

January 31, 2023

**The Manager**  
Dept. of Corporate Services  
Bombay Stock Exchange Limited,  
PhirozeJeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001

**National Stock Exchange Limited**  
Dept. of Corporate Services  
Exchange Plaza  
Bandra Kurla Complex  
Bandra East  
Mumbai-400 051

Dear Sir,

**Sub: Buy-back of 15,00,000 (Fifteen Lakhs Only) fully paid-up Equity Shares of the face value of Rs.10 each ("Equity Shares") of Technocraft Industries (India) Limited (the "Company") at a price of Rs. 1,000 (Rupees One Thousand only) per Equity Share payable in 'cash' on proportionate basis ("Buy-back").**

**Ref: Submission of Offer Opening Advertisement**

Referring to the captioned subject and in compliance with SEBI Observation letter bearing reference no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/0000002510/1 dated January 18, 2023, we have released the Offer Opening Advertisement today in the following newspapers:

Business Standard	English Daily – All editions
Business Standard	Hindi Daily – All editions
Mumbai Lakshadeep	Marathi Daily – Mumbai edition

In this regard, we are enclosing herewith e-copy of the Offer Opening Advertisement released in the Business Standard–English daily – Mumbai edition for your kind perusal. We are also submitting herewith a Soft Copy of the same in PDF to upload on your website. We certify that the contents of the PDF format are identical with the copy of the Offer Opening Advertisement published in the above newspapers.

We are enclosing herewith a copy of the Offer Opening Advertisement for your kind perusal and request you to take this Offer Opening Advertisement on your records and disseminate the same on your website at the earliest. We also confirm that copy of the Offer Opening Advertisement is already filed with SEBI.

Thanking You,

Yours truly,  
For Systematix Corporate Services Limited

  
**Amit Kumar**  
Director, Investment Banking



Encl: As Above.

CC: Technocraft Industries (India) Limited

**Systematix Corporate Services Limited**

**Registered Office :** 206 - 207, Bansi Trade Centre, 581/5, M. G. Road, Indore - 452 001. Tel. : +91-0731-4068253  
**Corporate Office :** The Capital, A-Wing, No. 603 - 606, 6th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.  
Tel : +91-22-6619 8000 / 4035 8000 Fax : +91-22-6619 8029 / 4035 8029  
CIN : L91990MP1985PLC002969 Website : www.systematixgroup.in Email : secretarial@systematixgroup.in  
SEBI Merchant Banking Registration No. : INM000004224



OFFER OPENING ADVERTISEMENT FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER ROUTE" UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED, FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF



## 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

**OFFER TO BUYBACK FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 (RUPEES TEN EACH) UP TO 15,00,000 (FIFTEEN LAKHS 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 THROUGH STOCK EXCHANGE MECHANISM.**

- This offer opening advertisement ("Offer Opening Advertisement") is being issued by the Company, to the Eligible Shareholders holding Equity Shares as on the Record Date (i.e., **December 30, 2022**), for buyback of not exceeding 15,00,000 (Fifteen Lakhs only) Equity Shares from the Eligible Shareholders on a proportionate basis, through the "tender offer" route in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buyback Regulations**") using Stock Exchange Mechanism 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 Transaction Costs.
- This Offer Opening Advertisement should be read in continuation of and in conjunction with (a) the public announcement that was published in all editions of 'Business Standard' (English), 'Business Standard' (Hindi) and the Mumbai edition of 'Mumbai Lakshadeep' (Marathi) on December 20, 2022 ("**Public Announcement**"); and (b) the letter of offer dated January 19, 2023 ("**Letter of Offer**") along with form of acceptance cum acknowledgement and share transfer form (Form SH-4) ("**Tender Form**"). This Offer Opening Advertisement is being published in all the newspapers in which the Public Announcement was published.
- In terms of Regulation 8(i) of the Buyback Regulations, the Draft Letter of Offer dated December 27, 2022 ("**DLOF**") was submitted to SEBI on December 27, 2022. SEBI issued its comments on the DLOF vide their letter bearing reference no. SEBI/HO/CFD/CFD - RAC-DCR1/P/OW/2023/0000002510/1 dated January 18, 2023. SEBI's comments have been suitably incorporated in the Letter of Offer.
- The dispatch of Letter of Offer to the Eligible Shareholders has been completed by Tuesday, January 24, 2023 through electronic mode to the Eligible Shareholders whose e-mail ids are registered with the Depositories/ the Company and through speed post for all the remaining Eligible Shareholders.
- The Letter of Offer alongwith Tender Form are also available on the website of the (a) Company (www.technocraftgroup.com); (b) Registrar (https://web.linkintime.co.in/Offer/Default.aspx); (c) NSE (www.nseindia.com) and BSE (www.bseindia.com); and (d) SEBI (www.sebi.gov.in). In case of non-receipt of the Letter of Offer and the Tender Form, the Eligible Shareholders may download the Letter of Offer / Tender Form from the websites indicated above. Further, in case of non-receipt of the Letter of Offer and the Tender Form:
  - In case the Eligible Shareholders hold Equity Shares in dematerialized form:** If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or e-mail id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. www.technocraftgroup.com), or the Registrar to the Buyback (i.e. (https://web.linkintime.co.in/Offer/Default.aspx) or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
  - In case the Eligible Shareholders hold Equity Shares in physical form:** An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. www.technocraftgroup.com) or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The Transfer Form (SH- 4) can be downloaded from the Company's website (i.e. www.technocraftgroup.com). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback within 2 (two) days of bidding by such Seller Broker and same should reach on or before Thursday, February 16, 2023 by 5:00 p.m. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications.
- The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or in dematerialized form as on Record Date. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window of NSE by Eligible Shareholders through their respective stock broker(s) ("**Seller Member(s)**") during normal trading hours of the secondary market. The Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by NSE before the Buyback Closing Date. For detailed process of tendering of Equity Shares by Eligible Shareholders, please refer to paragraph 22 (Procedure for Tender Offer and Settlement) from page no. 46 onwards in the Letter of Offer.
- In the event the Seller Broker of any Eligible Shareholder is not registered with NSE as a trading member/ stockbroker, then that Eligible Shareholder can approach any NSE registered stock broker and can register himself by using web based unique client code application ("**UCI online**") facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register themselves by using UCI online facility through any other NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., Systematix Shares and Stocks (India) Limited, to place their bids subject to completion of KYC requirements by the Company's Broker.
- The direct web link of the website of the Registrar to the Buyback for downloading the Letter of Offer, Tender Form and Share Transfer Form is https://web.linkintime.co.in/Offer/Default.aspx.
- The schedule of activities in relation to the Buyback are set out below:

Activity	Schedule of Activities	
	Day	Date
Date of Board Meeting approving the proposal for the Buyback	Monday	November 14, 2022
Date of declaration of results of the postal ballot for special resolution by the Equity Shareholders, approving the Buyback	Monday	December 19, 2022
Date of Public Announcement for the Buyback	Monday	December 19, 2022
Date of Publication of the Public Announcement for the Buyback in newspapers	Tuesday	December 20, 2022
Record Date for determining the Eligible Shareholders and the Buyback Entitlement	Friday	December 30, 2022
<b>Buyback Opening Date</b>	Wednesday	February 01, 2023
<b>Buyback Closing Date</b>	Tuesday	February 14, 2023
Last date of receipt of completed Tender Forms and other specified documents including Physical Share certificates (if and as applicable) by the Registrar	Thursday	February 16, 2023
Last date of verification of Tender Forms by Registrar to the Buyback	Thursday	February 16, 2023
Last date of intimation to the Designated Stock Exchange regarding Acceptance/ non-acceptance of the tendered Equity Shares by the Registrar	Tuesday	February 21, 2023
Last date of completion of settlement by the Clearing Corporation/ Stock Exchanges	Wednesday	February 22, 2023
Last date of dispatch of share certificate(s) by the Registrar to the Buyback / payment to Eligible Shareholders / unblocking/ return of unaccepted Demat Shares by the Stock Exchanges to Eligible Shareholders/Seller Broker	Wednesday	February 22, 2023
Last date of payment of consideration to Eligible Shareholders who participated in the Buyback	Wednesday	February 22, 2023
Last date of extinguishment of the Equity Shares bought Back	Wednesday	March 01, 2023

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

- In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Offer Opening Advertisement and confirms that this Offer Opening Advertisement contains true, factual and material information and does not contain any misleading information.
- Capitalised terms used but not defined in this Offer Opening Advertisement shall have the meaning ascribed to such terms in the Letter of Offer.
- This Offer Opening Advertisement is expected to be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
 <b>SYSTEMATIX CORPORATE SERVICES LIMITED</b> The Capital, A Wing, 603-606, 6th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India. <b>Tel:</b> +91-22-6704 8000 <b>Fax:</b> +91-22-6704 8029 <b>Email:</b> ecm@systematixgroup.in <b>Website:</b> www.systematixgroup.in <b>Contact Person:</b> Ms. Jinal Sanghvi <b>SEBI Registration No:</b> INM000004224	 <b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400083, Maharashtra, India <b>Tel:</b> +91 810 811 4949 <b>Fax:</b> +91-22-4918 6195 <b>Email:</b> technocraft.buyback@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact Person:</b> Mr. Sumeet Deshpande <b>SEBI Registration Number:</b> INR000004058

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

<b>Sd/-</b> <b>Sharad Kumar Saraf</b> <b>Chairman &amp; Managing Director</b> <b>DIN: 00035843</b>	<b>Sd/-</b> <b>Sudarshan Kumar Saraf</b> <b>Co-Chairman &amp; Managing Director</b> <b>DIN: 00035799</b>	<b>Sd/-</b> <b>Neeraj Rai</b> <b>Company Secretary</b> <b>Membership No. F6858</b>
<b>Date:</b> January 30, 2023		
<b>Place:</b> Mumbai.		

