

December 20, 2022

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 Public Announcement

Referring to the captioned subject and the Buyback, we have released Public Announcement dated December 19, 2022 (the "PA") today in compliance with the provisions under Regulation 7 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 in the following newspapers:

Business Standard	English Daily – All editions	100
Business Standard	Hindi Daily – All editions	11123-7-2
Mumbai Lakshadeep	Marathi Daily – Mumbai edition	

In this regard, we are enclosing herewith e-copy of the PA 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 PA published in the above newspapers.

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

Service

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Thanking You,

Yours truly,

For Systematix Comporate 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.

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CIN: L91990MP1985PLC002969 Website: www.systematixgroup.in Email: secretarial@systematixgroup.in

SEBI Merchant Banking Registration No.: INM000004224





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) EACH OF THE COMPANY NOT EXCEEDING RS. 150.00.00.000/- (RUPEES 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 SEBI Buyback Regulations) 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
- 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 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.

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 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.
- A copy of this Public Annous ment is available on the website of the Company (www.technocraftgroup. 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 ge 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 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
- 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 paidup 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 ng 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:
- 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:

Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the

		as on the date of l 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

			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 B meeting and Postal Ballot Notice, i.e., November 14, 2022 and the date of this Public Announcement i.e. Decer

			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 by the following during a period of six months preceding the date of the Board Meeting at which the buybac 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 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. 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 they may tender up to a maximum number of Equity Shares as detailed below

aximum Number of thares Intended to tender 5,04,914 14,13,082 5,43,337
5,04,914 14,13,082
14,13,082
, , -
5 //2 227
3,43,331
5,00,000
1,56,464
51,69,867
4,06,840
22,05,366
67,94,903
74,797
1,17,332
3,80,446
1.82.67.348

Group and persons in control of the Company who intend to participate in the Buyback are set out below

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

8.3

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 Sarat				
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		

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

Nature of

	Hallouddion	(111110.)	(sold)	Equity Share (Rs.)	cash etc.)
22.03.2018	Transfer (Gift)	10	5,00,000	Nil	Other than Cash
Total			5,00,000		
e. Ritu Sara	nf .				
Date	Nature of	Face Value	Number of Equity	Issue Price /	Consideration

Face Value | Number of Equity

Issue Price /

Issue Price /

Transfer Price per

Equity Share (Rs.)

(Cash, other than

	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			1 56 464		

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		

Shares acquired

Sharad Kumar Saraf Nature o

Transaction

	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
D	07.02.2003	Buyback	10	(818)	305	Cash
Board ember	11.03.2003	Bonus	10	13,972	Nil	Other than Cash
iliboi	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
ding	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		

(in Rs.)

Sharad Kumar Madhonrasad 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	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			22,05,366		

Face Value Number of Equity

Issue Price /

(in Rs.) | Shares acquired/ | Transfer Price per | (Cash. other than

Sudarshan Kumar Saraf Date

	Hansaction	(111113.)	(sold)	Equity Share (Rs.)	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. 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	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 and Bankruptcy Code, 20 TBY THE COMPANY'S STAT of the Report dated Novemberd to the Board of Directors of the Company of Director	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	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

Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and

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

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: Securities Premium General reserve Total Free Reserve Total paid up capital and free reserves C=A+B Buvback Regulations with Shareholder approval: 25% of total paid-up equity capital and free reserves 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 below) as per the shareholder records received from the depositories. participation of some other Eligible Shareholders, if any. for additional Equity Shares. 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

1,018.81

1 140 38

291.21

1,164.84

31st March, 2022

24.46

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1 762 10

1,786.56

446.64

459.12

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

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

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

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

The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to

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

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

KYC requirements as required by the Company's Broker.

intend to tender under the Buyback, to their Seller Member.

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.

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:

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 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 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 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 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. 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 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 bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed COMPLIANCE OFFICER 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), Mumbai - 400093, Maharashtra, India, **Telephone**: +91-4098 2222/2340; **Fax**: 2835 6559 Email: investor@technocraftgroup.com; Website: www.technocraftgroup.com.

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

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

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

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

to approach their respective Seller Member along with the complete set of documents for verification procedures

to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all

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

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

Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.

Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

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), 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 SEBI Registration Number: INR000004058: 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

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

misleading information.

Chairman & Managing Director

Sharad Kumar Saraf

Date: December 19, 2022

DIN: 00035843

Place: Mumbai.

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

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

Co-Chairman & Managing Director

Neerai Rai

Company Secretary

Membership No. F6858

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

Sudarshan Kumar Saraf

DIN: 00035799

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", "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 ("Toand
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. 150,00,00,00/- (Rupees One
Hundred Fifty Crores only) ("Buyback Offer Price"), payable in cash, aggregating to Rs. 150,00,00,00/- (Rupees One
Hundred Fifty Crores only) ("Buyback Offer Price"), payable in cash, aggregating to Rs. 150,00,00

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 standaione 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 paid-up equity share capital and free reserves of the Company, based on both standaione 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 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 Vite. brokerage, costs, fees, turnover charges, taxes such

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 viz. brokerage, costs, less, 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 ("INSE"), 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 any modifications as may be prescribed or irroposed 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 at December 30, 2022 (the *Record Date') such shareholders being the *Eligible Shareholders') through the tender ofter 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 (*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/

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 on 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 debt is over by the Company shall not be more than twice the past-up contains the containing the superstance of the sup

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 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. 150,000,0000. (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 Bayback of Equity Shares at a price of Rs. 1,000. (Rupees One Thousand only) or

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

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 the screening for credit is hareholders, who would have the shareholders who would have the state of the proposed properties of the small shareholders. that this reservation for small shareholders would benefit a large number of public shareholders, who would ge 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 Purback of the developed 18, 15 0.0 0.00 0.00.00. (Ruppes) Despired the force of the Corposition of the Co

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% of the total number of Equity Shares in the total paid-up equity capital of the Company), at a price of Rs. 1,000/C (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 tay 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 odd 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 ee reserves as per the standalone and consolidated audited financials of the Company res 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 has for the imperhentation of the proposed buydack will be sourced out at the tree reserves of the Compa-deamings) and/or such other source as mey 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 Sharies so bou the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequ 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"). 42

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

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 "render 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 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 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 Sarat	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 contra son the date of the Board Meeting and postal ballot notice, i.e., November 14, 2022, and the date of this Public

			as on the dat Meetin Postal Ball	g and	as on the date of PublicAnnouncement	
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 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	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	Ÿ	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 Board meeting and Postal Ballot Notice, i.e., November 14, 2022 and the date of this Public Announcement i.e. December

			as on the date of Board Meeting and Postal Ballot Notice		as on the o PublicAnnou	
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 BUydack regulations, the Promoters and Promoter Group and persons in control navet red 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 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. 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 Program and persons in control of the Company who intend to participate in the Buyback are set out below:

Ashish 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	37	Nil	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
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		

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		

IUGI			1,00,404				
I. Shakuntala Saral							
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	8		51,69,867				

Sharad Kumar Sarat

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 N		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			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		22.05.356		

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	10 3,658,351		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	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	NII	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		-7.74

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	2.50510.300.5		1,17,332		

Ashrit	Hold	ings	Limite

Date	Nature of Transaction	Face Value (in Rs.)	Number of Equity Shares acquired/ (sold)	Issue Price / Transfer Price per Equity Share (Rs.)	(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	

NO DEFAULTS

ere 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 prespects 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), Mumba 400093
 Dear Sirs /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 1to 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 1-4" November, 2022, in pursuance of the provisions of Section 68, 69
 and 70 of the Companies Act, 2013 ("the Art") 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 4) as at 31st March, 2022 (herenafter 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 in the Management of the Company in
 Initiating the preparation and maintenance of all accounting and other relevant supporting records 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
 reasonable in the circumstances. 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 Priseascule 9, 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 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 Petitod Conditions generated and the Control of Control o
- 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 - 3	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 Saraf incial 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 in other category, and thereafter from Eligible Shareholders who have tendered over and above their 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 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 of General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in such cases where the sequence of the PANs of the joint shareholders are common services of the joint holders and club together the Equity Shares held in such cases where 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 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 the PANs and name of joint shareholders are old and the participation. The shareholders have the participation of the names of joint shareholders and club together the Equity Shares sheld in such cases where

- 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 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 be bock 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 or the Shareholders Broker through which the Eligible Shareholder Broker through which the Eligible Shareholder places the bid.

 If Procedure to be followed by Eligible Shareholder Broker through which the Eligible Shareholders and or the Shareholders and solved to tender such shares in 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 Equity Shares in physical form a buyback undertaken through the tender ofter route. However, such tendering shall be as per the provisions of the Buyback will b

- 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. 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 deman 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 th

- 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: xwww.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 ADDITIONAL TABLE AND THE ADDITIONAL THE REGISTRAY AREA OF ANY QUARY, the Shareholders may contact to Link intime India Private Limited, the Registrar an inster Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on oppt Saturday and Sunday and public holiday between 4.90 a.m. and 5.30 p.m. at the following address:

| India to the Investor Inves 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

so India Private I imited the Registrar and Share

MANAGER TO THE BUYBACK

he Company has appointed the following as Manager to the Buyback

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 SYSTEMATIX GROUP 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

50/-Sudarshan Kumar Saral Co-Chairman & Managing Dir DIN: 00035799 Sd/-Neeraj Rai

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