
11.03.2003	Borius	10	199,334	199,334 NII	
10.03.2005	Bonus	10	821,413	821,413 NII	
28.02.2006	Bonus	10	1,232,120	1,232,120 NII	
23.02.2016	Buyback	10	(442,951) 270		Cash
01.03.2018	Buyback	10	(2,26,629) 525		Cash
Total			22,08,366		

Date	Hatare of Transportion	Face Value (Is Rs.)	Number of Equity Shares acquired/ (sold)	lesus Price / Transfer Price per Equity Share (Rs.)	Consideration (Cash, other than coah otc.)	
28.10.1992	Subscription to MOA	10	3,450	10	Cash	
19.03.1994	Amalgamation	10	63	NII	Other than Cash	
01.09.1994	Bonus	10	316,170	NII	Other than Cash	
07.10.1994	Bonus	10	1,598,415	NII	Other than Cash	
16.02.1998	Rights Issue	10	830,888	10	Cash	
09.10.1999	Transfer (Gift)	10	(307,420)	NII	Other than Cash	
06.03,2002	Buyback	10	(244,157)	218	Cash	
27.06.2002	Buyback	10	(331,486)	238	Cash	
07.02.2003	Buyback	10	(1,080)	305	Cash	
11.03.2003	Bonus	10	574,038	NII	Other than Cash	
10.03.2005	Bonus	10	2.438.901 NII		Other than Cash	
28.02.2006	Bonus	10	3,858,351 NII		Other than Cash	
18.11.2008	Open Market	10	7,112 22		Cash	
19,11,2008	Open Market	10	8,449 23		Cash	
20.11.2008	Open Market	10	2,460 23		Cash	
21.11.2008	Open Market	10	13 23		Cash	
24.11.2008	Open Market	10	1 23		Cash	
26.11.2008	Open Market	10	65,742 27		Cash	
28.01.2009	Open Mariet	10	5,000 23		Cash	
28.01.2009	Open Market	10	15,498 23		Cash	
29.01.2009	Open Market	10	25,000 23		Cash	
30.01.2009	Open Market	10	24,594 22		Cash	
08.02.2009	Open Market	10	25,000 23		Cash	
04.02.2009	Open Market	10	24,500 23		Cash	
08.02.2009	Open Market	10	11,132 23		Cash	
11.08.2015	Transmission-Partition of HUF	10	1,07,280 NII		Other than Cash	
29.02.2016	Buyback	10	(13,64,768)	270	Cash	
01.03.2016	Buyback	10	(6,98,261)	525	Cash	
Total			67,94,903			

Defin	Nature of Transaction	Fran Vulus (In Ho.)	Number of Equity Shares acquired/ (sold)		
28.10.1992	Subscription to MOA	10	50		
19.03.1994	Amalgametion	10	1	NII	
01.09.1994	Bonus	10	4,590		
07.10.1994	Bonus	10	23,205		
06.03.2002	Buyback	10	(2,785)		Cash
27.06.2002	Buyback	10	(3,759)	238	Cash
11.03.2009	Bonus	10	6,557	NII	Other than Cash
10.03.2005	Bonus	10	27,859 NII		Other than Cash
28.02.2008	Bonus	10	41,788 NII		Other than Cash
23.02.2016	Buyback	10	(15,023) 270		Cash
01.03.2018	Buyback	10	(7,686) 525		Cesh
Total			74.797		

07.10.1994 Bonus Other than Cash 28 02 2006 Bonus Other than Cash 23 565 1.03.2018

Date Status of Face Value Number of Equity Issue Price / Consideration						
use	Tramaction	(in Rs.)	Ebares sequired/ (sold)	Transfer Price per Equity Share (Rs.) 494.00	(Cash other than cash etc.)	
06.07.2018	Market Purchase	10	685			
09.07.2018	Market Purchase	10	469	454.00	Cash	
12.07.2018	Market Purchase	10	7,020	494.93	Cash	
13.07.2018	Market Purchase	10	239	495.00	Cash	
19.07.2018	Market Purchase	10	6,897	495,00	Cash	
20.07.2018	Market Purchase	10	16,800	495.00	Cash	
23.07.2018	Market Purchase	10	516	492.00	Cash	
25.07.2018	Market Purchase	10	352	492.00	Cash	
23.08.2018	Market Purchase	10	337	496.00	Cash	
24.08.2018	Market Purchase	10	507	495.00	Cash	
28 08 2018	Market Purchase	10	112	490.00	Cash	
08.10.2018	Market Purchase	10	37	495.00	Cash	
04.06.2919	Market Purchase	10	13,000	460.20	Cash	
12.06.2019	Market Purchase	10	124	437.89	Cash	
12.06.2019	Market Purchase	10	729	42.00	Cash	
19.06.2019	Market Purchase	10	25,184	434.96	Cash	
20.08.2019	Market Purchase	10	877	300.00	Cash	
21.08.2019	Market Purchase	10	31	300.00	Cash	
22.08.2019	Market Purchase	10	1,65,106	299.99	Cash	
18 12 2019	Market Purchase	10	14,732	280.58	Cash	
30.12.2019	Market Purchase	10	1,467	260.00	Cash	
02.03.2020	Market Purchase	10	454 285.59		Cash	
03 03 2020	Market Purchase	10	10,052 279.50		Cash	
04.03.2020	Market Purchase	10	2.318 261.22		Cash	
05.03.2020	Market Purchase	10	777 284.86		Cash	
06 03 2020	Market Purchase	10	1.854	254 09	Cash	
09 03 2020	Market Purchase	10	5,299	283.11	Cash	
11.03.2020	Market Purchase	10	3.753	263.95	Cash	
12.03.2020	Market Purchase	10	43,758	279.47	Cash	
13.03.2020	Market Purchase	10	36,645 265.40		Cash	
16.03.2020	Market Purchase	10	272 250.00		Cash	
17.03.2020	Market Purchase	10	7,063 240.00		Cash	
18 03 2020	Market Purchase	10	12,985	230.00	Cash	
Total			3,80,445			

NO DEFAULTS

tre are no defaults subsisting in the resevenent of any deposits (including interest payable thereon), redemption f debentures or preference shares, payment of dividend or repayment of any term loans to any shareholder or financial institution or banking company (including interest payable thereon), as the case may be CONFIRMATIONS FROM COMPANY AS PER THE PROVISIONS OF SEBI BUYBACK REGULATIONS AND COMPANIES

The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of expiry

The Company shall not assue any Equity Shares or other securities (including by way of bonus) till the date of expiry of the Buyback period. The Company shall not raise further capital for a period of one year, from the expiry of the Buyback period, except in discharge of subsisting obligations.

The Company shall not subsisting obligations of the Company shall not subsisting obligations are stated on the state of the Buyback is made. The Company shall not subspack locked-in shares and non-transferable shares or other specified securities become transferable. The Company shall not subspack locked-in shares and non-transferable shares or other specified securities become transferable. The Company shall transfer from its free reserves a sum equal to the norminal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve Account and the debt at of such finantier shall be disclosed in its subsequent audited financial statements. The Company continues there are no defaults subsisting in repayment of disposits or interest thereon, indemption of debentures or interest thereon or indemption of preference shares or payment of dividend or repayment of any family shall be subsisted or instancial statements. The Company shall not be subsidied or financial institution or takeng commany, as the case may be at the Equity Shares of the Company are fully paid-up.

The Company shall not buyback the Equity Shares from any person through negotiated deal weighter on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback. There is no periodicy of any scheme of arrangement in or compensation or arrangement pursuant to the provisions of the Act as on false;

The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the The ratio of the aggregate of secured and unsecured octors owed by the Company shall not be more train twice the paid-up Equity Share capital and free reserves after the Buyback board on per the standatione and consolidated audited financials of the Company for the year ended as on March 31, 2022 of the Company; and The Company shall not desertly or indirectly purchase its Equity Shares through any submidiary companies or through any investment company or group of investment companies.

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

CONFIRMATION SY THE BOARD OF DIRECTORS OF THE COMPANY
The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the Company and that they have berind the opinion.
Immediately following the date of the Board meeting, and the date on which the result of Members resolution passed by way of Postal Bollot (*Postal Bollot Resolution*) and the declined approving the Boylack, there will be in originated to which the Company is prospects for the year immediately following the date of the Board Meeting approving the Boylack are well as for the year immediately following the date of Postal Bollot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its labelities are and when they tall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of Postal Bollot Resolution; in forming an opinion as storiesald, the Board has taken into account the tabilities (including prospective and confingert liabilities), as if the Company was being wound up under the provisions of the Companies Act. 2013/imsolvency and Barksuptoy Code. 2016 as armended from time to fame, as applicable.

REPORT BY THE COMPANY'S STATUTIOR YAUDITOR.

REPORT BY THE COMPANY'S STATUTORY AUDITOR The tent of the Report dated November 14, 2022 of Mis. M. L. Sharms & Co. the Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below.

Quate ovember 14, 2022

Technocraft Industries (India) Limited.

Plot No. 47, Opus Centre', Second Floor, Central Fload, MIDG, Opposite Tunga Paradise Hotel, Andheri (East), Mumbal 400093

Anotheri (East), Marrobal 400003 |
Dear Sirs Andadim.

Re: Statutory Auditors: Report in respect of proposed buy back of Equity Shares by Technocraft Industries (India) |
Limited (the Company) in terms of claume (x) of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) |
Pleas Report is insued in accordance with the terms of our engagement letter dated 07" November, 2022. The Board Of Directors of Technocraft Industries (India) Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on 14" November, 2022, in pursuance of the provisions of Section 86, 69 and 70 of the Company at its meeting held on 14" November, 2022, in pursuance of the provisions of Section 86, 69 and 70 of the Company at its meeting held of 14" November, 2022, in pursuance of the provisions of Section 86, 69 and 70 of the Company at its meeting held of 14" November, 2022, in pursuance of the provisions of Section 86, 69 and 70 of the Company at its meeting held of 14" November, 2022, in pursuance of the provisions of Section 86, 69 and 70 of the Act (Annexuse 4") as a 15 ta March, 2022 (Internation efforts of the Company in the Statement I have been recognitive of the Management of the Company and International Provisions of Section 86, 69 and 70 of the Act and SEBI Buy-back Regulations. It is responsibility includes the design, implementations and contribution of the Statement in accordance with Section 86(2) of the Act and singularized and of the Company including the preparation of the Statement in accordance with Section 86(2) of the Act and singularized provisions of the Company contribution of the Statement and applying an appropriate basis of preparation, and making ottimates that are reasonable in the circumstances.

The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to forman opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be reinfered insolvent without period of one year fronthe date of the Soard meeting at which the proposal for teleplack was approved by the Board of Directions of the Company and informing the opinion. It has basen into account the labilities (including prospective and contingent labilities) as if the Company were being wount up under the provisions of the Act or the Insolvency and Bankruptor Code 2016. Further a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Companies Act and the SEBI Buyback Regulations.

Auditors' Responsibility

absolution to the state of attains of the Company in relation to the annual audited standardne and corrolled we have inquired into the state of attains of the Company in relation to the annual audited standardne and corrolled financial statements as at \$1.5 March, 2002 which was adopted by the Members of the Company at the Annual Genes Meeting field on 25° 5 optionible, 2002. The annual controlled in Annual Company is a state of the Company at the Annual Genes the amount of permissible capital payment as stated in Annual Company and the Annual Company the amount of permissible capital payment as stated in Annual Company and the Annual Company the Annual Company of the Annual Company the A

Seard of Directors of the Company, in their Meeting held on 1.4" November, 2022 has formed the opinion as offed in Clause (v) of Schedule I to the SEBI Suyback Regulations, on reasonable grounds that the Company will having regard to its stalle of affairs, be rendered impolvent within a period of one year from the aforesaid date with aid to the proposed buyback are declared. ment involves parforming procedures to cottin sufficient appropriate evidence on the above reporting

Our engagement involves performing procedures to octain sufficient appropriate evolutions on the above reporting. The procedures selected depend on the audior's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures: Examined that the amount of permissible capital payment (including premism) for the buy back as detailed in Anexime A is in accordance with the provisions of Section 68(2) of the Act. Examined sufferioration for buyback from the Articles of Association of the Company, Inquired into the state of affaces of the Company with reference to the audiest distributions francial statements for the logiciest into the state of affaces of the Company with reference to the audiest distributions.

ified the arithmetical accuracy of the amounts mentioned in Annexure A;

Verified the antimetical accuracy of the amounts mentioned in Atoneure A; Examines the Bisand of Directors, declarations for the purpose of buyback and solvency of the Company, and Ottained appropriate representations from the Management of the Company. The audited standardors are considered for this purpose of this report, have been audited by Mis. Dheraj & Dieeraj, on which they have issued an unmodified audit opinions wide their report, have been audited by Mis. Dheraj & Dieeraj, on which they have issued an unmodified audit opinions wide their report dated 2° May, 2022, as stated in the Auditors Report, the audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative procouncements issued by the institute of Chartered Accountants of India. These Standards also require that auditors plannand perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We have relied on the Report issued by Mis. Dhinaj & Dheraj.

We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Charteres Accountants of India. The Guidance Note requires that we comply with the etihical requirements of the Gode of Ethics issued by the Institute of Charteres of India. We have complied with the relevant applicable requirements of the Gode of Ethics issued by the Institute of Charteres of India. We have complied with the relevant applicable requirements of the Gode of Ethics issued by the Institute of Charteres of India. We have complied with the relevant applicable requirements of the Gode of Ethics Standard and Quality Control (SQC) 1, Quality Control for Parms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Gorvices engagements.

tion for visits and supported the second of the second of

Based on inquiries conducted and our examination as above, we report that

We have injuried into the state of affairs of the Company in relation to its annual audited standations and consolidated financial statements as at and for the year ended 35" March, 2022, which have been approved by the Board of Directions at board meeting and Members of the Company at the Annual General Meleting bed on 25" May 2022 and on 26" September, 2022 respectively. The amount of permissible capital payment (including premium) towards the

proposed buy tack of equity shares as computed in the Statement attached herewith, as American A, in our view has been properly determined in accordance with Socion 68 (2)(c) of the Act, Regulation 4(i) of the SEBI Buyback Regulations. Repulation 5(ii)(b) of the SEBI Buyback Regulations. The Board of Directors of the Company, in their meeting held on 14" November, 2022 has formed opinion as specified in clause (x) of Schedute I to the SEBI Buyback Regulations, on relaxonable grounds that the Company having regulat to its state of affairs, will not be mostered secolvent (as defined in management exponsibility above) within a period of one year from the date of passing the Board Resolution dated 14" November, 2022.

Restriction on use
This report has been issued at the request of the Company solely for use of the Company (i) in connection with the
proposed buylanck of equity sharters of the Company is immitted in paragraph 2 above. (ii) to enable the Board of
Directors of the Company to include in the public announcement and other documents pertaining to buylanck to be
sent to the sharehelders of the Company or to be falled with (i) by Registrar of Companiers. Securities and factoring
Board of India, stock exchanges and any other regulatory authority as per applicable law in India and (b) the Central
Depository Services (India) Limited, Naiorial Securities Depository Limited and (iii) can be shared with the merchant
benive(s) involved in connection with the proposed buyback of equity shares of the Company to orward submission
to SEBI, stock exchanges and 7 or any other regulatory authority as required under the law in India, and may not be
suitable for any other purpose. This report tracked not be used for any other purpose without our prior written connect.
Accordingly, we do not accept or assume any liability or any duty of care for any other purpose are to any other person
to whom this certificate is shown or into whose hands it may come without our prior consent in writing.
FORM IL. SHARMA & CO.

FOR M. L. SHARMA & CO. ED ACCOUNTANTS FIRM REG. NO. 109963W (VIKAS L. BAJAJ) UDIN - 221049828DBWMD6796 Place of Signature : Mumbai Date : 14th November 2022

Annexure A - Statement of permissible capital payment (including premium

Computation of amount of permissible capital payment (including permium) profession (including permium) computation of amount of permissible capital payment (including permium) lowereds buyback of early states of Technocra industries (india). Limited in accordance with provisio to Section-68(2) of the Companies Act. 2013 (the "Act") and Regulatic 4(1) and provisio to Regulation Sciiglo of the Sciigle Buyback Regulations (the "Statement"):

Particulors as on 31° March, 2022		Amount extracted from the latest audited standalone financial statements as at \$1" March, 2022	Amount extracted from the talest audited sometidated financial statements as at 31 ff March, 2022
Paid up Equity Share Capital (2,44,61,667 shares of Rs. 10/- each)	A	24.46	24.46
Free Reserves:			
Profit and loss account balance		1,018,81	3,166.66
Securities Premium		0.00	459.12
General reserve		121.57	136.32
Total Free Reserves	- 8	1,140.38	1,762.10
Total paid up capital and free reserves	C=A+B	1,164.84	1,786.56
Maximum amount permissible under the Act/ Buyback Regulations with Shareholder approval - 25% of total paid-up eguity capital and free exerves.	C*25%	291.21	446.64
Maximum arrount permissible under the Act/ Buyback Regulations with Board approvat- 10% of total paid-up equity capital and free esserves.	C*10%	116.48	176.66

Sd/-Ashish Kumar Saraf licer and Whole-time Director Chief Financial O DIN: 60035549 Date: November or 14, 2022

RECORD DATE AND SHAREHOLDER ENTITLEMENT

As exquired under the SEB Blogack Regulations, the Company has fixed **December 30**, 2022 as the **Record Date** for the purpose of determining the entitlement and the names of the Eligible Shambolders. In discussion, the company of the Eligible Shambolders will receive a lettle of Office in pistion to the Suprack ("Letter of Office" or "LOF").

in due course. Eligible Shamholders will receive a Letter of Other in institute for the Buydack ("Letter of Other "o "Lot") along with a fender ofter form indicating the entitlement of the Buydack in Shamholders for participating in the Buydack. The Equity Shames proposed to be brought back by the Company, as a part of Buydack is divided into two categories reserved category for Small Shamholders (defined under Regulation 2(f)(n) of the Buydack Regulations as a shameholder, who holds alwares or otherspecified securities whose market value, on the basic of closing price on the recognized shock sechange registering the highest trading volume, as on Record Date, is not more than Ris. 2.00.000.

(Rupees Two Lakh only); and the general category for all other shareholders, and the entitlement of a shareholder in each category shall be

(Ricipes I Wo Lakh only); and the general category for all other shareholders, and like entitlement of a shareholder in such category shall be calculated accordingly.

In accordance with Regulation 6 of the Buyback Regulations, 15% (fitneen percent) of the number of Equity Shares which Company proposes to Buyback consistency of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is trained to the service of the Small Shareholders as part of this Buyback.

Based on the hareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder is on the Record based on the number of Equity Shares heals by the respective Eligible Shareholders as on the Record based and the respective of Equity Shares the Company will determine the entitlement of Equity Shares heals by the respective Eligible Shareholders and the Equity Shares tendered. Accordingly, in the evert of the overall response to the Tender Other being in access of the Buyback Other Size. the Company way on purchase at the Equity Shares tendered by the Eligible Shareholders, over and above their extitientment.

After accepting the Equity Shares tendered on the bases of the entitlement, the Equity Shares left to be bought back if any in one category shall first be accepted. In proportion to the Equity Shares tendered over and above their entitlement in the other by the Eligible Shareholders with multiple derival accounts/folios do not receive a higher entitlement under the Small Shareholders with a common permanent accounts/folios do not receive a higher entitlement under the Small Shareholders with a common permanent accounts/folios do not receive a higher entitlement under the Small Shareholders with a common permanent accounts/folios do not receive a higher entitlement under the Small Shareholders with a common permanent account another ("PANI") or determining the colory of Small Shareholder and veloce t

and where the PANs of all plant shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Eguty Shares ned in such cases where the name of joint shareholders notified advention in case of Eligible Shareholders notified polysical shares, where the sequence of PANs is identical many advention of the Shareholders are where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of

where the RNIs of all joint strateholders are not available. The Registrar to the Buyback will choose the security where the RNIs of all joint strateholders are not available. The Registrar to the Buyback will choose the security of the s Brence in the acceptance of one Equity Share. If such Small Shareholders have rendere onal Equity Shares

for additional Equity Shares.

13.10 The Equity Shares tendened as por the entitlement by Eligible Shareholders as well as additional Equity Shares.

13.11 Detailed Instructions for participation in the Buyback (Tender of Equity Shares in the Buyback) as well as the relevant.

13.11 Detailed Instructions for participation in the Buyback (Tender of Equity Shares in the Buyback) as well as the relevant.

Instruction will be included in the Lotter of Otter which will be sent in due course to the Eligible Shareholders as on Record Date and the Company shall comply with the SEBI circular No. SEBICIPICE/DIDENT/CIRCIP

No. SEBUHO/CFO/DCR2/CIR/P/2020/139 dated July 27, 2020, as applicable. PROCESS AND METHODOLOGY TO BE ADDITION THE BUYBACK.

The Buyback is open to all eligible shareholders, i.e., the Buyback is open to all eligible shareholders be shareholders who on the Record Date were holding E-Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were no Equity (Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eli-Shareholders"). Additionally, the Buyback shall, subject to applicable laws, to be facilitated by tendering of E-Shareholders and settlement of the same, through the stock exchange mechanism as specified in SEBI Circulars.

SEBI Circulans.

The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CRN/GD/POLICYCELL/1/2015 cated April 13, 2015, circular no. CRN/GD/POLICYCELL/1/2015 to a control of the Companies of the Companies Act and the SEBI Suyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee authorised by the Board to exercise its province of the Companies Act and the SEBI Suyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee authorised by the Board to exercise its powers in relation to the Buyback Regulations.)

red broker ("Company's Broker") to facilitate the process of tendering of Equity Strares th for the Burback and through whom the purchases and settle

The contact details of the Company's Eroker are as follows

Systematix Shares and Stocks (India) Limited
The Capital, A-Wing, No. 603-606, 6th Floor, Pict No. C-70, G-Block,

Bandra-Kurla Complex, Bandra (East), Mumbal 400 (51, India Telephone: +91-22-8619 8000 Fax: +91-22-8619 8029

Email: compliance@systemtatignoup.in: Westernatisgroup in: Control Research Compliance@systemtatisgroup.in: Westernatisgroup in: Control Person: Mr. Dillip Goyal, SEBI Registration Number: NZ000171134

This Company will request NSE to provide the separate acquisition Window ("Aequisition Window") to facilitate placing of set orders by Eligible Sharevolces who wish to bender Equity Shares in the Buystack NSE will be the designated Stock Exchange for the purpose of this Buystack. The details of the Acquisition Window will be specified by the NSE firms three to be the

signated shock exchange our line purposes the Equity Shares will be placed in the Acqualition Window by Eligible may the fendering period, the order for selling the Equity Shares will be placed in the Acqualition Window by Eligible serboldes: through their respective shock broker(s) ["Seller Member(s)"] during normal trading hours of the condary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical m. In the lendering process, the Company's Broker may also process the ceders received from the Eligible members. noticers.

event the Seller Member(s) of any Eligible Shareholder is not registered with NSE as a lirading member/ stock.

is event the Seller Membergs) of any Eligible Shareholder is not registered with NSE as a litading member stock, than that Eligible Shareholder com approach any SSE registered stock broker and can register themselves ining quick unique client code ("UGC") facility through the registered stock broker can client expenditude by such registered stock broker in compliance with applicable level. In case the Eligible Shareholders make the stock through any other registered broker. Eligible Shareholders may approach pany is Broker i.e., Systematic Shures and Stocks (India) Limited to place their bids, subject to completion of requirements as required by the Company's Broker.

Modification/carcellation of orders and multiple tolds from a single Eigible Shareholder will be allowed during the endering period of the Buytasck. Multiple bids made by a single Eigible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the

Trading session and will be updated at specific intervals during the tendering period.

Further, the Company will not accept faulty's Thares tendered for flusteds which are under restraint order of the court any other company will not accept faulty's Thares tendered for flusteds which are under restraint order of the court any other company and tendered for flusteds which are under respect of schools or other court any other company and the duplicate share certificates have not been issued.

ther due to such request being under process as per the provisions of law or otherwise, recedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized torus:

Procedure to de showed by Engline Santeholders revolving Equily States in demandratizate form, and Engline Statesholders who desire to tender their Equity States held by them in demandratizate form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tander under the Buyback to their Seller Member by indicating the details of Equity Shares they intend to tander Equity Shares in the Buyback to their Seller Member by indicating the English Snareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Shock Exchange (NSE). For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchange and Indian Clienting Corporation Lambdo and the National Securities Cilering Corporation (collectively referred to as "Glearing Corporation Exchange Control of the Control of the Control of Con

The details and the settlement number under which the figh will be marked on the Equity Shares tendered for th Suyback will be provided in a separate circular to be assued by the Stock Exchanges and/or the Cleaning Corporation Suptack will be provided in a separate circular to be issued by the Stock Exchanges and/or the Cleaning Corporation. The lies not ble marked by the Seller Member in the demtal account of the Elipible Snaezholder bot the shares tradered in tender ofter. Details of shares marked as lien in the demtal account of the Elipible Snaezholder shall be provided by the depositioner to Charming Consortion. In case, the Snaezholders demtal secount in held with one cepository and clearing member pool and Clearing Corporation Account in held with other depository, shares shall be blocked in the shareholders demtal account at source depository during the tendering period, intel depository sharing rater. [1977] instructions shall be instituted by the shareholders at source depository clearing removed. Clearing Corporation account at farget depository. Source depository shall block the shareholder's securities (i.e., transfers from these balance to slocked belance) and send IDT message to target depository for confirming creation of leaning Corporation.

of lean. Details of shares blooked in the shareholders derival account shall be provided by the target depository to the cleaning Corporation.

For custodian participant orders for derivat Equity Shares, early pay-in is manetatory prior to confirmation of order by custodian. The custodian participant ishall either confirm or reject the orders not later than the closing of trading fours on the fast day of the tendering period. Thereaffer, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned selling member shall revolve the custodian application participant orders. Order modification by the concerned selling member shall revolve the custodian application for confirmation. Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Sign (*TRS**) generated by the exchange bidding systems to the Eighbe Starsholder on whose behalf the bid has been placed. The TRS will contain the details of the coder submitted like bid if mumber, application number, DPID, client ID, number of Eighby Shares incolored at the coder submitted like bid in mumber, application number, DPID, client ID, number of Eighby Shares incolored at the company.

ered etc. In case of non-receipt of the completed tender form and other documents, but fien marked on Equity hares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have

is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidden system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares a

The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active an

system, the Buydack shall be diermed to trave been accepted, for Eligible Shareholders holding Equity Shares in cernal form.

The Eligible Shareholders will have to crosure that they keep the depository participant ("IDF") account active and updated to receive credit renature due to the congress of Buydack of shares by the Company. The Buydack from the Eligible Shareholders will not be to acceptance of Buyback of shares by the Company. The Buydack from the Eligible Shareholders who are residents outside India including foreign occapitate bodies including established the state of breign nationality. If any, shall be subject to the Foreign Exchange Management Act. 1998 and rules and regulations trained threeworks any, shall be subject to the Foreign Exchange Management Act. 1998 and rules and regulations trained threeworks. In applicable, and to subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned administration live in the subject of the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned administration live in the subject of the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned administration in the subject of the receipt provision by such the foreign Exchange Management Act, 1998 and rules and regulations trained threat makes in the foreign Exchange Management Act, 1998 and rules and regulations trained threat makes in the foreign Exchange Management Act, 1998 and rules and regulations from the foreign Exchange Management Act, 1998 and rules are regulated to the subject of the foreign Exchange Management Act, 1998 and rules are regulated to the subject of the foreign Exchange Management Act, 1998 and rules are required to the foreign Exchange Management Act, 1998 and rules are required to the foreign Exchange Management Act, 1998 and rules are required to the foreign Exchange Man

reholders holding physical Equity Shares should note that physical Equity 5 hares will not be issess the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buylack by the Company shall be soliped to verification as per the Buylack Regulations and any further directions assued in this negard. The Registrat for the Buylack will verify such bids based on the documents submitted on a daily basis and fill such verification, the NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buylack

It such verification, the NSE shall display such bids as unconformed physical bids. Once Registrar to the Bisyback confirms the bids, they will be treated as confirmed bids and despayed on the Stock Exchange weeds. In case any Eligible Shareholder has submitted Egulys Shares in physical form for demandation, such Eligible Shareholder has submitted Egulys Shares in physical form for demandation, such Eligible Shareholder holders should ensure that the process of getting the Egulty Shares demandation of the Bisyback will be submitted by submitted by submitting the duty securified transfer deed for framed of the tendency period of the Bisyback. An unregisted shareholder holding Equity Shares in physical form may also tender there Egulty Shares in the Suptack by submitting the duty excutated transfer deed for frameder of shares, such exchanged prior to the Record Date, in their name, along with the other form, copy of their RAN card and of the person from whom they have purchased chares and other relevant documents as required for transfer, it any.

RETHOUR STILLEMENT

METHOD OF SETTLEMENT

1 tigon involution of the basis of acceptance as per SEBI Buyback Regulations.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the suppose to the Clearing Corporation's bare accounts as per the greeched schedule. For Equity Shares accounts on the Buyback, the Clearing Corporation's will make direct runds payout to respective Fligible Shareholders. If the Eigible Shareholders is the Eigible Shareholders will never account of each transfer account to orward transfer host runds transfer instruction is rejected by RBU tark. Que to any mason, then such funds will be transferred to the concerned Seler Member's settlement account for orward transfer to such Eligible Shareholders.

For the Eligible Shareholders holding Squity Shares in physical form, the funds pay-out would be given to their inspective Eligible Shareholder's account.

scase of certain client types viz. NRI. foreign clients etc. (where there are specific RBI and other regulator In case of certain clerif types viz. Net. Acregin clerif set, vener there are species the and other regulation requirements pertaining for funds pay-out; who do not opt to settle through custodians, the funds special veiled be given to their respective Selling Member's settlement accounts for releasing the same to the inspective Eligibia Shaeholder's account. For this purpose, the clerif type defauls would be collected from the depositories, whereas Linds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account or the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation.

The Eligible Shareholders of the Dernat Shares will have to ensure that they keep the depository participant ("DP"

From Intre to time.

The Eligible Shareholders of the Dernat Shares will have to ansure that they keep the depository participant ("DP") account active and unblocked.

Betalts in respect of shareholder's antiferment for tender offer process will be provided to the Clearing Corporation by the Company or Register to the Buyback. On require of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the dental account of the shareholder. On settlement date, all blocked shares inentined in the accepted bid will be transferred to the Clearing Corporation, the case of Inter depository, Clearing Corporation will cancel the excess or unaccepted shares in larged depository, further, interest of Inter depository, Clearing Corporation will cancel the excess or unaccepted shares in larged depository, Further, interest of IDT message shall be sant by harped depository either based on cancellation register received from Clearing Corporation or automatically generated after matching with bid accepted detail as neceived from the Registers to the Buyback Post receiving the IDT message formitanged depository, source Depository vill cancel/release excess or unaccepted block shares in the demtal account of the shareholder. Post completing or interesting pointing the required block shares in the demtal account of the shareholder. Post completing or interesting pointing the required processory shall debt the securities as per the communication/reseage received from larged depository to the desired of accepted bid shares from shareholder's demail account and credit is to Clearing Corporation settlement account in larged depository on settlement date.

Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders share account on the Shareholder's Benarie account of the Company is sufficient to the Buyback by the Gody Shares acceptance freects to the General account of the Company opened for the Buyback by the Gody Shareholders who interest the death

Rigible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for cetals of any cost, applicable taxes, charges and expenses (including prokings) etc. that may be levied by the Seler Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market harsaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokenage) and the Manager to the Suyback and Company accepts no insponsibility to bear or pay such additional cost, charges and expenses (including brokenage) and the Manager to the Suyback. The Dempary is Bisser would also contract note to the Company for the Equity Shares accepted under the Suyback. The Dempary's Bisser would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

In Beller Member(s) would sause contract note and pay the consideration for the Equity Shares accepted under the Suyback. The Dempary's Bisser would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

In Beller Member(s) the Company is Bisser would also issue a contract note to the Company for the Equity Shares accepted on the Buyback and the Company benefit and the Equity Shares hought book and accepted in Journal will be estinguished in the manner and following the procedure prescribed in the Buyback Regulations.

COMPLIANCE OFFICER

d the following as the Compliance Officer for the Buyback Mr. Steeral Rui

Mc Rembary res.
Company Secretary, Membarahip No. F6855
Sechiocara Industries (India) Limited
Sechiocara Industries (India) Limited
Per No. 47 "Opic Centre", Second Hoor. Central Road. Opposite Tunga Paradise Hotel, MIDC, Ancheri (East).
Mumbai - 400095, Maharashtra, India, Teleghonet - 91-4098 2222/2340; Fax: 2835 8559;
Mumbai - 400095, Maharashtra, India, Teleghonet - 91-4098 2222/2340; Fax: 2835 8559. In case of any clarifications or to address investor grevance, the Eligible Shareholders may contact the Compilanco Offices, on all working days, from Monday to Finday between 11.00 am (IST) to 5:00 pm (IST), at the above mentioned

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shereholders may contact to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Gentre for the purposes of the Buyback, on any day except Saturdey and Sunday and public holiday between 9.30 a. m and 5.30 p.m at the following address: Link Intimes

LINKIntime

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Sandur Shastri Marg, Vikhroli (West),
Murroai + 0,00033, Mahranstera, India
Telephone: +91 510 811 4049 Fax: +91-22-4918 6195
Email: technoral: buyback@liminime co.in, Website: www.linkintime.co.in,
Contact Person; Mr. Surmer Desphando
SEBI Registration Number: NR000004058;
Validity Period: Permanent

MANAGER TO THE BUYBACK

SYSTEMATIX GROUP

Colowing as Marriage to the Buyeack.
Systematic Corporate Services Limited
The Capital, A.-Wing, 6th Floor, No. 603-606, Plot No. C-70, G-Block, Bandra-Kurla
Compiex (BKC), Bandra (Esst), Mumbal 400-051. Materiashtra, India
Talephone: *P1-22-6704 S000-ffax + 91-22-6704 S002
Confact Person: Ms. Jinal Sanghri
Email: ecm@systematlogroup, in: Website: www.systematlogroup.in
SEBI Registration Number: IMM000004224.
Validity Period: Permanent

DIRECTORS' RESPONSIBILITY

tures curs. *ResPossibility*
As per Regulation 24((iii) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Amountement and for the information contained in all other advertisements, circulars, brochuses, problems, public presents are under the territorial to the Suppleack and confirms that the information in southern sometimes the will contain true, tactual and material information and does not and will not contain any

For and on behalf of the Board of Directors of Technocraft Industries (India) Limited

Sharad Kumar Saraf Chairman & Managing Director DIN: 00035843 Date: December 19, 2022

Sudarshan Kumar Sarat Co-Chairman & Managing Director DIN: 80035799 Neeraj Rai Company Secretary Membership No. F6858