



Technocraft Industries (India) Limited

Regd. Office: Technocraft House, A-25, Road No. 03, MIDC Industrial Estate, Andheri (East), Mumbai - 400093, Maharashtra, India

Tel: 022-4098 2222; Fax No. 4098 2200; **CIN No.** L28120MH1992PLC069252

E-mail: investor@technocraftgroup.com ; website: www.technocraftgroup.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 (“**Companies Act**”) and other applicable provisions, if any, of the Companies Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), to transact the special business as set out hereunder by passing Resolutions by way of postal ballot only by voting through electronic means to the members of Technocraft Industries (India) Limited (“**the Company**”) by remote e-voting process (“**e-voting**”).

The communication of assent or dissent of the Members would take place only through the remote e-voting system. Pursuant to Section of the Companies Act, 2013 and other applicable provisions, it is necessary to obtain the consent of the Members holding Equity Shares of the Company by way of an ordinary resolution for the proposed resolutions. Further, as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the consent of the members is required to be obtained for the proposed resolutions by means of a postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolutions appended below.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the proposed resolutions and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on February 11, 2025, has appointed M/s. Nitesh Jain & Co., Company Secretaries (Membership No. FCS 6069 and Certificate of Practice No. 8582), as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In compliance with the Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Navneet Kumar Saraf (DIN: 00035686), as Whole Time Director for further period of Five Years w.e.f. February 06, 2025.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Remuneration Policy of the Company, as amended, Mr. Navneet Kumar Saraf (holding DIN 00035686) be and is hereby appointed as a Whole Time Director of the Company for a period of 5 years with effect from February 6, 2025 till February 5, 2030 upon such terms and conditions including remuneration as set out in the statement pursuant to Section 102(1) of the Act, annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”



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Item No. 2: Re-appointment of Mr. Ashish Kumar Saraf (DIN: 00035549), as Whole Time Director for further period of Five Years w.e.f. February 06, 2025.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Remuneration Policy of the Company, as amended, Mr. Ashish Kumar Saraf (holding DIN 00035549) be and is hereby appointed as a Whole Time Director of the Company for a period of 5 years with effect from February 6, 2025 till February 5, 2030 upon such terms and conditions including remuneration as set out in the statement pursuant to Section 102(1) of the Act, annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

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

**Sd/-
Neeraj Rai
Company Secretary**

Date: February 11, 2025

Place: Mumbai.

Registered Office:

Technocraft House,

A-25, Road No.3,

MIDC Industrial Estate,

Andheri (East), Mumbai - 400093,

Maharashtra, India.

Website: www.technocraftgroup.com.



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NOTES:

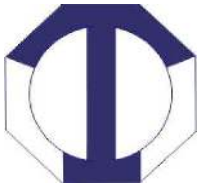
1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act stating all material facts and the reasons for the proposal set out in the resolution No. 1 to 2 are annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The Postal Ballot Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, February 07, 2025. Members who have not registered their e-mail address are requested to follow the process provided in the Notes below to receive this Notice and login ID and password for remote e-voting.
3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.technocraftgroup.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") www.nsdl.co.in.
4. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this postal ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 07, 2025 ("**Cut-Off Date**") will be entitled to cast their votes by e-voting.
5. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on the cut-off date. A person who is not a member on the relevant date should treat this notice for information purpose only.
6. In compliance with Sections 108 and 110 of the Companies Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. Members are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process not later than 05:00 P.M. IST on Monday, March 17, 2025, to be eligible for being considered, failing which it will be strictly considered that as vote has not been received from the member.
8. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary and communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together the "**Stock Exchanges**"), National Securities Depository Limited ("**NSDL**") at <https://www.evoting.nsdl.com> and will also be displayed on the Company's website www.technocraftgroup.com.
9. Resolutions passed through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, March 17, 2025, i.e., the last date specified for receipt of votes through the e-voting process.
10. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an e-mail to investor@technocraftgroup.com.
11. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
12. In case of the joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

GENERAL INFORMATION AND INSTRUCTIONS

The e-voting facility will be available during the following period:

- a. Commencement of e-voting – 09:00 A.M. (IST) on Sunday, February 16, 2025
- b. End of e-voting – 05:00 P.M. (IST) on Monday, March 17, 2025

During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.



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How do I vote 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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



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3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. 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.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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 to reset the password.
3. 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 or call on : 022 - 4886 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@technocraftgroup.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@technocraftgroup.com
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

Item No. 1

Mr. Navneet Kumar Saraf was appointed as Whole-time Director for a period of 5 years w.e.f. February 06, 2020 till February 05, 2025 as his term has expired, he is required to be re-appointed.

As per the provisions of Section 196 and 197 of the Companies Act, 2013 read with rules thereunder and Regulation 17 1(C) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, a Whole Time Director can be appointed with the approval of the members in the General Meeting. Accordingly, approval of the members is sought for the appointment and remuneration of Mr. Navneet Kumar Saraf as a Whole Time Director of the Company.

Keeping in view his knowledge, experience and long association with the Company and on the basis of recommendation of Nomination and Remuneration Committee of the Company the Board of Directors of the Company has approved the re-appointment of Mr. Navneet Kumar Saraf as Whole Time Director for a period of five years w.e.f. February 6, 2025 subject to the approval of the Members through Ordinary Resolution, on the following terms and conditions:

Terms and Conditions of Appointment

1. **Period of Appointment:-** Appointment shall be for a period of 5 (five) years beginning from February 06, 2025 and ending on February 05, 2030.

2. **Details of remuneration:**

A. **Basic Salary:-** ₹ 4.00 Lakhs (Four Lakhs) per month with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company subject however to a ceiling of ₹ 5 Lakhs (Five Lakhs) per months.

B. **Commission:-** Payable for each financial year, up to 1% of net profits of the Company for that year, subject to such ceiling as may be fixed by the Board of Directors from time to time, with the present ceiling fixed by the Board being an amount equivalent to the Annual Salary for the relevant financial year. The amount of Commission shall be payable after the Annual Accounts are approved by the Board of Directors and adopted by the Shareholders.

C. **Bonus:-** Annual Bonus at the same rate as payable to other senior employees of the Company

D. **House Rent Allowance:-** 60% of salary as House Rent Allowance. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the salary.

E. **Perquisites:-**

- i. **Earned Leave/Privilege Leave:** On full pay and allowance as per the rules of the Company, but not more than one month's leave for every 11 months of service. The balance of leave at the end of each year will be encashable as per the Company's Rules.
- ii. **Reimbursement of medical expenses:** incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family. However, the reimbursement shall not exceed one-month salary in a year or three months salary over a period of three years.
- iii. **Leave travel concession:** For self and family once in a year in accordance with the Rules of the Company.
- iv. **Telephone:** Free use of Telephone at residence.
- v. **Club Fees:** Fees for clubs subject to a maximum of two clubs.
- vi. **Car:** Free use of Company's Car with driver. If the Company does not provide driver, reimbursement of actual salary paid to the driver.
- vii. **Entertainment expenses:** Reimbursement of entertainment expenses incurred in the course of business of the Company.
- viii. **Corporate Credit Card:** for use both in India and Abroad for business purposes
- ix. **Gratuity:** Not to exceed half a month's salary for each completed year of service, subject to a ceiling as may be fixed by the Government.

Minimum Remuneration: Where in any financial year, the Company has no profit or its profits are inadequate, the Company him minimum remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013 as notified from time to time.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in Item 1 the Notice for approval of the members.



Technocraft Industries (India) Limited

Regd. Office: Technocraft House, A-25, Road No. 03, MIDC Industrial Estate, Andheri (East), Mumbai - 400093, Maharashtra, India

Tel: 022-4098 2222; **Fax No.** 4098 2200; **CIN No.** L28120MH1992PLC069252

E-mail: investor@technocraftgroup.com ; **website:** www.technocraftgroup.com

Except Mr. Sudarshan Kumar Saraf and Mr. Navneet Kumar Saraf, 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. 2

Mr. Ashish Kumar Saraf was appointed as Whole-time Director for a period of 5 years w.e.f. February 06, 2020 till February 05, 2025 as his term has expired, he is required to be re-appointed.

As per the provisions of Section 196 and 197 of the Companies Act, 2013 read with rules thereunder and Regulation 17 1(C) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, a Whole Time Director can be appointed with the approval of the members in the General Meeting. Accordingly, approval of the members is sought for the appointment and remuneration of Mr. Ashish Kumar Saraf as a Whole Time Director of the Company.

Keeping in view his knowledge, experience and long association with the Company and on the basis of recommendation of Nomination and Remuneration Committee of the Company the Board of Directors of the Company has approved the re-appointment of Mr. Ashish Kumar Saraf as Whole Time Director for a period of five years w.e.f. February 6, 2025 subject to the approval of the Members through Ordinary Resolution, on the following terms and conditions:

Terms and Conditions of Appointment

1. **Period of Appointment:-** Appointment shall be for a period of 5 (five) years beginning from February 06, 2025 and ending on February 05, 2030.
2. **Details of remuneration:**
 - A. **Basic Salary:-** ₹ 4.00 Lakhs (Four Lakhs) per month with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company subject however to a ceiling of ₹ 5 Lakhs (Five Lakhs) per months.
 - B. **Commission:-** Payable for each financial year, up to 1% of net profits of the Company for that year, subject to such ceiling as may be fixed by the Board of Directors from time to time, with the present ceiling fixed by the Board being an amount equivalent to the Annual Salary for the relevant financial year. The amount of Commission shall be payable after the Annual Accounts are approved by the Board of Directors and adopted by the Shareholders.
 - C. **Bonus:-** Annual Bonus at the same rate as payable to other senior employees of the Company
 - D. **House Rent Allowance :-** 60% of salary as House Rent Allowance. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the salary.
 - E. **Perquisites:-**
 - i. **Earned Leave/Privilege Leave:** On full pay and allowance as per the rules of the Company, but not more than one month's leave for every 11 months of service. The balance of leave at the end of each year will be encashable as per the Company's Rules.
 - ii. **Reimbursement of medical expenses:** incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family. However, the reimbursement shall not exceed one-month salary in a year or three months salary over a period of three years.
 - iii. **Leave travel concession:** For self and family once in a year in accordance with the Rules of the Company.
 - iv. **Telephone:** Free use of Telephone at residence.
 - v. **Club Fees:** Fees for clubs subject to a maximum of two clubs.
 - vi. **Car:** Free use of Company's Car with driver. If the Company does not provide driver, reimbursement of actual salary paid to the driver.
 - vii. **Entertainment expenses:** Reimbursement of entertainment expenses incurred in the course of business of the Company.
 - viii. **Corporate Credit Card:** for use both in India and Abroad for business purposes
 - ix. **Gratuity:** Not to exceed half a month's salary for each completed year of service, subject to a ceiling as may be fixed by the Government.

Minimum Remuneration: Where in any financial year, the Company has no profit or its profits are inadequate, the Company him minimum remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013 as notified from time to time.



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The Board of Directors of the Company recommends the Ordinary Resolution as set out in Item 2 in the Notice for approval of the members.

Except Mr. Sharad Kumar Saraf and Mr. Ashish Kumar Saraf, 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.

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

**Sd/-
Neeraj Rai
Company Secretary**

Date: February 11, 2025

Place: Mumbai.

Registered Office:

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

Website: www.technocraftgroup.com

ANNEXURE TO THE NOTICE

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

Name of the Directors	Mr. Navneet Kumar Saraf	Mr. Ashish Kumar Saraf
Date of Birth	September 21, 1977	November 25, 1981
Age	47 Years	43 Years
Date of Appointment	February 06, 2015	February 06, 2015
DIN	00035686	00035549
Expertise in specific functional areas	He takes care of domestic as well as overseas, operation of engineering, Scaffolding and I.T. Operations of the Group. He also founded and led the Group's entry into the fast growing engineering services outsourcing (ESO) segment and founded Technosoft Engineering Projects Ltd which is the Group's engineering services subsidiary and employs over 500 engineers today with operations in India, USA, Canada, UK and Germany.	He has rich experience in the yarn, garment, fabrication industry and of Finance Accounts Marketing and administration in Industry. He looks after accounts and finance functions of the company, Textile Vertical and also overseas operations of the Company.
No. of equity shares held in TIIL	13,23,170	4,72,788
Qualifications	Bachelors in Mechanical Engineering from University of Manchester, UK	Masters in Textile Technology from University of Manchester, UK
List of other directorships in listed entities (Other than TIIL)	TCI Industries Limited	NIL
Membership/ Chairman of Committees of the other listed entities (Other than TIIL)	NIL	NIL
Relationships, if any, between Directors inter-se	Mr. Navneet Kumar Saraf is son of Mr. Sudarshan Kumar Saraf.	Mr. Ashish Kumar Saraf son of Mr. Sharad Kumar Saraf.