



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of the Technocraft Industries (India) Limited will be held on Tuesday, September 29, 2015 at 11.00 a.m. at the registered office of the Company at A-25, Technocraft House, MIDC, Marol Industrial Area, Road No. 3, Opp. ESIS Hospital, Andheri (E), Mumbai, 400093, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend of ₹ 5 per equity share, already paid during the year, for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Sharad Kumar Saraf (holding DIN 00035843) who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sudarshan Kumar Saraf (holding DIN 00035799) who retires by rotation, and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Members of the Company at the 22nd Annual General Meeting held on September 30, 2014; the appointment of M/s. M.L. Shrama & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 109963W), as the Auditors of the Company for a term of three years i.e., till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2017; be and is hereby ratified for the balance term and the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016.

SPECIAL BUSINESS:

6. To appoint Mr. Vishwambhar C. Saraf (holding DIN 00161381) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 (herein after referred to as Act) and Clause 49 of the Listing Agreement, Mr. Vishwambhar C. Saraf (holding DIN 00161381), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that they meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office effective from February 6, 2015 upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. To appoint Mr. Vinod Balmukand Agarwala (holding DIN 01725158) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**



“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as Act) and Clause 49 of the Listing Agreement, Mr. Vinod Balmukand Agarwala (holding DIN 01725158), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that he meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office effective from February 6, 2015 upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. To appoint Mr. Navneet Kumar Saraf (holding DIN 00035686) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Navneet Kumar Saraf (holding DIN 00035686), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

9. To appoint Mr. Navneet Kumar Saraf (holding DIN 00035686) as a Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Navneet Kumar Saraf (holding DIN 00035686) as an Whole-time Director of the Company for a period of five years with effect from February 6, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Navneet Kumar Saraf.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

10. To appoint Mr. Ashish Kumar Saraf (holding DIN 00035549) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ashish Kumar Saraf (holding DIN 00035549), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



11. To appoint Mr. Ashish Kumar Saraf (holding DIN 00035549 as a Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Ashish Kumar Saraf (holding DIN 00035549) as an Whole-time Director of the Company for a period of five years with effect from February 6, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Ashish Kumar Saraf."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

12. To appoint Mr. Atanu Anil Choudhary (holding DIN 02368362) as a Whole-time Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Atanu Anil Choudhary (holding DIN 02368362) as an Whole-time Director of the Company for a period of five years with effect from August 10, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Atanu Anil Choudhary."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

13. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. NKJ & Associates, Cost Accountants, (Firm Registration No.101893) who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to 75,000/- (Rupees Seventy Five thousand only) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board
For Technocraft Industries (India) Limited

Place: Mumbai
Date: August 10, 2015

Neeraj Rai
Company Secretary

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp.ESIS Hospital, Andheri (E), Mumbai.
CIN NO. L28120MH1992PLC069252
www.technocraftgroup.com



NOTES FORMING PART OF THE NOTICE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.
2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Tuesday, September 29, 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
5. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. In compliance with the provisions of Section 129(3) of the Companies Act, 2013, the Audited Financial Statements of the Company include the Consolidated Financial Statements of the Company and all its Subsidiaries for consideration and adoption by the Members of the Company.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
8. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, System Support Services, 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai – 400072, India in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Register their email address and changes therein from time to time with System Support Services for shares held in physical form and with their respective Depository Participants for shares held in demat form.
9. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, System Support Services and have it duly filled and sent back to them.
11. Electronic copy of the Annual Report for 2014-15 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 are being sent to them in the permitted mode.
12. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to them in the permitted mode.



13. Particulars regarding appointment of directors as prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment at the Annual General Meeting are provided in the Explanatory Statement to the Notice.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.technocraftgroup.com for their download.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. For any such communication, the members may also send requests to the Company's investor email id: investor@technocraftgroup.com.
16. Members wishing to claim dividends, which remain unclaimed are requested to correspond with System Support Services, Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education Protection Fund, as per Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the erstwhile Companies Act, 1956).

17. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 25, 2015 (9:00 am) and ends on September 28, 2015 (5:00 pm).

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are asunder:

In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder - Login
- iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii) Select "EVEN" of "Technocraft Industries (India) Limited".
- viii) Now you are ready for remote e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csniteshjain@gmail.com with a copy marked to evoting@nsdl.co.in.

In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- i) Initial password is provided at the Attendance Slip for the AGM:
- ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2015.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail with the facility of remote e-voting or voting at the AGM through ballot paper.

Mr. Nitesh Jain, proprietor of M/s Nitesh Jain & Co., Company Secretaries (Membership No. FCS 6069 and Certificate of Practice No. 8582) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.technocraftgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



ANNEXURE TO THE NOTICE

Item No. 5

The Members of the Company had, at the 22nd Annual General Meeting held on September 30, 2014, approved the appointment of M/s. M.L. Sharma & Co, Chartered Accountants, Mumbai, bearing ICAI Registration No. 109963W, as Auditors, to hold office from the conclusion of that AGM until the conclusion of the 25th AGM (subject to ratification of the appointment by the Members at every AGM held after that AGM).

Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, states that appointment of the auditor shall be subject to ratification by the members at every AGM till the expiry of the term of the Auditor.

In view of the above, the existing appointment of M/s. M. L. Sharma & Co, Chartered Accountants, Mumbai covering the period from the conclusion of this ensuing AGM until the conclusion of the next Annual General Meeting to be held in the FY 2016-17, is being placed for members' ratification.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs are concerned or interested financially or otherwise in the said resolution.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors, at its meeting held on February 06, 2015, appointed Mr. Vishwambhar C. Saraf as an Additional Director of the Company with effect from February 06, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 89 of the Articles of Association of the Company.

Mr. Vishwambhar C. Saraf holds a Bachelor's Degree in Commerce from Mumbai University, Mr. Vishwambhar C. Saraf is a businessmen. He was born on August 5, 1939. He is Managing Director & Chairman of Remi Elektrotechnik Limited and is on the Board of Remi Process Plant and Machinery Limited, Remi Edlstahl Tubulars Limited and Magnificent Trading Private Limited. He is also a member of Tahnee Heights Club. He is a Chairman of Stakeholder Relationship Committee of Remi Edlstahl Tubulars Limited. He does not hold any Equity Shares of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vishwambhar C. Saraf will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Vishwambhar C. Saraf for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Vishwambhar C. Saraf (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Section 149 of the Companies Act, 2013, have approved the appointment of Mr. Vishwambhar C. Saraf as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

The resolution seeks the approval of members for the appointment of Mr. Vishwambhar C. Saraf as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Vishwambhar C. Saraf, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Vishwambhar C. Saraf as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office.



The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Vishwambhar C. Saraf, to whom the resolution relates, are interested or concerned in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 7

The Board of Directors, at its meeting held on February 06, 2015, appointed Mr. Vinod Balmukand Agarwala as an Additional Director of the Company with effect from February 06, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 89 of the Articles of Association of the Company.

Mr. Vinod Balmukand Agarwala is a Science and Law Graduate, Solicitor & Advocate High Court, Bombay, Solicitor, Supreme Courts of England & Wales. He was born on October 30, 1949. He is practicing Solicitor, Supreme Court of India. He is the Founder partner of VIGIL JURIS, a leading firm of Advocates and Solicitors in Mumbai. He also holds position of director in (i) Suditul Trading And Investment Company Private Limited (ii) Delta Galil Textiles (India) Private Limited (iii) SBM Chemicals And Instruments Private Limited (iv) Supreme Infrastructure India Limited (v) V-Magnum Opus Strategic Solutions Private Limited (vi) Fiducia Business Advisors DWC LLC, Dubai and (vii) GTL infrastructure Limited.

He is a member of Stakeholder Relationship Committee and Audit Committee of Supreme Infrastructure India Limited and he is also a member of Audit Committee, Stakeholder Relationship Committee of GTL Infrastructure Limited. He does not hold any Equity Shares of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vinod Balmukand Agarwala will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Vinod Balmukand Agarwala for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Vinod Balmukand Agarwala (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Section 149 of the Companies Act, 2013, have approved the appointment of Mr. Vinod Balmukand Agarwala as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019.

The resolution seeks the approval of members for the appointment of Mr. Vinod Balmukand Agarwala as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Vinod Balmukand Agarwala, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Vinod Balmukand Agarwala as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Vinod Balmukand Agarwala, to whom the resolution relates, are interested or concerned in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.



Item No. 8 & 9

The Board of Directors of the Company, at its meeting held on February 6, 2015 has appointed Mr. Navneet Kumar Saraf as an Additional Director of the Company upto the date of Annual General Meeting.

As required under Section 160 of the Companies Act, 2013, Notice has been received from a member of the Company along with a deposit of a requisite amount signifying the intention to propose Mr. Navneet Kumar Saraf as a candidate for the Office of Director of the Company.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have also appointed Mr. Navneet Kumar Saraf as Whole-time Director of the Company and approved his remuneration for a period of five years effective from February 6, 2015 to February 5, 2020.

Section 196(4) of the Act, inter alia, provides that a whole-time director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting. Accordingly, Shareholders approval vide Ordinary Resolution is sought for the said proposal.

Mr. Navneet Kumar Saraf was working as Chief Operating Officer of the Company since 2006, prior to that he was a working director of the Company, since 2001. He takes care of domestic as well as overseas, operation of engineering and I.T. Operations of the Group.

Mr. Navneet Kumar Saraf holds Bachelors in mechanical engineering from University of Manchester, United Kingdom. He was born on September 21, 1977. He is a Board Members of Technosoft Engineering Projects Limited, Ashrit Holdings Limited, BMS Industries Limited, Technocraft Tabla Form work Systems Private Limited, M.D. Saraf Securities Private Limited, Technocraft International Limited (UK), Technocraft Australia Pty (Australia), Technosoft Engineering Inc. (Erstwhile Impact Engineering Solution Inc.) (USA) and Swift Engineering Inc. (Canada), Anhui Reliable Steel Company Ltd.(China).He is not a member of any Audit Committee or Investor Relationship Committee. He holds 11,24,280 Equity Shares of the Company.

The Company has received from Mr. Navneet Kumar Saraf (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Navneet Kumar Saraf is a relative of Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director.

The remuneration of Mr. Navneet Kumar Saraf as Whole-time Director of the Company is the same as what was being paid to him by the Company in his capacity as Chief Operating Officer of the Company. The main terms and conditions of appointment (including payment of remuneration for the period of 5 years effective from February 6, 2015 to February 5, 2020 of Mr. Navneet Kumar Saraf as a Whole-time Director of the Company are given below:

Remuneration

A. Salary

₹ 2,00,000/- (Rupees Two Lac only) per month with effect from February 01, 2015 subject to the revision as may be decided by the Board of Directors from time to time.

B. Commission

Payable for each financial year, up to 1% of net profits of the Company for that year, subject to such ceiling as may be fixed by the Board of Directors from time to time, with the present ceiling fixed by the Board being an amount equivalent to the Annual Salary for the relevant financial year. The amount of Commission shall be payable after the Annual Accounts are approved by the Board of Directors and adopted by the Shareholders.

C. Bonus

Annual Bonus at the same rate as payable to other senior employees of the Company.

D. House Rent Allowance

60% of salary as House Rent Allowance. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the salary.



E. Perquisites

- ✓ Earned Leave/Privilege Leave: On full pay and allowance as per the rules of the Company, but not more than one month's leave for every 11 months of service. The balance of leave at the end of each year will be encashable as per the Company's Rules.
- ✓ Reimbursement of medical expenses: incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family. However, the reimbursement shall not exceed one-month salary in a year or three months' salary over a period of three years.
- ✓ Leave travel concession: For self and family once in a year in accordance with the Rules of the Company.
- ✓ Telephone: Free use of Telephone at residence.
- ✓ Club Fees: Fees for clubs subject to a maximum of two clubs.
- ✓ Servant's salary: Servant's salary, subject to a maximum of 2 servants on a salary of up to ₹2500/- per servant per month.
- ✓ Personal Accident Insurance: Premium not to exceed ₹ 4000/- per annum.
- ✓ Car: Free use of Company's Car with driver. If the Company does not provide driver, reimbursement of actual salary paid to the driver.
- ✓ Entertainment expenses: Reimbursement of entertainment expenses incurred in the course of business of the Company.
- ✓ Corporate Credit Card: For use both in India and abroad for business purposes.
- ✓ Subject to any statutory ceiling(s), Mr. Navneet Kumar Saraf may be given any other allowances, perquisites, benefits and facilities as the Board of Director or committee of the Company from time to time may decide.

F. Gratuity

Not to exceed half a month's salary for each completed year of service, subject to a ceiling as may be fixed by the Government

Minimum Remuneration

Notwithstanding any thing herein contained, where in any financial year during the period of his office as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Navneet Kumar Saraf remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Navneet Kumar Saraf

Other Terms:

Mr. Navneet Kumar Saraf shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to commercial operations. He shall not be paid any sitting fee for attending meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Navneet Kumar Saraf or the Company, by one party giving to the other 1 (one) month notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The Board of Directors of the Company is of the view that as the Whole-time Director of the Company, Mr. Navneet Kumar Saraf shall be shouldered with multiple responsibilities and considering the industry benchmarks and his contribution to the Company, the aforementioned remuneration structure of Mr. Navneet Kumar Saraf as Whole-time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies and therefore recommend the resolution at Item No. 9 of the accompanying notice for your approval.

Mr. Navneet Kumar Saraf is interested to the extent of remuneration payable to him under Resolution No. 9 and his shareholding in the Company.



Mr. Sudarshan Kumar Saraf, Co-Chairman and Managing Director of the Company being the relative of Mr. Navneet Kumar Saraf is directly/indirectly concerned or interested in this resolution.

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 10 & 11

The Board of Directors of the Company, at its meeting held on February 6, 2015 has appointed Mr. Ashish Kumar Saraf as an Additional Director of the Company upto the date of Annual General Meeting.

As required under Section 160 of the Companies Act, 2013, Notice has been received from a member of the Company along with a deposit of a requisite amount signifying the intention to propose Mr. Ashish Kumar Saraf as a candidate for the Office of Director of the Company.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on February 6, 2015, subject to the approval of the Members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have also appointed Mr. Ashish Kumar Saraf as Whole-time Director of the Company and approved his remuneration for a period of five years effective from February 6, 2015 to February 5, 2020.

Section 196(4) of the Act, inter alia, provides that a whole-time director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting. Accordingly, shareholders' approval vide Ordinary Resolution is sought for the said proposal.

Mr. Ashish Kumar Saraf was working as Chief Financial Officer of the Company since 2006, prior to that he was a working director of the Company, since 2001. He takes care of accounts and finance functions of the company and also overseas operations of the Company.

Mr. Ashish Kumar Saraf is Bachelor in Commerce, Masters in Textile Technology from University of Manchester, United Kingdom, he has also completed CA (Inter) and Diploma in Textile. He was born on November 25, 1981. He is a Board Members of Technosoft Engineering Projects Limited, Ashrit Holdings Limited, BMS Industries Limited, Technocraft International Limited (UK), Technocraft Trading (Poland), Technosoft Engineering Inc. (Erstwhile Impact Engineering Solution Inc.) (USA) and Swift Engineering Inc. (Canada), Technocraft Trading Spolka Z.o.o.(Poland).He is not a member of any Audit Committee or Investor Relationship Committee. He holds 70,742 Equity Shares of the Company.

The Company has received from Mr. Ashish Kumar Saraf (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Ashish Kumar Saraf is a relative of Mr. Sharad Kumar Saraf, Chairman & Managing Director.

The remuneration of Mr. Ashish Kumar Saraf as Whole-time Director of the Company is the same as what was being paid to him by the Company in his capacity as Chief Financial Officer of the Company. The main terms and conditions of appointment (including payment of remuneration for the period of 5 years effective from February 6, 2015 to February 5, 2020 of Mr. Navneet Kumar Saraf as a Whole-time Director of the Company are given below:

Remuneration:

A. Salary

₹ 2,00,000/-(Rupees Two Lac only) per month with effect from February 01, 2015 subject to the revision as may be decided by the Board of Directors from time to time.

B. Commission

Payable for each financial year, up to 1% of net profits of the Company for that year, subject to such ceiling as may be fixed by the Board of Directors from time to time, with the present ceiling fixed by the Board being an amount equivalent to the Annual Salary for the relevant financial year. The amount of Commission shall be payable after the Annual Accounts are approved by the Board of Directors and adopted by the Shareholders.



C. Bonus

Annual Bonus at the same rate as payable to other senior employees of the Company.

D. House Rent Allowance

60% of salary as House Rent Allowance. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the salary.

E. Perquisites

- ✓ Earned Leave/Privilege Leave: On full pay and allowance as per the rules of the Company, but not more than one month's leave for every 11 months of service. The balance of leave at the end of each year will be encashable as per the Company's Rules.
- ✓ Reimbursement of medical expenses: incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family. However, the reimbursement shall not exceed one-month salary in a year or three months' salary over a period of three years.
- ✓ Leave travel concession: For self and family once in a year in accordance with the Rules of the Company.
- ✓ Telephone: Free use of Telephone at residence.
- ✓ Club Fees: Fees for clubs subject to a maximum of two clubs.
- ✓ Servant's salary: Servant's salary, subject to a maximum of 2 servants on a salary of up to ₹2500/- per servant per month.
- ✓ Personal Accident Insurance: Premium not to exceed ₹ 4000/- per annum.
- ✓ Car: Free use of Company's Car with driver. If the Company does not provide driver, reimbursement of actual salary paid to the driver.
- ✓ Entertainment expenses: Reimbursement of entertainment expenses incurred in the course of business of the Company.
- ✓ Corporate Credit Card: For use both in India and abroad for business purposes.
- ✓ Subject to any statutory ceiling(s), Mr. Ashish Kumar Saraf may be given any other allowances, perquisites, benefits and facilities as the Board of Director or committee of the Company from time to time may decide.

F. Gratuity

Not to exceed half a month's salary for each completed year of service, subject to a ceiling as may be fixed by the Government

Minimum Remuneration

Notwithstanding anything herein contained, where in any financial year during the period of his office as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Ashish Kumar Saraf remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Ashish Kumar Saraf

Other Terms:

Mr. Ashish Kumar Saraf shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to commercial operations. He shall not be paid any sitting fee for attending meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Ashish Kumar Saraf or the Company, by one party giving to the other 1 (one) month notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The period of office of Mr. Ashish Kumar Saraf shall be liable to determination by retirement of directors by rotation. If Mr. Ashish Kumar Saraf is appointed as a director, immediately on retirement by rotation he shall continue to hold



office of Whole-time Director. In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections. 198, 269, 309 and any other applicable provisions of the Companies Act, 1956),

The Board of Directors of the Company is of the view that as the Whole-time Director of the Company, Mr. Ashish Kumar Saraf shall be shouldered with multiple responsibilities and considering the industry benchmarks and his contribution to the Company, the aforementioned remuneration structure of Mr. Ashish Kumar Saraf as Whole-time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies and therefore recommend the resolution at Item No. 11 of the accompanying notice for your approval.

Mr. Ashish Kumar Saraf is interested to the extent of remuneration payable to him under Resolution No. 11 and his shareholding in the Company.

Mr. Sharad Kumar Saraf, Chairman and Managing Director of the Company being the relative of Mr. Ashish Kumar Saraf is directly/indirectly concerned or interested in this resolution.

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 12

Mr. Atanu Anil Choudhary was appointed Whole-time Director for the term of five years, his term is required to be renewed. Therefore, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on August 10, 2015, subject to the approval of the Members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have re-appointed Mr. Atanu Anil Choudhary as Whole-time Director of the Company and approved his remuneration for a period of five years effective from August 10, 2015 to August 9, 2020.

Section 196(4) of the Act, inter alia, provides that a Whole-time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting. Accordingly, shareholders' approval vide Ordinary Resolution is sought for the said proposal.

Mr. Atanu Anil Choudhary is having rich experience in steel and pipe industries, since 2008 he is working as occupier of the factories under the Factory Act, 1948. He is intermediate and born on November 15, 1960. He neither is a Board Member of any other Company nor having membership/chairmanship of any Committees. He does not hold any Equity Shares of the Company.

The main terms and conditions of appointment (including payment of remuneration) for the period of 5 years of Mr. Atanu Anil Choudhary as a Whole-time Director of the Company are given below:

Remuneration:

- A. Basic Salary: ₹ 34,700/- (Rupees Thirty Four Thousand Seven Hundred only) per month subject to the revision as may be decided by the Board of Directors from time to time.
- B. House Rent Allowance: ₹ 1,735/- (Rupees One Thousand, Seven Hundred, Thirty Five only) per month subject to the revision as may be decided by the Board of Directors from time to time.
- C. Other Allowance: ₹ 23,390/- (Rupees Twenty Three Thousand, Three Hundred, Ninety only) per month subject to the revision as may be decided by the Board of Directors from time to time.
- D. Annual Bonus/ ex gratia: 20% of the Basic Salary.
- E. Gratuity: As per the Payment of Gratuity Act, 1972
- F. Leave Salary: 35 Days leave per year
- G. Provident Fund: 12% of Basic Salary

The period of office of Mr. Atanu Anil Choudhary shall be liable to determination by retirement of directors by rotation.



The Board of Directors of the Company is of the view that as the Whole-time Director of the Company, Mr. Atanu Anil Choudhary shall be shouldered with multiple responsibilities and considering the industry benchmarks and his contribution to the Company, the afore mentioned remuneration structure of Mr. Atanu Anil Choudhary as Whole-time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies and therefore recommend the resolution at Item No. 12 of the accompanying notice for your approval.

Mr. Atanu Anil Choudhary is interested to the extent of remuneration payable to him under Resolution No. 12

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 13

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 27, 2015 the Board has considered and approved appointment of M/s NKJ & Associates, Cost Accountants having Registration No.101893, for the conduct of the Cost Audit of the Company at a remuneration of ₹ 75,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2016.

The resolution of Item No. 13 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 13.

By Order of the Board
For Technocraft Industries (India) Limited

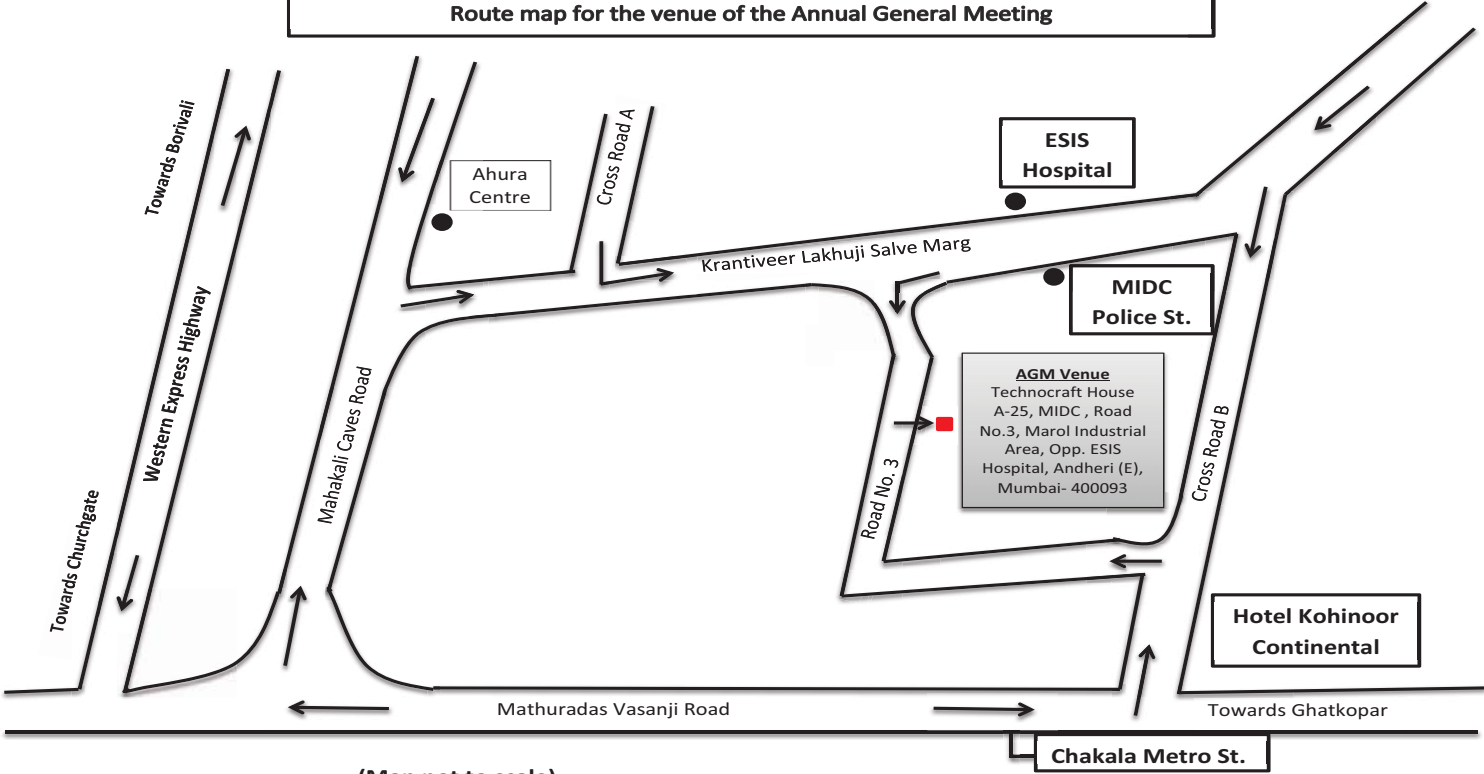
Place: Mumbai
Date: August 10, 2015

Neeraj Rai
Company Secretary

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp.ESIS Hospital, Andheri (E), Mumbai.
CIN NO. L28120MH1992PLC069252
www.technocraftgroup.com

Route map for the venue of the Annual General Meeting



--(Map not to scale)--