

# Technocraft Industries (India) Limited

**Registered Office:** A-25, Technocraft House, MIDC, Marol Industrial Area, Road No.03, Opp. ESIS Hospital, Andheri (East), Mumbai - 400093, Maharashtra, India  
Tel: 4098 2222/0002; Fax No. 2835 6559; **CIN** L28120MH1992PLC069252  
E-mail: [investor@technocraftgroup.com](mailto:investor@technocraftgroup.com) ; website: [www.technocraftgroup.com](http://www.technocraftgroup.com)

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**September 28, 2017**

To,  
The Manager,  
Listing Department,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

To,  
The Manager,  
Listing Department,  
BSE Ltd.  
P.J.Tower, Dalal Street, Fort,  
Mumbai-400001

**NSE Symbol: TIIL**

**BSE Security Code No.: 532804**

Dear Sirs,

**Sub: Voting Results of 25th Annual General Meeting held on September 28, 2017**

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Pursuant to Regulation 44, of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed the details of voting results with respect to the 25<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on Thursday, September 28, 2017 at the Registered Office of the Company at A-25, Technocraft House, MIDC, Marol Industrial Area, Road No.03, Opp. ESIS Hospital, Andheri (East), Mumbai – 400093.

Kindly take the above information on your record.

Thanking you,

Yours truly,

For Technocraft Industries (India) Limited

**Neeraj Rai**  
Company Secretary



Encl.: a.a.

**Voting Results of 25th Annual General Meeting**

<b>Date of the AGM/EGM</b>	September 28, 2017
<b>Total number of shareholders on record date</b> (being the cut-off date for determining shareholders entitled to vote - 21st Sept, 2017)	10449
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	10
Public:	43
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Applicable

**Resolution No. 1:**

(i) Consideration and adoption of (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors' thereon and (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Auditors' thereon

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	19725000	100	19725000	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	19725000	19725000	100	19725000	0	100	0
Public-Institutions	E-Voting	377783	377783	100	377783	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	377783	377783	100	377783	0	100	0
Public-Non Institutions	E-Voting	1720	1720	100	1720	0	100	0
	Poll	1564	1564	100	1564	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	3284	3284	100	3284	0	100.00	0.00
<b>Total</b>		20106067	20106067	100	20106067	0	100.00	0.00

**Resolution No. 2:**

Re- appointment of Mr. Sharad Kumar Saraf, Director retiring by rotation

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	19725000	100	19725000	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	19725000	19725000	100	19725000	0	100	0
Public-Institutions	E-Voting	377783	377783	100	377783	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	377783	377783	100	377783	0	100	0
Public-Non Institutions	E-Voting	1720	1720	100	1673	47	97.27	2.73
	Poll	1564	1564	100	1564	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>	3284	3284	100	3237	47	98.57	1.43



Total		20106067	20106067	100	20106020	47	100.00	0.00
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**Resolution No. 3:**

Re- appointment of Mr. Sudarshan Kumar Saraf, Director retiring by rotation

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	19725000	100	19725000	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	19725000	19725000	100	19725000	0	100	0
Public-Institutions	E-Voting	377783	377783	100	377783	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	377783	377783	100	377783	0	100	0
Public-Non Institutions	E-Voting	1720	1720	100	1673	47	97.27	2.73
	Poll	1564	1564	100	1564	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3284	3284	100	3237	47	98.57	1.43
<b>Total</b>		<b>20106067</b>	<b>20106067</b>	<b>100</b>	<b>20106020</b>	<b>47</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 4:**

Appointment of M/s. Khandelwal Prakash Murari Bhandari & Co., Chartered Accountant (Firm registration number 102454W) as Statutory Auditor of the Company for a period of five consecutive years commencing from the financial year 2017-18

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	19725000	100	19725000	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	19725000	19725000	100	19725000	0	100	0
Public-Institutions	E-Voting	377783	377783	100	377783	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	377783	377783	100	377783	0	100	0
Public-Non Institutions	E-Voting	1720	1720	100	1720	0	100.00	0.00
	Poll	1564	1564	100	1564	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3284	3284	100	3284	0	100.00	0.00
<b>Total</b>		<b>20106067</b>	<b>20106067</b>	<b>100</b>	<b>20106067</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 5:**

Ratification of the remuneration of the Cost Auditors viz. M/s. NKJ & Associates., Cost Accountants, for the financial year ending March 31, 2018

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	19725000	100	19725000	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	19725000	19725000	100	19725000	0	100	0
Public-Institutions	E-Voting	377783	377783	100	377783	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	377783	377783	100	377783	0	100	0
Public-Non Institutions	E-Voting	1720	1720	100	1720	0	100.00	0.00
	Poll	1564	1564	100	1564	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3284	3284	100	3284	0	100.00	0.00
<b>Total</b>		<b>20106067</b>	<b>20106067</b>	<b>100</b>	<b>20106067</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 6:**

Approval/ ratification for entering into transactions with AAIT/Technocraft Scaffold Distribution LLC FZE, a step down subsidiary.

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	19725000	100	19725000	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	19725000	19725000	100	19725000	0	100	0
Public-Institutions	E-Voting	377783	377783	100	377783	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	377783	377783	100	377783	0	100	0
Public-Non Institutions	E-Voting	1720	1720	100	1677	43	97.50	2.50
	Poll	1564	1564	100	1564	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3284	3284	100	3241	43	98.69	1.31
<b>Total</b>		<b>20106067</b>	<b>20106067</b>	<b>100</b>	<b>20106024</b>	<b>43</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 7:**

Re- appointment of Mr. Sharad Kumar Saraf as a Managing Director of the Company

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19725000	19725000	100	19725000	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	19725000	19725000	100	19725000	0	100	0
Public-Institutions	E-Voting	377783	377783	100	377783	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	377783	377783	100	377783	0	100	0
Public-Non Institutions	E-Voting	1720	1720	100	1677	43	97.50	2.50
	Poll	1564	1564	100	1564	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3284	3284	100	3241	43	98.69	1.31
<b>Total</b>		<b>20106067</b>	<b>20106067</b>	<b>100</b>	<b>20106024</b>	<b>43</b>	<b>100.00</b>	<b>0.00</b>





**Consolidated Report of the Scrutinizer on remote e-voting and voting by physical ballot  
conducted at the 25<sup>th</sup> Annual General Meeting of Technocraft Industries (India) Limited<sup>®</sup>  
held on Thursday, September 28, 2017**

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

25<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of "Technocraft Industries (India) Limited" held on Thursday, September 28, 2017 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") at their meeting held on August 10, 2017 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 Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of Scrutinizing the remote e-voting process and voting by physical ballot forms received from the members at the 25<sup>th</sup> AGM of the Equity Shareholders of held on Thursday, September 28, 2017 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:

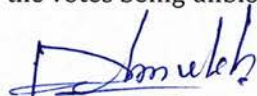
The management of the Company is responsible to ensure the Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Listing Agreement relating to remote e-voting and physical ballot voting on the resolutions contained in the Notice of 25<sup>th</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 25<sup>th</sup> AGM of "Technocraft Industries (India) Limited" which was held on Thursday, September 28, 2017.
- The remote e-voting period was opened from 9.00 A.M. on Monday 25<sup>th</sup> September, 2017 upto 5.00 P.M. on Wednesday, 27<sup>th</sup> September, 2017.



- 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 Thursday, September 21, 2017.
- 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 Ms. Sejal Deshmukh and Mr. Kishan Kumavat, who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.



[Sejal Deshmukh]



[Kishan Kumavat]

- 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 follow:

**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, 2017, 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	31	20104503	15	1564	46	20106067	100.00
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0



**Item No. 2: (Ordinary Resolution):** Re -appointment of Mr. Sharad Kumar Saraf (DIN 00035843), 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	29	20104456	15	1564	44	20106020	99.99
Voted Against	2	47	0	0	2	47	0.01
Abstain / Invalid	0	0	0	0	0	0	0

**Item No. 3: (Ordinary Resolution):** Re -appointment of Mr. Sudarshan Kumar Saraf (DIN 00035799), 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	29	20104456	15	1564	44	20106020	99.99
Voted Against	2	47	0	0	2	47	0.01
Abstain / Invalid	0	0	0	0	0	0	0

**Item No. 4: (Ordinary Resolution):** Appointment of M/s. Khandelwal Prakash Murari Bhandari & Co., Chartered Accountant (Firm registration number 102454W) as Statutory Auditor of the Company for a period of five consecutive year commencing from the financial year 2017-18.

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	31	20104503	15	1564	46	20106067	100.00
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0





**Item No. 5: (Ordinary Resolution):** Ratification of the remuneration of the Cost Auditors viz. M/s. NKJ & Associates., Cost Accountants, for the financial year ending March 31, 2018:

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	31	20104503	15	1564	46	20106067	100.00
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

**Item No. 6: (Ordinary Resolution):** Approval/ ratification for entering into transactions with AAIT/Technocraft Scaffold Distribution LLC FZE, a step down subsidiary:

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	30	20104460	15	1564	45	20106024	99.99
Voted Against	1	43	0	0	1	43	0.01
Abstain / Invalid	0	0	0	0	0	0	0

**Item No. 7: (Special Resolution):** Re- appointment of Mr. Sharad Kumar Saraf as a Managing Director of the Company for a period of five years.

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	30	20104460	15	1564	45	20106024	99.99
Voted Against	1	43	0	0	1	43	0.01
Abstain / Invalid	0	0	0	0	0	0	0




Based on the aforesaid results the Ordinary Resolutions as contained in item No. 1 to 6 and Special Resolution in item no. 7 of the Notice dated August 10, 2017, have been deemed to be passed with requisite majority as on the date of AGM.

The registers and all other papers relating to voting by electronic means and ballot papers shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary, for safe keeping.

**Thanking You,  
Yours faithfully,**

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

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



**Date:** September 28, 2017  
**Place:** Mumbai



**To be countersigned by the Chairman**

**Date:** September 28, 2017  
**Place:** Mumbai