# TECHNOCRAFT VENTURES LIMITED

(Formerly known as M/s Technocraft Construction Private Limited)
ISO 45001:2018 | ISO 14001:2015 | ISO 9001:2015 Certified

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF AUDIT COMMITTEE OF TECHNOCRAFT VENTURES LIMITED (FORMERLY KNOWN AS TECHNOCRAFT CONSTRUCTION PVT LTD) HELD ON THURSDAY, 02ND JULY 2026 AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT TECHNO TOWER, B-137, SECTOR 2, NOIDA GAUTAM BUDDHA NAGAR- 201301, UP**

**TO CONSIDER AND APPROVE THE KEY PERFORMANCE INDICATORS ("KPIS") PROPOSED TO BE DISCLOSED IN THE OFFER DOCUMENTS/ RED HERRING PROSPECTUS ("RHP") ABRIDGED PROSPECTUS AND THE PROSPECTUS FOR THE INITIAL PUBLIC OFFER OF THE COMPANY**

"**RESOLVED THAT** the Audit Committee hereby approves the KPIs to be disclosed in the Red Herring Prospectus (the "**RHP**"), Abridged Prospectus and the Prospectus (the "**Prospectus**") collectively known as **("Offer Documents")** to be filed with SEBI and the Stock Exchanges in respect of the proposed Initial Public Offering of the Equity Shares of the Company, as placed before the Audit Committee and as annexed to this resolution as Annexure A. The Audit Committee also confirmed that KPIs disclosed under "Basis for Offer Price" section of the RHP have been verified and audited, in accordance with applicable laws and auditing procedures, including the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 and SEBI circular (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/28) dated February 28, 2025 and NSE Circular (NSE/CML/2025/08) dated February 28, 2025 that inter alia prescribe certain KPI data and collection parameters. The members of the Audit Committee also noted that no other KPIs pertaining to the Company other than those disclosed in the "Basis for Offer Price" section of the RHP, Abridged Prospectus and the Prospectus and annexed as Annexure A, have been disclosed to earlier investors of the Company during the three years period preceding the date of filing of the Red Herring Prospectus (the "**RHP**"), Abridged Prospectus and the Prospectus (the "**Prospectus**") collectively known as **("Offer Documents")**.

**RESOLVED FURTHER THAT** it is hereby confirmed that the details for all KPIs, as set out in Annexure A, which will be disclosed in the Red Herring Prospectus (the "**RHP**"), Abridged Prospectus and the Prospectus (the "**Prospectus**") collectively known as **("Offer Documents")**, and any other documents including any amendments, addenda, or corrigenda issued thereto, press releases or advertisements in relation to the Offer, (collectively, the "Offer Documents"), have been verified and audited.

**RESOLVED FURTHER THAT** there is no KPIs pertaining to our Company that have been disclosed to any investor at any point of time during the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024 prior to the date of this Red Herring Prospectus, Abridged Prospectus and the Prospectus.

**RESOLVED FURTHER THAT Mr. Kartikey Tyagi, Whole-time Director & CFO** of the Company, be and is hereby authorised to do all such acts, deeds, matters and things to negotiate, discuss and finalise the draft of the "Basis for Offer Price" section of the RHP, Abridged



For Technocraft Ventures Limited
Bhawna Saunkhiya
Director

Prospectus and the Prospectus (the "**Prospectus**") in their absolute discretion, deem necessary or desirable to implement the above resolution and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions, as may be deemed fit and proper in the best interest of the Company.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

For and on behalf of Audit Committee of
**Technocraft Ventures Limited**
**(Formerly known as Technocraft Construction Pvt Ltd)**

For Technocraft Ventures Limited
Bhawna Saunkhiya

**Bhawna Saunkhiya**
**Independent Director** Director
**DIN: 10683032**
**Address: H-186, Pratap Vihar, Sector-12**
**Ghaziabad- 201009, Uttar Pradesh**

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**Annexure A**

**Key Performance Indicators**

The following table highlights the key performance indicators of the financial performance of the Company for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, have a bearing on arriving at the basis for Offer Price and disclosed to the investors.

Details of our Financial KPIs for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 are set out below:

*(₹ in million, unless otherwise indicated)*

| Key Financial Indicators | For the Financial Year ended | | |
|---|---|---|---|
| | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| Revenue from Operations(1) | 3,449.96 | 2,795.64 | 2,261.02 |
| Total Income(2) | 3,469.98 | 2,810.04 | 2,272.98 |
| EBITDA (₹)(3) | 721.75 | 496.27 | 350.25 |
| EBITDA Margin (%)(4) | 20.92 | 17.75 | 15.49 |
| PAT | 433.15 | 282.04 | 190.54 |
| PAT Margin (%)(5) | 12.56 | 10.09 | 8.43 |
| Operating Cash Flows | 286.95 | 216.84 | 13.99 |
| Net Worth(6) | 1,633.76 | 1,199.83 | 917.78 |
| Net Debt(7) | 766.64 | 869.17 | 789.89 |
| Debt- Equity Ratio (times)(8) | 0.55 | 0.73 | 0.87 |
| Return on Equity (%)(9) | 26.51 | 23.51 | 20.76 |
| Return on Capital Employed (%)(10) | 27.72 | 23.05 | 19.77 |

*Notes:*

*(1) Revenue from operation means revenue from sales and other operating revenues.*

*(2) Total Income represents the total turnover of our business i.e. Revenue from Operations and Other Income, if any.*



For Technocraft Ventures Limited
Bhawna Saunkhiya
Director

*(3) EBITDA is calculated as restated profit/(loss) before tax plus finance costs, depreciation and amortization expense.*

*(4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.*

*(5) PAT Margin is calculated as restated profit/(loss) for the financial year divided by Revenue from Operations.*

*(6) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated consolidated financial information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

*(7) Net debt = non-current borrowing + current borrowing – Cash and Cash Equivalent.*

*(8) Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and Equity Share capital plus other equity (including minority interest).*

*(9) ROE is calculated as Profit for the financial year, as restated divided by total shareholder's equity (including minority interest).*

*(10) ROCE is calculated as EBIT (i.e. restated profit/(loss) before tax plus finance costs) divided by capital employed (i.e. sum of:(i) Total shareholder's Equity (including minority interest); (ii) Long-Term Borrowings (including Lease Liabilities, if any); (iii) Short-Term Borrowings (including Lease Liability, if any).*

For Technocraft Ventures Limited

Bhawna Saunkhiya

Director