TECHNOCRAFT INDUSTRIES (INDIA)LTD

Regd Office: A-25, MIDC, Road No.3
Marol Industrial Area, Andheri (East)
Mumbai-400093, Maharashtra
EMAIL: investor@technocraftgroup.com

CIN No. L28120MH1992PLC069252
Phone No, 022-4098/2222-2202
Fax No. 022-2836 7037/ 2835 6559
webpage: www.technocraftgroup.com

26 May, 2014

Bombay Stock Exchange Limited
Department of Corporate Services
P.J. Towers, 1st Floor,
Dalal Street, Fort,
Mumbai – 400 001

National Stock Exchange Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E)
Mumbai- 400051

Ref: Script Code: 532804 **Script Name: TIIL**

Sub: Intimation under clause 31(b) of the Listing Agreement

Sir/Madam,

We are enclosing here with Copy of Postal Ballot Notice and Postal Ballot Form with reference to the Resolutions will be passed through Postal Ballot.

For Technocraft Industries (India) Limited

TECHNOCRAFT INDUSTRIES (INDIA) LTD. MUMBAI

Manoj Jain
Company Secretary

TECHNOCRAFT INDUSTRIES (INDIA) LTD

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members

Notice is hereby given pursuant to Section 110 of the Companies Act 2013, read with rule no. 22 of the Company (Management & Administration) Rules, 2014 that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot.

Member's consent is requested for the proposals contained in the Resolutions appended below. The Explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with the Postal Ballot form (the "form") for your consideration. The Company has appointed **Amit K Trivedi**, Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the applicable rules for Postal Ballot and Clause 35B of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which its Equity Shares are listed, The Company is pleased to provide electronic voting ("e-voting") as an alternative to its member to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facilities to Members of the Company. It may be noted that e-voting is optional. If Members has voted through e-voting facilities, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, The vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com till 6.00 pm **30th June, 2014**. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and manner in which e-voting has to be carried out.

Member opting to vote through the Postal Ballot Forms are requested to carefully read the instruction printed in the Postal Ballot form and return the form duly completed in the attached self-addressed, postage prepaid envelop, so as to reach the scrutinizer on or before the Closing of working hours on the **30th June, 2014**. The Ballot form received after the said date will be treated as not to have been received. The scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be declared as on 03rd July, 2014 at 4.00 p.m. at the Company's Registered Office at Mumbai.

The date of declaration of result of Postal Ballot shall be deemed to be the date of passing of the said Resolution i.e. **03rd July, 2014**

ITEM No.1

TO CONSIDER AND TAKE APPROVAL UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

To consider and if though fit, to give assent/dissent to the following resolution as **Special Resolution:**

RESOLVED THAT subject to the provision of Section 180(1) (C) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactments thereof and in supersession of all earlier resolutions passed in this regards, The Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time to time being exercising the power conferred on them by this resolution , be and are hereby authorised to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under section 2(27) of the Companies Act, 2013 and /or eligible foreign lender and /or any entity/entities and/or through suppliers credit, any other securities or instruments, such as floating rate note, fixed rate note, syndicated loans, debentures, commercial papers, short terms loans or any other instrument etc. and/or through credit from official agencies and/or by way of commercial borrowing from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding ₹. 500 Crores (₹. Five Hundred Crores Only) not withstanding that money so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserved not set apart for any specified purpose;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effects to this resolution"

TECHNOCRAFT INDUSTRIES (INDIA) LTD MUMBAI

ITEM No.2

CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE

To consider and if though fit, to give assent/dissent to the following resolution as **Special Resolution**

RESOLVED THAT subject to the provision of Section 180(1) (C) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactments thereof, The Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the power conferred on them by this resolution hereby accord their consent to create mortgage and/or charge on all or any of the movable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lender, agents, trustee for securing the borrowing of the Company availed/to be availed by way of loan(in foreign currency and/or Indian currency) and securities (comprising of fully/partly convertible debentures) issued or to be issued by the Company from time to time, in one or more tranches upto aggregate of ₹. 500 Crores (₹ Five Hundred Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest or all other monies payable by the Company in terms of respective loan agreement(s) or any other documents entered and/or to be entered into between the Company and lender in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and lenders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and do all such acts, deeds, matters and things as may be necessary an expedient for giving effect to above resolutions".

ITEM No.3

Amendment of Article of Association of Company

To consider and if though fit, to give assent/dissent to the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactments thereof, the Article of Association of the Company be and is hereby altered by substituting existing article 143 of Article of Association by following new article.

"**143. The Managing Director or/and Whole Time Director of The Company shall be liable to retire by rotation to Comply provisions of the Company Act, 2013**".

By Order of the Board of Directors of
Technocraft Industries (India) Limited

Place: Mumbai
Date: 21.05.2014

Manoj Jain
(Company Secretary & Compliance Officer)

NOTE:

1. Explanatory Statements and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed hereto.

2. The Members having registered their e-mail Ids for receipt of the documents in electronic mode under the "green initiative" undertaken by MCA; have been sent a link for postal Ballot Notice and Postal Ballot Form along with their Login ID and Password for the purpose of e-voting on their registered e-mail IDs. Such Shareholders who wish to vote through Postal Ballot Forms can download the ballot form from the link. Members have an option to cast their vote either through e-voting or through ballot form. Members, who wish to cast their votes physically through postal ballot form, may do so by filling up the details required herein. The postal ballot form for casting vote physically can also be obtained from company's Registrar and Transfer agent, System Support Services, 209, Shivai Industrial Estate, Andheri Kurla Road, Andheri (East), Sakinaka, Mumbai-400072 or from the Company. The postal ballot form duly completed should be sent to the scrutinizer in the attached self-addressed postage prepaid envelope, so as to reach the scrutinizer on or before the close of working hours (6.00 PM) **on 30th June, 2014** to be eligible for being considered, failing which, it shall be strictly treated as if no reply has been received from the member. However, envelope containing postal ballot, if sent by courier at the expenses of the Registered Shareholders will also be accepted. The same shall be sent to the Scrutinizer at System Support Services, Unit-Technocraft Industries India Limited, 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400072.

3. The Company has appointed **Amit K Trivedi , Practicing Company Secretary** (ACS No. 19738 & CP No. 7059) as Scrutinizer for the purpose of Postal Ballot exercise.

4. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot shall be announced by the Chairman or any other Director on **03rd July, 2014** at the registered office of the Company. The results of the Postal Ballot will be intimated to the Stock Exchanges and will also be published in the newspapers.

5. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company between 11.00 am to 1.00 p.m. on any working day.

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6. The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on **23rd May, 2014**

7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.1&2

The Company has earlier passed the Ordinary Resolution under Section 293(1)(d) and 293 (1)(a) of the Companies Act, 1956 for borrowing money from any bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons in excess of the paid up share capital of the Company and its free reserve and for creation of mortgage, charge, hypothecation, line and other encumbrances, if any, by the Company, as the Board deemed fit, on the assets of the Company , both present and future, for securing the sum or sums of money aggregating to ₹ 500 Crores.((₹. Five Hundred Crores). With the enactment of Companies Act, 2013 and rules framed thereunder and as per the provisions of Section 180 (1)(a) and 180 (1)(c) of the Companies Act, 2013 (corresponding to section 293 (1)(a) and 293 (1)(d) of the Companies Act, 1956) with respects to creation of mortgage, charge, hypothecation, line and other encumbrances, if any, or disposal of assets of the Company in any manner by the Company and to borrow money in excess of the aggregating of the paid up share capital of the Company and its free reserve respectively, approval of the shareholders need to be obtained by way of Special Resolution.

The Members of the Company had approved borrowing limit of ₹ 300 Cr and authorised to create charge, mortgage on the assets of the Company at Extra Ordinary General Meeting of the Company held on September 11, 2006 by way of Ordinary Resolution.

The Board of Directors of the Company recommends the above resolution set out in item no. 1&2 for your approval by way of passing Special Resolution.

None of the directors and KMP of the Company or their relatives are, in any way, directly or indirectly concerned or interested in the above resolutions. The proposed resolutions do not relate to or affect any other Company.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 r/w Companies (Management and Administration)Rules, 2014 for passing the Resolution under items No. 1&2.

ITEM No.3

The existing article no. 143 of the Article of Association of the Company consists the provision that Managing Director and Whole Time Director of the Company are not liable to retire by rotation as long as they hold the office the Managing Director and Whole Time Director. As per the provision of new inserted section 151 (6) (a) of the Companies Act, 2013, not less than 2/3 of total no of Directors of a public Company shall be person whose period of office liable to determine by retirement of Directors by rotation. To comply this provisions company needs to alter the present article 143 of AOA of Company by substituting new article as mentioned in the resolution.

The Board of Directors of the Company recommends the above resolution set out in item no. 3 for your approval by way of passing Special Resolution.

None of the directors and KMP of the Company or their relative are, in any way, directly or indirectly concerned or interested in the above resolution. The proposed resolution does not relate to or affect any other Company.

Of the Board of Directors of
Technocraft Industries (India) Limited

Place: Mumbai
Date: 21.05.2014

TECHNOCRAFT INDUSTRIES (INDIA) LTD. MUMBAI

Manoj Jain
(Company Secretary & Compliance Officer)

INSTRUCTIONS:

A. **Process and Manner for members opting for Physical Ballot**

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expenses of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of f the Company.
3. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholders and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the Close of working Hours on 30th June, 2014. Postal Ballot Forms received after this date will be treated as if the reply from the members has not been received. Results of the Postal Ballot will be declared by the Chairman on 03rd July, 2014

TECHNOCRAFT INDUSTRIES (INDIA) LTD. MUMBAI

6. The postal Ballot shall not be exercised by a proxy.

7. In case of shares held by the Companies, trust, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board Resolution/Authority together with specimen signature(s) of the duly authorised signatory/ies.

8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelopes would be destroyed by the Scrutinizer.

B. <u>The instructions for members for voting electronically are as under:-</u>

i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

ii) Log on to the e-voting website www.evotingindia.com.

iii) Click on "Shareholders" tab to cast your votes.

iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "Technocraft Industries India Ltd" from the drop down menu and click on "SUBMIT"

v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	**For NSDL**: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting, if registered with the DP otherwise use the default number **TILEV1234Z** in the PAN field	
DOB #	Enter the Date of Birth as recorded in your demat account with CDSL. In case of demat accounts with NSDL/physical cases use **01/01/1990** in the Date of Birth field	
Dividend Bank Details # details.	Enter the Dividend Bank Details as recorded in your demat account If not recorded then use **TILAC123** in the bank account	

please enter any one of the details in order to login.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ %& *). Kindly note that this changed password is to be used by the demat holders for voting for company's resolutions and of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential..

viii) Click on the relevant EVSN on which you choose to vote.

ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

xiv) The voting period begins on 3rd June 2014 10 AM and ends on 30th June 2014 6 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

xv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013 and Rule No. 22 of the Companies (Management & Administration) Rules 2014

(1) Name & Registered Address of the:
Sole/first named Member

(2) DP Id & Client ID :

(3) Number of Shares held :

I/we hereby express my/our vote in respect of the following Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 21st May, 2014 by conveying my/our assent or dissent to the said resolution by placing the tick () mark at the appropriate box below

Resolution No.	Description	No of shares held	I/we assent to the resolution **(FOR)**	i/we dissent to the resolution **(AGAINST)**
1	Authorizing borrowing u/s 180 (1)(C) of the Companies Act, 2013			
2	Creation of Security u/s 180 (1)(a) of the Companies Act, 2013			
3	Alteration of Article of Association of Company u/s 14 of the Companies Act, 2013			

Place

Date

Signature of the Shareholders/Beneficial Owner

Particular of E-voting

E-Voting Sequence No (EVSN)	User ID	Password
		Refer to instructions on e-voting in the Notice

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A. Process and Manner for members opting for Physical Ballot

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2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholders and in his absence, by next named shareholder.

4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.

5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the Close of working Hours on **30th June, 2014**. Postal Ballot Forms received after this date will be treated as if the reply from the members has not been received. Results of the Postal Ballot will be declared by the Chairman on **03nd July, 2014**.

6. The postal Ballot shall not be exercised by a proxy.

7. In case of shares held by the Companies, trust, societies etc. the duly completed Postal Ballot should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signature(s) of the duly authorised signatory/ies.

8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.

9. Process and Manner for Members opting e-voting - Refer to instructions appearing under the Notes of the Notice

10. In case you have any feedback, queries or issue regarding e-voting, please contact **helpdesk. Voting @cdslindia.com**

11. Kindly note that members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting.

12. A copy of this notice has been placed on the website of the company and the website of CDSL.

