



# Technocraft Industries (India) Limited

**Registered Office:** A-25, Technocraft House, MIDC, Marol Industrial Area, Road No.03, Opp. ESIS Hospital, Andheri (East), Mumbai - 400093, Maharashtra, India  
Tel: 4098 2222/0002; Fax No. 2835 6559; **CIN:** L28120MH1992PLC069252  
E-mail: [investor@technocraftgroup.com](mailto:investor@technocraftgroup.com) ; website: [www.technocraftgroup.com](http://www.technocraftgroup.com)

December 29, 2017

To,  
The Manager,  
Listing Department,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

To,  
The Manager,  
Listing Department,  
BSE Limited  
P.J.Tower, Dalal Street, Fort,  
Mumbai-400001

**NSE Symbol: TIIL**

**BSE Security Code No.: 532804**

## **Sub: Result of Postal Ballot (including e-voting) and scrutinizer's report**

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Please find enclosed the results of voting by Postal Ballot (including e-voting) along with the scrutinizer's report in respect of the resolutions as set out in the Postal Ballot Notice dated November 10, 2017.

Please be informed that the resolutions mentioned in the aforesaid notice have been passed with the requisite majority.

Same will be made available on the Company's website [www.technocraftgroup.com](http://www.technocraftgroup.com)  
Thanking you,

Yours truly,  
For **Technocraft Industries (India) Limited**

*Sharad*

**Sharad Kumar Saraf**  
**Chairman & Managing Director**  
**DIN 00035843**



Encl.: Consolidated Report of the Scrutinizer.

**Voting Results of Postal Ballot**

<b>Date of the AGM/EGM</b>	Postal Ballot Notice dated November 10, 2017 (Voting started on November 29, 2017 and ended on December 28, 2017) results declared on December 29, 2017
<b>Total number of shareholders on record date</b> (being the cut-off date for determining shareholders entitled to vote - November 11, 2017)	10243
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoters and Promoter Group:	-
Public:	-
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Applicable

**Resolution No. 1:**

Approval of Members for buy-back of Equity Shares, under Section 68 of the Companies Act, 2013

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public-Institutions	E-Voting	1295888	2589	0.20	2589	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		2589	0.20	2589	0	100.00	0.00
Public-Non Institutions	E-Voting	5279112	638464	12.09	638372	92	99.99	0.01
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		5081	0.10	5016	65	98.72	1.28
	<b>Total</b>		643545	12.19	643388	157	99.98	0.02
<b>Total</b>		<b>26300000</b>	<b>646134</b>	<b>2.46</b>	<b>645977</b>	<b>157</b>	<b>99.98</b>	<b>0.02</b>

**Resolution No. 2:**

Approval of Members for revision in the terms of appointment and remuneration of Mr. Navneet Kumar Saraf (DIN: 00035686) Whole-time Director of the Company

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public-Institutions	E-Voting	1295888	2589	0.20	2589	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		2589	0.20	2589	0	100.00	0.00
Public-Non Institutions	E-Voting	5279112	638462	12.09	638065	397	99.94	0.06
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		5081	0.10	5077	4	99.92	0.08
	<b>Total</b>		643543	12.19	643142	401	99.94	0.06
<b>Total</b>		<b>26300000</b>	<b>646132</b>	<b>2.46</b>	<b>645731</b>	<b>401</b>	<b>99.94</b>	<b>0.06</b>



**Resolution No. 3:**

Approval of Members for revision in the terms of appointment and remuneration of Mr. Ashish Kumar Saraf (DIN: 00035549) Whole-time Director of the Company.

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1295888	2589	0.20	2589	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2589	0.20	2589	0	100.00	0.00
Public-Non Institutions	E-Voting	5279112	638462	12.09	638055	407	99.94	0.06
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		5081	0.10	4077	1004	80.24	19.76
	Total		643543	12.19	642132	1411	99.78	0.22
<b>Total</b>		<b>26300000</b>	<b>646132</b>	<b>2.46</b>	<b>644721</b>	<b>1411</b>	<b>99.78</b>	<b>0.22</b>





**CONSOLIDATED REPORT OF THE SCRUTINIZER ON REMOTE E-VOTING AND VOTING BY  
PHYSICAL POSTAL BALLOT PAPERS**

**To,**  
**The Chairman**  
**Technocraft Industries (India) Limited**  
**CIN: L28120MH1992PLC069252**  
**A-25, Technocraft House, MIDC, Marol Industrial Area,**  
**Road No. 3, Opp. ESIS Hospital, Andheri (E), Mumbai - 400093**

**Dear Sir,**

I, Nitesh Jain of Nitesh Jain & Co. Company Secretaries, Navi Mumbai, have been appointed by the Board of Directors of **Technocraft Industries (India) Limited** ("**Company**") as Scrutinizer pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and pursuant to Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**"SEBI (LODR) Regulations 2015"**] for the purpose of Scrutinizing postal ballot and e-voting process in a fair and transparent manner in respect of the resolution(s) contained in the Notice of the Postal Ballot dated November 10, 2017. I hereby submit my report as under:

The management of the Company is responsible to ensure the Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (LODR) Regulations 2015 relating to e-voting and physical postal ballot forms on the resolution(s) contained in the Postal Ballot Notice dated November 10, 2017.

My responsibility as a Scrutinizer for the voting process is restricted to make a report of the total vote cast "in favour" or "against" the resolution based on the postal ballot forms submitted by the shareholders and on the report generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorised service provider, for extending the facility of e-voting to the members of the Company.

**Report on Scrutiny:**

- Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a postal ballot notice dated November 10, 2017 for passing resolution(s) mentioned in the said notice to its members. The Company has completed the dispatch of the postal ballot form along with self-addressed postage-prepaid business reply envelope to its member, whose name appeared in the Register of members / list of beneficiaries, as on Friday, November 10, 2017.



- The Company had appointed National Securities Depository Limited (NSDL) as the service provider, for the purpose of extending the facility of e-voting to the members of the Company.
- The members were informed vide postal ballot notice that they were required to give their assent or dissent against the proposal through postal ballot forms which were required to be sent to me on or before the close of working hours i.e. 17:00 hours on Thursday, December 28, 2017 or through e- voting facility which was kept open from Wednesday, November 29, 2017 till Thursday, December 28, 2017 (both days inclusive).
- All postal ballot forms received up to 17:00 hours on Thursday, December 28, 2017 the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- The postal ballot forms were duly opened and scrutinised by me and reconciled with the records maintained by the Registrar and share transfer agent of the Company. I did not find any postal ballot form invalid.
- Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
- In respect of e-voting, the details of equity shareholders, who voted "For" or "Against" the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>
- The result of the voting is as under:

**Item No. 1.**

Special Resolution - Approval of Members under Section 68 of the Companies Act, 2013, for Buy-back of Equity Shares by the Company.

Particulars	Number of Votes Contained in						% of total valid votes cast
	E – Voting		Ballots Voting		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	46	640961	26	5016	72	645977	99.98
Voted Against	3	92	1	65	4	157	0.02
Invalid	0	0	0	0	0	0	0.00



**Item No. 2**

Ordinary Resolution – Approval of Members for revision in the terms of appointment and remuneration of Mr. Navneet Kumar Saraf (DIN: 00035686) Whole-time Director of the Company

Particulars	Number of Votes Contained in						% of total valid votes cast
	E – Voting		Ballots Voting		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	43	640654	26	5077	69	645731	99.94
Voted Against	5	397	1	4	6	401	0.06
Invalid	0	0	0	0	0	0	0.00

**Item No. 3**

Ordinary Resolution – Approval of Members for revision in the terms of appointment and remuneration of Mr. Ashish Kumar Saraf (DIN: 00035549) Whole-time Director of the Company

Particulars	Number of Votes Contained in						% of total valid votes cast
	E – Voting		Ballots Voting		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	42	640644	24	4077	66	644721	99.78
Voted Against	6	407	3	1004	9	1411	0.22
Invalid	0	0	0	0	0	0	0.00

- The postal ballot and all other relevant papers including voting by electronic means shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary of the Company for safe keeping.



- Based on the aforesaid results the Special Resolution as contain in Item No. 01 and Ordinary Resolutions in Item No. 02 and Item No. 03 set out in the Postal Ballot Notice dated November 10, 2017 have been deemed to be passed with requisite majority. You may accordingly declare the results of the postal ballot.

**Thanking You,**

**Yours faithfully,**

**For Nitesh Jain & Co.  
Company Secretaries**



**Nitesh Jain  
Proprietor  
FCS - 6069 / C.P. No. 8582**



**Date:** December 29, 2017

**Place:** Mumbai

Signature .....  
By Chairman