



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of the Technocraft Industries (India) Limited will be held on **FRIDAY, SEPTEMBER 20, 2019** at 11.00 a.m. at 6<sup>th</sup> floor, Tunga Regale, Plot No. 31, Phase II, Central Road, MIDC, Andheri - East, Mumbai, 400093, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors' thereon.
  - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Ashish Kumar Saraf (holding DIN 00035549) who retires by rotation in accordance with Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sudarshan Kumar Saraf (holding DIN 00035799) who retires by rotation in accordance with Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT**, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Vinod Balmukand Agarwala (DIN: 01725158) as an Independent Director of the Company for a second term of five consecutive years commencing from September 20, 2019, to September 19, 2024, not liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT**, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Vishwambhar C. Saraf (DIN: 00161381) as an Independent Director of the Company for a second term of five consecutive years commencing from September 20, 2019, to September 19, 2024, not liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT**, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Jagdeeshmal Mehta (DIN: 00847311) as an Independent Director of the Company for a second term of five consecutive years commencing from September 30, 2019, to September 29, 2024, not liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT**, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Ms. Vaishali Choudhari (DIN: 06847402) as an Independent Director of the Company for a second term of five consecutive years commencing from September 30, 2019, to September 29, 2024, not liable to retire by rotation."



8. 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 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 2019-20, amounting to 75,000/- (Rupees Seventy Five thousand only) as also the payment of 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.”

9. 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 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, approval/ ratification of the members be and is hereby accorded for entering into transactions with AAIT/ Technocraft Scaffold Distribution LLC FZE, a step down subsidiary, for distribution of scaffolding as export sale upto ₹ 300 Crores for Financial Year 2019-20 and ₹ 13.85 Crores for Financial Year 2018-19, on such terms and conditions as defined in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”

**Registered Office:**

Plot No. 47, 'Opus Centre', Second Floor,  
Central Road, MIDC, Andheri (East),  
Mumbai 400093.  
CIN L28120MH1992PLC069252  
www.technocraftgroup.com

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

**Place:** Mumbai

**Date:** August 14, 2019

**Neeraj Rai  
Company Secretary**

**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 Wednesday, September 18, 2019 to Friday, September 20, 2019 (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 includes 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, Link Intime India Pvt. Ltd, ("Link Intime") C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 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 demat form.
  - (c) Register their email address and changes therein from time to time with Link Intime 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, Link Intime India Pvt. Ltd and have it duly filled and sent back to them.
11. Electronic copy of the Annual Report for 2018-19 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 2018-19 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 along with Attendance Slip and Proxy Form is being sent to them in the permitted mode.
13. As required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) the relevant details of Directors retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.technocraftgroup.com](http://www.technocraftgroup.com)
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](mailto:investor@technocraftgroup.com)



16. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Link Intime, 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 and Protection Fund, as per Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time.

Members are also requested to note that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, which have come into effect from 7th September, 2016, stipulates that shares on which dividend has not been encashed or claimed for seven consecutive years or more, then such shares are to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Accordingly, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. with respect to Financial Year 2010-11. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in)

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Link Intime for lodging claim for refund of shares and / or dividend from the IEPF Authority.

#### **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 from time to time and the provisions of Regulation 44 of the SEBI Listing Regulations, 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 17, 2019 (9:00 am) and ends on September 19, 2019 (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 13, 2019, 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.

#### **Voting electronically using NSDL e-Voting system:**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.



III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically*

IV. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

V. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email id is registered in your demat account or with the company, your 'initial password' is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.



- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- VI. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- I. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csniteshjain@gmail.com](mailto:csniteshjain@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- III. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **General Guidelines for shareholders**

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 13, 2019.

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 13, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

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., Practising Company Secretary (Membership No. FCS 6069 and Certificate of Practice No. 8582) has been appointed as the Scrutinizer for providing facility to the members of the Company 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 countersign 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](http://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.

18. 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 1.00 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



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

### Item No.4

The Members at the 23rd Annual General Meeting held on September 29, 2015 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. Mr. Agarwala will complete his present term on September 20, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, for the re-appointment of Mr. Agarwala as an Independent Director of the Company with effect from September 20, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Agarwala would benefit the Company, given the knowledge, experience and performance of Mr. Agarwala, and contribution to Board processes by him. Declaration has been received from Mr. Agarwala that he meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Mr. Agarwala fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for the re-appointment of Mr. Agarwala, in terms of Section 149 of the Act.

Requisite consent has been filed by Mr. Agarwala pursuant to Section 152 of the Act. Additional information in respect of Mr. Agarwala, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Mr. Agarwala does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Agarwala and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

### Item No. 5

The Members at the 23rd Annual General Meeting held on September 29, 2015 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. Mr. Saraf will complete his present term on September 20, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, for the re-appointment of Mr. Saraf as an Independent Director of the Company with effect from September 20, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Saraf would benefit the Company, given the knowledge, experience and performance of Mr. Saraf, and contribution to Board processes by him. Declaration has been received from Mr. Saraf that he meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Mr. Saraf fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for the re-appointment of Mr. Saraf, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Saraf has also attained the age of 75 years.



Requisite consent has been filed by Mr. Saraf pursuant to Section 152 of the Act. Additional information in respect of Mr. Saraf, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Mr. Saraf does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Saraf and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

#### **Item No. 6**

The Members at the 22<sup>nd</sup> Annual General Meeting held on September 30, 2014 approved the appointment of Mr. Jagdeeshmal Mehta as an Independent Director of the Company for a period five consecutive years commencing from 30th September 2014. Mr. Mehta will complete his present term on September 29, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Mehta as an Independent Director of the Company with effect from September 30, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Mehta would benefit the Company, given the knowledge, experience and performance of Mr. Mehta, and contribution to Board processes by him. Declaration has been received from Mr. Mehta that he meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Mr. Mehta fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Mehta, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Mehta has also attained the age of 75 years.

Requisite consent has been filed by Mr. Mehta pursuant to Section 152 of the Act. Additional information in respect of Mr. Mehta, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Mr. Mehta does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Mehta and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

#### **Item No. 7**

The Members at the 22<sup>nd</sup> Annual General Meeting held on September 30, 2014 approved the appointment of Ms. Vaishali Choudhari as an Independent Director of the Company for a period five consecutive years commencing from 30th September 2014. Ms. Choudhari will complete her present term on September 29, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Ms. Choudhari as an Independent Director of the Company with effect from September 30, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Ms. Choudhari would benefit the Company, given the knowledge, experience and performance of Ms. Choudhari, and contribution to Board processes by her. Declaration has been received from Ms. Choudhari that she meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Ms. Choudhari fulfills the conditions specified in the Act, the





Rules thereunder and the Listing Regulations 2015 for the re-appointment as an Independent Director and that she is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Ms. Choudhari, in terms of Section 149 of the Act.

Requisite consent has been filed by Ms. Choudhari pursuant to Section 152 of the Act. Additional information in respect of Ms. Choudhari, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Ms. Choudhari does not hold any share in the Company, either in her individual capacity or on a beneficial basis for any other person. Ms. Chaoudhari and her relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

#### Item No. 8

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 28, 2019 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, 2020.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

#### Item No. 9

AAIT/Technocraft Scaffold Distribution LLC FZE (“AAIT”) is a ‘Related Party’ within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the SEBI Listing Regulations. AAIT is a subsidiary of wholly owned subsidiary Technocraft International, UK. The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on August 14, 2019, approving of the related party transaction for sale of scaffoldings upto ₹ 300 Crores.

Name of the Related Party	Name of the director of Key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution.
AAIT/ Technocraft Scaffold Distribution LLC FZE (“AAIT”)	Not Applicable	Step-down subsidiary	AAIT is a distribution Company for sale of scaffolding out of India. Sale of scaffoldings upto ₹ 300 Crores for Financial Year 2019-20	The transactions are in the ordinary course of business and are at an Arm’s Length basis.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, agreed sale the scaffoldings. As the enhanced limit of ₹ 300 Crores exceeds 10% of the Company’s turnover for the last financial year ended March 31, 2019, the export sale of scaffoldings to AAIT would be deemed to be a ‘material’ related party transaction.

Further, during the Financial Year ended March 31, 2018 the approval for the said transaction the approval of the members were requested and granted was for ₹ 150 Cr however, due to unavoidable circumstances the transaction was increased by ₹ 13.85 Cr. for which rectification approval is required from the shareholders.

Under Regulation 23 (4) of the SEBI Listing Regulations, all material related party transactions have to be approved by Ordinary resolution of the shareholders and the related parties shall abstain from voting on such resolution whether the entity is a related party to the transaction or not.



The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

**Registered Office:**

Plot No. 47, 'Opus Centre', Second Floor,  
Central Road, MIDC, Andheri (East),  
Mumbai 400093.  
CIN: L28120MH1992PLC069252  
www.technocraftgroup.com

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

**Place:** Mumbai

**Date:** August 14, 2019

**Neeraj Rai  
Company Secretary**

**ANNEXURE TO THE NOTICE**

Details of Directors seeking re-appointment/appointment at the Annual General Meeting in pursuance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

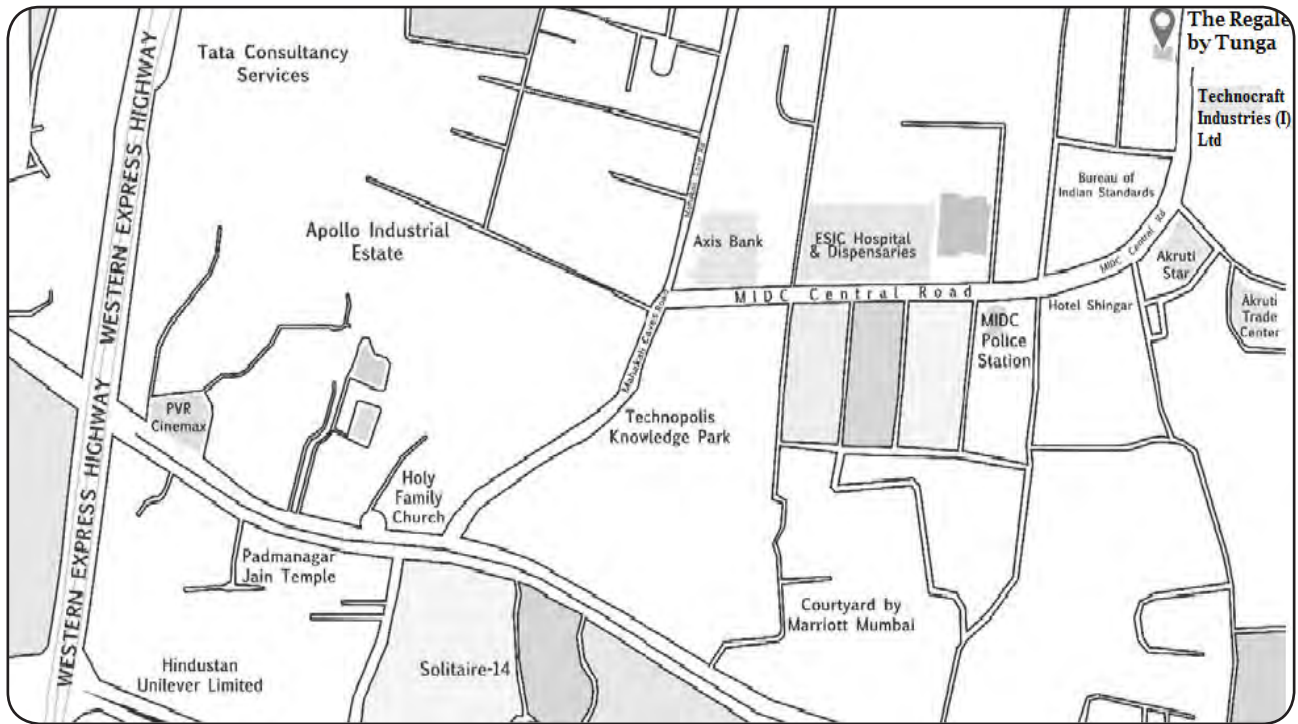
<b>Name of the Directors</b>	<b>Mr. Sudarshan Kumar Saraf</b>	<b>Mr. Ashish Kumar Saraf</b>	<b>Ms. Vaishali Choudhari</b>
Date of Birth	June 7, 1949	November 25, 1981	July 7, 1973
Age	70 Years	37 Years	46 Years
Date of Appointment	October 28, 1992	February 06, 2015	December 19, 2013
DIN	00035799	00035549	06847402
Expertise in specific functional areas	He has over 2 decade of experience in the Engineering operations, Production, Process improvement of the company.	He has over 12 years of experience in the yarn, garment, fabrication etc.	Practising as an Advocate / Counsel in the High Court of Bombay for the last more than 20 years handling varied litigation.
No. of equity shares held in TIIL	67,94,903 individually and 74,797 in his HUF	5,04,914	NIL
Qualifications	Mechanical Engineering from the prestigious Indian Institute of Technology, Bombay	Master in Textile Technology from University of Manchester	B.Sc., LL.M.
List of other directorships in listed entities (Other than TIIL)	NIL	NIL	NIL
Membership/ Chairman of Committees of the other listed entities (Other than TIIL)	NIL	NIL	NIL
Relationships, if any, between Directors inter-se	Mr. Sudarshan Kumar Saraf is a brother of Mr. Sharad Kumar Saraf and father of Mr. Navneet Kumar Saraf	He is the son of Mr. Sharad Kumar Saraf – Chairman & Managing Director of the Company	NIL



<b>Name of the Directors</b>	<b>Mr. Vinod Balmukand Agarwala</b>	<b>Mr. Jagdeeshmal Mehta</b>	<b>Mr. Vishwambar C Saraf</b>
Date of Birth	October 30, 1949	October 22, 1942	August 5, 1939
Age	69 Years	76 Years	80 Years
Date of Appointment	February 06, 2015	December 19, 2013	February 6, 2015
DIN	01725158	00847311	00161381
Expertise in specific functional areas	Mr. Agarwala is Practicing Solicitor & Advocate High Court, Bombay, Solicitor, Supreme Courts of England & Wales	Shri Jagdeesh Mal Mehta has career spanning for over 51 years and since 1971, he has been CEO with total responsibility of a Company reporting directly to chairman. He has an Excellent track record in managing various types of companies like, oil & Gas (Refinery), Textiles, Chemicals, Power, News Paper etc.	He has more than 50 years of business experience. He is Chairman and Managing Director of Remi Elektrotechnik Ltd. He is also on the Board of other listed entities.
No. of equity shares held in TIIL	NIL	NIL	NIL
Qualifications	Mr. Agarwala is Science and Law Graduate.	Mr. Mehta is Law Graduate	Mr. Vishwambar C. Saraf holds a Bachelor's Degree in Commerce from Mumbai University
List of other directorships in listed entities (Other than TIIL)	Supreme Infrastructure India Ltd. ("Supreme") GTL infrastructure Ltd. ("GTL") IRIS Business Services Ltd. ("IRIS")	Banswara Syntex Ltd.	Remi Elektrotechnik Ltd. Remi Process Plant and Machinery Ltd., Remi Edelstahl Tubulars Ltd.
Membership/ Chairman of Committees of the other listed entities (Other than TIIL)	He is member in the Audit Committee of Supreme, GTL and IRIS. He is member Stakeholder Relationship Committee of GTL. He is Chairman of Stakeholder Relationship Committee of Supreme	NIL	Remi Elektrotechnik Ltd. – Member of Audit Committee, Stakeholder Grievances Committee Remi Edelstahl Tubulars Ltd. – Chairman of Stakeholder Grievance Committee Remi Process Plant and Machinery Ltd.- Chairman of Stakeholder Grievance Committee
Relationships, if any, between Directors inter-se	NIL	NIL	NIL



## MAP FOR AGM VENUE





## Attendance Slip

### Technocraft Industries (India) Limited

CIN: L28120MH1992PLC069252; Website: [www.technocraftgroup.com](http://www.technocraftgroup.com)

**Registered Office:** Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Andheri (E), Mumbai-400093

PLEASE FILL ATTENDANCE SLIP AND HANDOVER IT AT ENTRANCE OF THE MEETING HALL

DP ID	
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Folio No*	
-----------	--

Client ID	
-----------	--

No of Share	
-------------	--

Name and Address of the Shareholders:

I hereby record my presence at the **27<sup>th</sup> Annual General Meeting** of the Company held on Friday, September 20, 2019 at 11.00 am at 6th floor, Tunga Regale, Plot No. 31, Phase II, Central Road, MIDC, Andheri - East, Mumbai, 400093.

\*Applicable for the investors holding shares in Physical Form

\_\_\_\_\_  
Signature of Shareholder/Proxy

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### Proxy Form

**(Pursuant to section 105(6) of the Companies Act, 2013, and rule 19(3) of the Companies (Management & Administrative Rules, 2014)**

#### Technocraft Industries (India) Limited

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**Registered Office:** Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Andheri (E), Mumbai-400 093.

Name of the Member(s)		Email ID	
		Folio No/ Client ID*	
Registered Address		DP ID*	

I/We, being the member(s) of \_\_\_\_\_ shares of Technocraft Industries (India) Ltd, hereby appoint:

1) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him

2) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or Failing him

3) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, September 20, 2019** at 11.00 am at 6th floor, Tunga Regale, Plot No. 31, Phase II, Central Road, MIDC, Andheri - East, Mumbai, 400093 and any adjournment thereof in respect of such resolution as are indicated below:

\*\*I wish my above proxy to vote in the manner as indicated in the box below;

SN	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2019		
2	Ordinary Resolution for re- appointment of Mr. Ashish Kumar Saraf, Director retiring by rotation.		
3	Ordinary Resolution for re- appointment of Mr. Sudarshan Kumar Saraf, Director retiring by rotation.		



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<b>Special Business:</b>			
4	Special Resolution for re-appointment of Mr. Vinod Balmukand Agarwala, as Independent Director.		
5	Special Resolution for re-appointment of Mr. Vishwambhar C. Saraf, as Independent Director.		
6	Special Resolution for re-appointment of Mr. Jagdeeshmal Mehta, as Independent Director.		
7	Special Resolution for re-appointment of Ms. Vaishali Choudhari, as Independent Director.		
8	Ordinary Resolution for approval of the remuneration of the Cost Auditors		
9	Ordinary Resolution for approval of material related party transaction with AAIT/ Technocraft Scaffold Distribution LLC, FZE		

Sign this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix Revenue Stamp
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\_\_\_\_\_  
**Signature of Shareholders**

\_\_\_\_\_  
**Signature of First Proxy Holder**

\_\_\_\_\_  
**Signature of Second Proxy Holder**

\_\_\_\_\_  
**Signature of Third Proxy Holder**

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) For the resolutions, explanatory statements and Notes, please refer to the Notice of the 27<sup>th</sup> Annual General Meeting.
- (3) Appointment of proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) In case of Joint holder, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.
- \* (5) This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box, If you leave the 'for' or 'against' column blank against any or all the resolution, your Proxy will entitled to vote in the manner as he/she think appropriate.