



## **Technocraft Industries (India) Limited**

**CIN L28120MH1992PLC069252**

**Registered Office:** A-25, MIDC, Technocraft House, Road No.3, Marol Industrial Area, Opp. ESIS Hospital, Andheri (East), Mumbai-400093, Maharashtra, India.

**Tel. No.** 91-22-40982222 **Fax No.:** 91-22-28367037

**Email:** [investor@technocraftgroup.com](mailto:investor@technocraftgroup.com) **Website:** [www.technocraftgroup.com](http://www.technocraftgroup.com)

### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**Notice** is hereby given for seeking the approval of Members pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the following proposed resolutions by way of Postal Ballot.

#### **ITEM NO. 1**

##### **Alteration of the Object Clause of Memorandum of Association of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, the approval of the Members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by inserting Clause no. 1D after the existing Clause no. 1C under “THE MAIN OBJECTS” as follows:

1D.To carry on the business of Software designing, development, customisation, implementation, maintenance, and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host or otherwise deal in computer software/information technology packages, programs and solutions, to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments, offering services on-site/ offsite or through development centres, to undertake Information Technology enabled services, to capture, maintain and process electronic data for third parties including for group companies or entities, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and data processors, telecommunication systems, their components, spare parts, equipments and devices and to develop Information Technology/ Software Park or Township.

**RESOLVED FURTHER THAT** the Board of Directors and Mr. Neeraj Rai, Company Secretary be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

#### **Registered Office:**

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Marol Industrial Area, Opp. ESIS Hospital,  
Andheri (East), Mumbai-400093, Maharashtra, India.

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

**Place:** Mumbai

**Date:** August 10, 2015

**Neeraj Rai  
Company Secretary**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the “Act”), setting out material facts are annexed hereto.
2. The Board of Directors has appointed M/s Nitesh Jain & Co., Company Secretaries (Membership No. FCS 6069 and Certificate of Practice No. 8582), as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, August 14, 2015.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with the Rules thereto and Clause 35B of the Listing Agreement, the Company is pleased to provide Electronic Voting (“E-voting”) facility to all the Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in this Notice. The Company has availed the e-voting services of NSDL.

**Instructions for E-voting:****I. The instructions for shareholders voting electronically are as under:**

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i) Open email and open PDF file viz; “evoting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for 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.
  - (vi) 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.
  - (vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (viii) Select “EVEN” of Technocraft Industries (India) Limited.
  - (ix) Now you are ready for e-voting as Cast Vote page opens.
  - (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (xi) Upon confirmation, the message “Vote cast successfully” will be displayed
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xiii) 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](mailto:csniteshjain@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- B. In case a Member receives physical copy of the Notice of Postal Ballot [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 bottom of the Postal Ballot Form.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. The e-voting period commences on September 6, 2015 and ends on October 5, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
5. Notice of Postal Ballot along with the Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those Members who have not registered their e-mail addresses, physical copies of the same are being sent by the permitted mode.
  6. Kindly note that the Members can opt for only one mode of voting, i.e., either by physical postal ballot or e-voting. If Members has opted for e-voting, then do not vote through physical postal ballot and vice versa. In case Members cast their vote by both physical postal ballot and e-voting means, then voting done through valid physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.
  7. Members exercising their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed pre-printed self addressed post prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working i.e. 1800 hours on Monday, October 5, 2015. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final. Please note that any postal ballot forms received after 1800 hours on Monday, October 5, 2015 will not be treated as valid and voting whether by post or by electronic means shall not be allowed beyond the said date.
  8. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company [www.technocraftgroup.com](http://www.technocraftgroup.com) or seek duplicate Postal Ballot Form from Registrar and Share Transfer Agents of the Company, M/s. System Support Services, 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai – 400072; fill-in the details and send the same to the Scrutinizer.
  9. In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
  10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
  11. The vote in this postal ballot cannot be exercised through proxy.
  12. The Scrutinizer will submit his report to the Chairman or to any other person duly authorised in this regard and the results of the postal ballot will be announced on Wednesday, October 07, 2015 at the Registered Office of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.technocraftgroup.com](http://www.technocraftgroup.com) and on the website of NSDL within two (2) days of passing of the resolutions and shall also be communicated to the Stock Exchanges, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:**

In view of encouraging measures taken by the Government to liberalize the IT Policy and in order to diversify into certain new business ventures, your Directors have been considering proposals for diversifying the company's activities into Software Technology and related activities.

The alteration in the Objects Clause of the Memorandum of Association ("MOA") as set out in the Resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

Pursuant to section 13(1) of the Companies Act, 2013 read with Rules made thereunder, the above said proposal requires the consent of the Members by way of Special Resolution.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Object Clause of MoA of the Company under "THE MAIN OBJECTS". The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors or Key Managerial Personnel and / or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

The draft MoA of the Company will be open for inspection between 11:00 a.m. to 1:00 p.m. on all working days, except Saturdays at the Registered Office of the Company up to October 5, 2015.

**Registered Office:**

A-25, MIDC, Technocraft House, Road No.3,  
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Andheri (East), Mumbai-400093, Maharashtra, India.

**Place:** Mumbai

**Date:** August 10, 2015

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

**Neeraj Rai  
Company Secretary**



**Technocraft Industries (India) Limited**

**CIN L28120MH1992PLC069252**

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**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf before completing this form)

**S. No.**

1. Name & Address of the Sole/First named Member :  
/ Beneficial Owner as registered with the Company
2. Name(s) of the joint Member(s), if any, registered :  
with the Company
3. Registered Folio No./DP ID No. & Client ID No.\* :  
(\* Applicable to investors holding shares in dematerialized form )
4. Number of shares held :
5. I/We, hereby exercise my/our vote in respect of the following resolution to be passed through Postal Ballot for the business stated in the Notice dated August 10, 2015, of the Company by sending my/our assent (For) or dissent (Against) to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution under Section 13 of the Companies Act, 2013, for Alteration of the Main Object Clause by inserting Clause no. 1D after the existing Clause No. 1C of the Main Object of the Memorandum of Association of the Company.			

**Place:**

**Date:**

(Signature of the Member/ Beneficial Owner)

**Electronic voting particulars**

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E-Voting Event Number)	User ID	Password

**Notes:**

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, October 5, 2015.

## INSTRUCTIONS

### General Instructions

1. There will be one Postal Ballot Form/e-voting for every Folio / Client ID irrespective of the number of joint holders.
2. Members can opt for only one mode of voting, i.e., either by physical postal ballot or e-voting. If a Member has opted for e-voting, then do not vote through physical postal ballot and vice versa. In case Members cast their vote by both physical postal ballot and e-voting means, then voting done through valid physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.
3. The Notice of Postal Ballot is dispatched/e-mailed to the Members whose names appear on the Register of Members as on Friday, August 14, 2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the said date.
4. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, Corporate and Institutional Members shall be entitled to vote through their Authorised Representatives with proof of their authorization.
5. The Scrutinizer will submit his report to the Chairman or to any other person duly authorised in this regard and the results of the postal ballot will be announced on Wednesday, October 7, 2015 at 1800 hours at the Registered Office of the Company at A-25, MIDC, Road No.3, Marol Industrial Area, Andheri (East), Mumbai-400093, Maharashtra. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.technocraftgroup.com](http://www.technocraftgroup.com) and on the website of NDSL within two (2) days of passing of the resolutions and shall also be communicated to the Stock Exchanges, where the shares of the Companies are listed.

### Instructions for voting by physical Postal Ballot Form

1. A Member desiring to exercise vote by physical postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer, M/s. Nitesh Jain & Co., Company Secretaries, in the enclosed pre-printed self-addressed postage-prepaid envelope. Envelope containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier/registered post at the expense of the Registered Member, shall also be accepted by the Company.
2. A (v) mark should be placed in the relevant box signifying assent (For) /dissent (Against) for the resolution, as the case may be. Incomplete or unsigned Postal Ballot Forms will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than (v) in the box signifying assent (For) or dissent (Against) shall be deemed as if no mark has been placed and the box is left blank.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. In respect of shares held by Corporate and Institutional Members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
5. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. Members to whom documents have been sent physically have the option to vote either through e-voting or through Postal Ballot Form. In case Members who have received Notice of Postal Ballot through e-mail but who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company [www.technocraftgroup.com](http://www.technocraftgroup.com) or seek duplicate Postal Ballot Form from M/s. System Support Services, , Unit: Technocraft Industries (India) Limited, 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai – 400072; fill-in the details and send the same to the Scrutinizer.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than closing of working hours i.e. 1800 hours on Monday, October 5, 2015. Please note that any response received from the Members after this date will be strictly treated as if the reply from such Member has not been received and voting whether by post or by electronic means shall not be allowed beyond the said date. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
8. A Member may request for a duplicate Postal Ballot Form or seek duplicate form M/s. System Support Services, Registrar and Share Transfer Agents of the Company, if required, and the same duly completed, should reach the Scrutinizer not later than the date specified under instruction No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent, the same will be destroyed by the Scrutinizer.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot/ E-voting will be final and binding.

### Instructions for e-voting

The detailed instructions for e-voting are provided under notes to the Notice of Postal Ballot.