

**Report on Corporate Governance as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity: Technocraft Industries (India) Limited
2. Quarter ending: September 30, 2016.

**Annexure -I**

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sharad Kumar Saraf	AAIPS1238A; 00035843	Chairperson-Executive	01/09/2013	-	2	1	2
Mr.	Sudarshan Kumar Saraf	AAIPS1022Q; 00035799	Co-Chairperson-Executive	01/09/2013	-	1	1	--
Mr.	Ashish Kumar Saraf	ALLPS4243D; 00035549	Executive	06/02/2015	-	1	1	--
Mr.	Navneet Kumar Saraf	AALPS5578A; 00035686	Executive	06/02/2015	-	1	1	--
Mr.	Atanu Anil Choudhery	AAZPC6935F; 02368362	Executive	10/08/2015	-	1	--	--
Ms.	Vaishali Choudhari	AEQPC0550F; 06847402	Independent	30/09/2014	Five years	1	1	--
Mr.	S.B. Agrawal	AADPA7923M; 00524452	Independent	30/09/2014	Five years	2	2	--
Mr.	Vishwambhar C. Saraf	AAEPS6863M; 00161381	Independent	06/02/2015	Five years	4	3	3
Mr.	Vinod B. Agarwala	AABPA7952N; 01725158	Independent	06/02/2015	Five years	3	2	2
Mr.	Jagdeesh Mal Mehta	AAFPM0694M; 00847311	Independent	30/09/2014	Five years	1	1	--
<b>II. Composition of Committees:</b>								
Name of Committee		Name of Committee members			Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)			
Audit Committee		Mr. Vinod B Agarwala			Chairperson of the Committee - Non-Executive -Independent			
		Mr. Vishwambhar C. Saraf			Non- Executive - Independent			
		Mr. Jagdeesh Mal Mehta			Non- Executive - Independent			
		Ms. Vaishali Choudhari			Non- Executive - Independent			
		Mr. S.B. Agarwal			Non- Executive - Independent			
Nomination & Remuneration Committee		Mr. S.B. Agarwal			Chairperson of the Committee - Non- Executive - Independent			
		Mr. Vishwambhar C. Saraf			Non- Executive - Independent			
		Ms. Vaishali Choudhari			Non- Executive - Independent			
Risk Management Committee(if applicable)		Not Applicable			Not Applicable			
Stakeholders Relationship Committee'		Mr. Vishwambhar C. Saraf			Chairperson of the Committee- Non- Executive - Independent			
		Mr. Sharad Kumar Saraf			Non- Executive - Independent			
		Mr. Sudarshan Kumar Saraf			Non- Executive – Independent			

<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
May 30, 2016	September 02, 2016	Ninety Four days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee:-</b> September 02, 2016	Yes, five members were present	May 30, 2016	Ninety Four days
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA) refer note below:</b>	
Whether prior approval of audit committee obtained		N.A.	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<b>VI. Affirmations:</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. <del>Risk Management Committee(if applicable)</del></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/ observations/ advice of Board of Directors may be mentioned here: N.A.</p>			

#### **Annexure -III**

##### **I Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/ No/ NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, director's report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes, Except Business Responsibility Report, this is not applicable to the Company.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	Yes, Member of NRC was present at AGM as representative of Chairman of NRC.
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes.

**For Technocraft Industries (India) Limited**

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