



# 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. 2836 7037; CIN No. L28120MH1992PLC069252  
E-mail: [investor@technocraftgroup.com](mailto:investor@technocraftgroup.com) ; website: [www.technocraftgroup.com](http://www.technocraftgroup.com)

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January 3, 2018

To,

**National Stock Exchange of India Ltd.**

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

**BSE Limited**

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

**Script Name: TIIL**

**Script Code: 532804**

**Subject: Copy of the Resolution passed through Postal Ballot**

Dear Sirs,

Pursuant to Regulation 5 (2) of Securities Exchange Board of India (Buy Back of Securities) Regulations, 1998, please find enclosed Copy of the Resolution passed through by the members of the Company through Postal Ballot result declared on December 29, 2017.

This is for your information and records.

Thanking you.

Yours sincerely,

**For Technocraft Industries India Limited**

  
**Neeraj Rai**  
Company Secretary





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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT PROCESS, RESULT DECLARED ON DECEMBER 29, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT A-25, TECHNOCRAFT HOUSE, MIDC, MAROL INDUSTRIAL AREA, ROAD NO.03, OPP. ESIS HOSPITAL, ANDHERI (EAST), MUMBAI – 400093.**

## **Approval for the Buy-back of Equity Shares of the Company**

**“RESOLVED THAT** in accordance with Article 61 of the Articles of Association of the Company and the provisions of Sections 68 Section 69, Section 70 of the Companies Act, 2013, the Companies (Share Capital and Debenture) Rules, 2014 (**Share Capital Rules**), the Companies (Management and Administration) Rules, 2014 (**Management and Administration Rules**) and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and in compliance of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (“**the Buy-back Regulations**”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities which the Board of Directors of the Company (which expression includes a Buy-back Committee of the Company constituted for this purpose) is authorized to accept, the consent of the Members be and is accorded for the Buy-back by the Company of its fully paid-up Equity Shares of a face value of ₹ 10/- each (“**Equity Share**”), from the shareholders of the Company on a proportionate basis through the tender offer route in accordance and consonance with the provisions contained in the Buy-back Regulations and the Act, for an amount not exceeding ₹ 147,00,00,000/- (Rupees One Hundred Forty Seven Crores Only) (hereinafter referred to as the “**Buyback Offer Size**”), (being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited standalone balance sheet as on March 31, 2017), at a price not exceeding ₹ 525/- (Rupees Five Hundred Twenty Five only) per Equity Share on a proportionate basis through the “**Tender Offer**” route prescribed under the Buy-back Regulations and the Act and Mechanism for acquisition of Shares through Stock Exchange pursuant to Tender Offers vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 of SEBI (hereinafter referred to “**SEBI Circulars**”) (hereinafter referred to as the “**Buyback**”), in accordance and consonance with the provisions contained in the Buy-back Regulations and the Act.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback from out of its securities premium account and other free reserves and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Act and the Buy-back Regulations and on such terms and conditions as the Board of Directors may deem fit, subject to shareholder’s approval.

**RESOLVED FURTHER THAT** as required by Regulation 6 of the Buy-back Regulations, the Company shall Buyback Equity Shares from the shareholders on a proportionate basis under the Tender Offer, provided 15% of the number of Equity Shares which the Company proposes to buy back or number of Equity Shares entitled as per the shareholding of small shareholders at Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

**RESOLVED FURTHER THAT** the Buy-back from non-resident shareholders, Overseas Corporate Bodies (OCB’s) Foreign Institutional Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.





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**RESOLVED FURTHER THAT** nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board of Directors to buyback any shares and/or impair any power of the Company or the Board of Directors to terminate any process in relation to such Buyback if so permissible by law.

**RESOLVED FURTHER THAT** the Board of Directors (which expression includes a Buy-back Committee constituted for this purpose) be and is authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, carry out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, declaration of solvency, extinguishment of share certificates and 'Certificates of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Securities and Exchange Board of India, Reserve Bank of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, Depositories and/or other authorities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**For Technocraft Industries India Limited**

**Sudarshan Kumar Saraf**  
**Co-Chairman & Managing Director**  
**[DIN 00035799]**

