



**Consolidated Report of the Scrutinizer on remote e-voting and voting by physical ballot  
conducted at the 23<sup>rd</sup> AGM of Technocraft Industries (India) Limited" held on Tuesday,  
September 29, 2015**

To,  
**The Chairman**  
**Technocraft Industries (India) Limited**  
[CIN L28120MH1992PLC069252]

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of "**Technocraft Industries (India) Limited**" held on Tuesday, September 29, 2015 at 11.00 a.m. at A-25, Technocraft House, MIDC, Marol Industrial Area, Road No. 3, Opp. ESIS Hospital, Andheri (E), Mumbai - 400093

Dear Sir,

I, Nitesh Jain of Nitesh Jain & Co. Company Secretaries, Navi Mumbai, have been appointed by the Board of Directors of **Technocraft Industries (India) Limited** ("**Company**") as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to clause 35B of the Listing Agreement, for the purpose of Scrutinizing the remote e-voting process and voting by physical ballot forms received from the members at the 23<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of "**Technocraft Industries (India) Limited**" held on Tuesday, September 29, 2015 at 11.00 a.m. at A-25, Technocraft House, MIDC, Marol Industrial Area, Road No. 3, Opp. ESIS Hospital, Andheri (E), Mumbai, 400093. I hereby submit my report as under:

The management of the Company is responsible to ensure the Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Listing Agreement relating to remote e-voting and physical ballot voting on the resolutions contained in the Notice of 23<sup>rd</sup> AGM of the Equity Shareholders of Company. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting as well as by physical ballot at the meeting are conducted in a fair and transparent manner and rendered consolidated Scrutinizer report of the total vote cast in favour or against to the Chairman on the resolutions, based on the report generated from the remote e-voting system provided by NSDL and the report generated for voting by use of ballots at the meeting.

**Report on Scrutiny:**

- The Annual Report containing the Notice of AGM was sent by electronic mode to those members whose e-mail ids were registered with the depository participants and for other members, physical copy of Annual Report containing the notice was sent by permitted mode.
- The Company had appointed National Securities Depository Limited (NSDL) as the service provider, for the purpose of extending the facility of remote e-voting to the members of the company.
- The service Provider had provided a system for recording the votes of the members electronically on all the items of the business (both ordinary and special businesses) sought to be transacted in the 23<sup>rd</sup> Annual General Meeting (AGM) of "**Technocraft Industries (India) Limited**" which was held on Tuesday, September 29, 2015.
- The remote e-voting period remain opened from 9.00 A.M. on Friday 25<sup>th</sup> September, 2015 upto 5.00 P.M. on Monday 28<sup>th</sup> September, 2015.



- The cut-off date for the purpose of identifying the members who were entitled to vote on the resolutions placed for approval of the members was Wednesday, September 23, 2015.
- After the announcement of voting by the chairman, one ballot box kept for polling was locked in my presence.
- On completion of voting at the meeting, the locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and share transfer agent of the Company and authorisations lodged with the Company.
- I did not find any ballot / poll papers invalid.
- After counting of the votes conducted at the venue of the AGM, through ballot paper, the vote cast through remote e-voting facility was duly unblocked by me as a scrutinizer in the presence of two witnesses Mr. Ajith Nair and Ms. Padma M. Nair, who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.

  
[Ajith Nair]

  
[Padma M. Nair]

- Thereafter, the details of equity shareholders, who voted "For" or "Against" each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>
- The consolidated result of remote e-voting and Poll held at the aforesaid AGM is as under:

**Item No. 1: (Ordinary Resolution):** Adoption of 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.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 28                           | 23888427                     | 7                    | 5261                         | 35                   | 23893688                     | 99.99                       |
| Voted Against   | 2                            | 10                           | 0                    | 0                            | 2                    | 10                           | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 2: (Ordinary Resolution):** Confirmation of the payment of interim dividend of Rs. 5 per equity share, already paid during the year, for the year ended March 31, 2015.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888127                     | 7                    | 5261                         | 34                   | 23893388                     | 99.99                       |



|               |     |     |     |     |     |     |      |
|---------------|-----|-----|-----|-----|-----|-----|------|
| Voted Against | 1   | 5   | 0   | 0   | 1   | 5   | 0.01 |
| Invalid       | Nil | Nil | Nil | Nil | Nil | Nil | Nil  |

**Item No. 3: (Ordinary Resolution):** Re -appointment of Mr. Sharad Kumar Saraf, Director retiring by rotation.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888402                     | 7                    | 5261                         | 34                   | 23893663                     | 99.99                       |
| Voted Against   | 2                            | 10                           | 0                    | 0                            | 2                    | 10                           | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 4: (Ordinary Resolution):** Re- appointment of Mr. Sudarshan Kumar Saraf, Director retiring by rotation.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888402                     | 7                    | 5261                         | 34                   | 23893663                     | 99.99                       |
| Voted Against   | 2                            | 10                           | 0                    | 0                            | 2                    | 10                           | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 5: (Ordinary Resolution):** Ratification of appointment of M/s. M.L. Sharma & Co as Statutory Auditors of the Company and fixing their remuneration.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 26                           | 23888302                     | 7                    | 5261                         | 33                   | 23893563                     | 99.99                       |
| Voted Against   | 2                            | 105                          | 0                    | 0                            | 2                    | 105                          | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |



**Item No. 6: (Ordinary Resolution):** Appointment of Mr. Vishwambhar C. Saraf as an Independent Director of the Company.

| Particulars       | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-------------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                   | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                   | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour   | 26                           | 23888302                     | 7                    | 5261                         | 33                   | 23893563                     | 99.99                       |
| Voted Against     | 3                            | 110                          | 0                    | 0                            | 3                    | 110                          | 0.01                        |
| Abstain / Invalid | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 7: (Ordinary Resolution):** Appointment of Mr. Vinod B. Agarwala as an Independent Director of the Company.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888327                     | 7                    | 5261                         | 34                   | 23893588                     | 99.99                       |
| Voted Against   | 3                            | 110                          | 0                    | 0                            | 3                    | 110                          | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 8: (Ordinary Resolution):** Appointment of Mr. Navneet Kumar Saraf as a Director of the Company.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888327                     | 7                    | 5261                         | 34                   | 23893588                     | 99.99                       |
| Voted Against   | 2                            | 105                          | 0                    | 0                            | 2                    | 105                          | 0.01                        |
| Invalid         | 0                            | 0                            | 0                    | 0                            | 0                    | 0                            | 0                           |



**Item No. 9: (Ordinary Resolution):** Appointment of Mr. Navneet Kumar Saraf as a Whole-time Director of the Company.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 25                           | 23888162                     | 7                    | 5261                         | 32                   | 23893423                     | 99.99                       |
| Voted Against   | 3                            | 110                          | abstai0              | 0                            | 3                    | 110                          | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 10: (Ordinary Resolution):** Appointment of Mr. Ashish Kumar Saraf as a Director of the Company.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888327                     | 7                    | 5261                         | 34                   | 23893588                     | 99.99                       |
| Voted Against   | 3                            | 110                          | 0                    | 0                            | 3                    | 110                          | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 11: (Ordinary Resolution):** Appointment of Mr. Ashish Kumar Saraf as a Whole-time Director of the Company.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888327                     | 7                    | 5261                         | 34                   | 23893588                     | 99.99                       |
| Voted Against   | 3                            | 110                          | 0                    | 0                            | 3                    | 110                          | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |



**Item No. 12: (Ordinary Resolution):** Re-Appointment of Mr. Atanu Anil Choudhary as a Whole-time Director of the Company.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888327                     | 7                    | 5261                         | 34                   | 23893588                     | 99.99                       |
| Voted Against   | 3                            | 110                          | 0                    | 0                            | 3                    | 110                          | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

**Item No. 13: (Ordinary Resolution)**

Ratification of the remuneration of the Cost Auditors viz. M/s. NKJ & Associates., Cost Accountants, for the financial year ending March 31, 2016.

| Particulars     | Number of Votes Contained in |                              |                      |                              |                      |                              | % of total valid votes cast |
|-----------------|------------------------------|------------------------------|----------------------|------------------------------|----------------------|------------------------------|-----------------------------|
|                 | Remote e - voting            |                              | Voting at the AGM    |                              | Total                |                              |                             |
|                 | No. of members voted         | Number of votes cast by them | No. of members voted | Number of votes cast by them | No. of members voted | Number of votes cast by them |                             |
| Voted in Favour | 27                           | 23888327                     | 7                    | 5261                         | 34                   | 23893588                     | 99.99                       |
| Voted Against   | 3                            | 110                          | 0                    | 0                            | 3                    | 110                          | 0.01                        |
| Invalid         | Nil                          | Nil                          | Nil                  | Nil                          | Nil                  | Nil                          | Nil                         |

Based on the aforesaid results the Ordinary Resolutions as contained in item No. 1 to 13 of the Notice dated August 10, 2015, have been passed with requisite majority.

The ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

**Thanking You,  
Yours faithfully,**

**For Nitesh Jain & Co.  
Company Secretaries**

**Nitesh Jain  
Proprietor  
FCS - 6069  
C.P. No. 8582**



**Date: September 29, 2015  
Place: Mumbai**