**ROC SEARCH CUM COMPLIANCE CERTIFICATE**

**The Board of Directors**
**Technocraft Ventures Limited**
S 553/54, Ground Floor,
School Block, Shakarpur,
New Delhi, Delhi-110092

**Re: Proposed initial public offering of equity shares (the "Equity Shares") of Technocraft Ventures Limited (the "Company", and such initial public offering, the "Offer") and Offer for sale by Promoter Selling Shareholder.**

Dear Sir / Madam,

We, R & D Company Secretaries, independent practicing company secretary, with the firm unique identification number **P2005DE011200** and the peer review number **1403/2021** issued by the Peer Review Board of the Institute of Company Secretaries of India, which is valid until July, 2026 (annexed herewith as **Annexure A**), have received a request from the Company for (i) confirming certain details in connection with the build-up of the issued and paid-up share capital of the Company; (ii) confirming certain details in connection with the build-up of the shareholding of the promoters of the Company ("**Promoters**"); and (iii) carrying out a physical search with respect to certain corporate records and forms filed by the Company, with the Registrar of Companies, Delhi I ("**RoC**"), which are identified in **Annexure B**. Based on the documents available and management representation:

## I. Build-Up of the Issued and Paid-up Share Capital of the Company

In relation to the build-up of the issued and paid-up share capital of the Company, we have reviewed: (i) signed minutes of the meetings of the board of directors of the Company (the "**Board**"), (ii) signed minutes of the annual general meetings and extra-ordinary general meetings of the Company; (iii) certified true copies of Board resolutions and shareholders resolutions for the issuance of Equity Shares of the Company and Board resolutions for the allotment of Equity Shares since incorporation of the Company, along with the relevant filings with the RoC, as applicable, (iii) schemes of arrangement and agreements for the issuance of such shares; (iv) the constitutional documents of the Company, as then applicable to the relevant issuance and allotment of Equity Shares, (v) relevant regulatory approvals obtained by the Company and/or filings made by the Company in respect of issuances of such shares (vi) certain other information and documents received from the Company and as per the undertaking/representation made by the Company.

Based on the procedures described above and the information obtained from the Company and as per the undertaking/representation made by the Company, we hereby certify that:

(i) the build-up of the Equity Share capital of the Company is included in **Annexure C**;
(ii) the Equity Shares issued by the Company from the date of incorporation and until the date of this certificate have been issued and allotted in compliance with (a) the provisions of the Companies Act, 1956, including Sections 67 and 81 thereof and the rules made thereunder, as applicable; (b) the provisions of the Companies Act, 2013, including Sections 25, 28, 42 and 62 thereof and the rules made thereunder, as applicable; and
(iii) the Company has passed all required resolutions and made the required form filings and submissions to the RoC, as applicable, and the RBI, as applicable, and we have reviewed copies of such form filings and submissions.

## II. Build-up of the Shareholding of the Promoters and Promoter Group in the Company:

In relation to the build-up of the shareholding of the Promoters and Promoter Group in the Company, we have reviewed: (i) the books of accounts and records maintained by the Company in relation to the build-up of the shareholding of the Promoters and Promoter Group in the Company, (ii) relevant documents in relation to the allotments made to the Promoters and Promoter Group and the share transfers made to and by the Promoters including the share transfer registers, share transfer forms, minutes of the meetings of the Board, committees of the Board and the shareholders of the Company, register of members, forms filed with the RoC, as applicable, in connection with the allotments made to the Promoters and Promoter Group; (iii) the demat statements of the Promoters and Promoter Group and (iv) certain other information and documents received from the Company, the Promoters and Promoter Group.

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• Branch Office: 2C, Pocket-F, Mayur Vihar II, Delhi-Meerut Expressway/NH-9, Delhi 110 091, India
• Regd. Office: 785, Pocket-E, Mayur Vihar II, Delhi-Meerut Expressway/NH-9, Delhi 110 091, India
Phone: 011-35960738, 43012488 • **E-mail**: rndregular@gmail.com

Based on the procedures described above and the information obtained from the Company and as per the undertaking/representation made by the Company, we hereby certify that:

(i) the build-up of the Equity Shares held by the Promoters is as included in **Annexure D**;

(ii) the Equity Shares acquired by or transferred by the Promoters and Promoter Group as described in **Annexure D** have been acquired and/or transferred in compliance with (a) the provisions of the Companies Act, 1956 and the rules made thereunder, as applicable; (b) the provisions of the Companies Act, 2013 and the rules made thereunder, as applicable;

(iii) the acquisitions and transfers of Equity Shares by the Promoters as included in **Annexure D**, were carried out through duly stamped share transfer forms and DIS Slips and we have reviewed copies of such share transfer forms and DIS Slips.

**III. Searches for Missing and/or Untraceable Documents and other findings if any.**

In relation to the searches for the documents identified in **Annexure B**, we have carried out an independent search/inspection of documents by visiting at RoC office and inspecting the digital records maintained on the Ministry of Corporate Affairs portal at www.mca.gov.in ("**MCA Portal**) and reviewed other records of the Company located at the registered office of the Company located at as per the request of the Company.

Based on the aforementioned procedures, we hereby certify that the corporate records and forms, as set out in **Annexure B**, are not traceable at RoC office, or on the MCA Portal or at the offices of the Company.

*"there are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non - disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document."*

**IV. Compliances related to Corporate Social Responsibility:**

Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, companies meeting the prescribed thresholds are required to undertake the prescribed CSR expenditure, make the requisite statutory disclosures and comply with the provisions relating to transfer and utilisation of unspent CSR amounts.

The Company has transferred the unspent CSR amounts pertaining to the Financial Years ended March 31, 2025 and March 31, 2024 to the Unspent Corporate Social Responsibility Account. However, such transfers were affected after the timelines prescribed under the Companies Act, 2013. The CSR obligations pertaining to these financial years continue to remain in the Unspent Corporate Social Responsibility Account and are yet to be fully utilised towards the approved ongoing CSR projects. Further, the unspent CSR amount pertaining to the Financial Year 2026, is yet to be transferred to the Funds Specified in Schedule VII of the Companies Act, 2013. Accordingly, the Company is in the process of completing utilisation of such amounts in accordance with the applicable provisions of the Companies Act, 2013.

The company has incurred CSR expenditure of ₹3.34 million, ₹0.15 million and Nil for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, respectively.

The details of CSR expenditure for the Financial Year ended March 31, 2026, March 31 2025, and March 31, 2024 are as under:

*(₹ in million)*

| Particulars | For the financial year ended | | |
|---|---|---|---|
| | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| (a) Provision for Corporate Social Responsibility for Current Year | 5.40 | 3.33 | 1.95 |
| (b) Amount of expenditure incurred during the year | 3.34 | 0.15 | - |
| (c) Amount deposited in Corporate Social Responsibility Account * | 1.95 | 1.52 | 1.52 |
| (d) Carried Forward Provision of Corporate Social Responsibility of Previous Years | 9.55 | 6.36 | 4.41 |
| (e) Total provision of Corporate Social Responsibility (Net) as per Annexure 30 (a-b+d) | 11.61 | 9.55 | 6.36 |

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**Section 135(6) of the Companies Act, 2013 mandates that any unspent Corporate Social Responsibility (CSR) funds allocated for congoing projects must be transferred by the Company within 30 days from the end of the financial year to a special account called the "Unspent Corporate Social Responsibility Account." This account must be opened in a scheduled bank and is designated as specifically for CSR purposes. The unspent amount in this account must be utilised for the intended CSR activities within a period of three financial years from the date of transfer. If the company fails to utilise the funds within this period, the remaining unspent amount must be transferred to a fund specified in Schedule VII of the Act within 30 days from the completion of the third financial year.*

Details of amount transferred to the unspent CSR account opening dates:

*(₹ in million)*

| CSR Obligation Year | Year of CSR Expenditure | Unspent CSR Account Opening Date | Amount transferred |
|---|---|---|---|
| FY 2022-23 | FY 2023-24 | 26.04.2025 | 1.95 |
| FY 2023-24 | FY 2024-25 | 29.04.2026 | 3.34 |

With respect to the CSR obligation of ₹8.35 million to be spent during the financial year 2026-27, the company is required to either spend the amount up till March 31, 2027 or to deposit the amount in unspent CSR Account by April 30, 2027 as per the provision of section 135 of the Companies Act 2013.

Any failure to comply attracts penalties under Section 135(7) of the Companies Act, 2013, in addition to reputational risks and possible adverse consequences for stakeholder perception, including our ability to participate in Government contracts or tenders.

As on date, the Company has incurred CSR expenditure aggregating to ₹0.15 million up to March 31, 2025 and ₹3.34 million during the Financial Year 2025-26. The balance amount of ₹3.21 million (including fixed deposits of ₹1.90 million and interest accrued thereon of ₹0.24 million) continues to remain in the Unspent Corporate Social Responsibility Account and is yet to be utilised towards the approved ongoing CSR projects. The Company is taking necessary steps to utilise the aforesaid amount in accordance with the applicable provisions of the Companies Act, 2013. Further, the CSR Committee and the Board of Directors periodically review the status of CSR obligations and the utilisation of CSR funds.

Details of balance amount in Unspent CSR Account:

*(₹ in million)*

| Particulars | Amount |
|---|---|
| Amount in "Unspent Corporate Social Responsibility Account" in Scheduled Bank (A) | 6.45 |
| Less: Amount paid in March 31, 2025 out of Unspent CSR Account (B) | 0.15 |
| Less: Amount paid after March 31, 2025 out of Unspent CSR Account (C) | 3.34 |
| Total (D=A-B-C) | 2.96 |
| Interest on FDR credited in Unspent CSR Account (E) | 0.24 |
| FDR created out of CSR Account (F) | 1.90 |
| **Balance amount in as on March 31, 2026, in "Unspent Corporate Social Responsibility Account" (D+E-F)** | **1.30** |

Any future failure to comply with the CSR provisions, including timely utilisation of unspent amounts, may attract regulatory action, adversely affect our reputation, and have a material adverse effect on our business and financial condition.

The information contained in this certificate has been provided by the management and is based on the representations, confirmations, and records made available by them.

We further confirm that we are an independent entity with no direct or indirect interest in the Company except for provision of professional services in the ordinary course of our profession.

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We also consent to be named as an "expert" in terms of Section 2(38) and Section 26(5) and any other applicable provisions of the Companies Act, 2013, as amended, in the Offer Documents (defined below) in connection with the Offer.

We confirm that this certificate is based on management representation, for information and for inclusion (in part or full) in the Red Herring Prospectus ("**RHP**"), the Abridged Prospectus and the Prospectus ("**Prospectus**", and together with the RHP and other Offer-related documents, the "**Offer Documents**") to be filed subsequently with the RoC, and thereafter with the SEBI and the Stock Exchange where the Equity Shares are proposed to be listed (the "**Stock Exchanges**") and in any other materials or documents in relation to the Offer.

We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law. We also consent to the inclusion of this certificate and the annexures hereto as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which may be available for inspection from the date of the filing of the RHP until the bid/offer closing date in the Offer.

We confirm that we will immediately inform the Company, the Book Running Lead Manager and the legal counsel to the Company of any changes in writing to the above information until the date when the Equity Shares commence trading on the Stock Exchange pursuant to the Offer. In the absence of any such communication from us, the Company, the Book Running Lead Manager and the legal counsel to the Company can assume that there is no change to the above information until the commencement of trading of Equity Shares pursuant to the Offer.

We have relied upon the information, data, documents, forms, and deeds and representation provided by the management of the Company, as well as those available in the official records maintained by the Registrar of Companies.

We agree to keep the information regarding the Offer, strictly confidential.

Yours sincerely,

**For R&D**
**Company Secretaries**

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NEW DELHI
R&D

**Debabrata Deb Nath**
**Managing Partner**
**FCS: 7775, C P No.: 8612**
**Peer Review Certificate No: 1403/2021**
**Unique Identification No: P2005DE011200**
**UDIN: F007775H000869361**

**Date: July 17, 2026**
**Place: Delhi**

Encl: As above

cc:

**Book Running Lead Manager**

Khambatta Securities Limited
806, World Trade Tower,
Tower B, Noida Sector-16,
Uttar Pradesh-201301, India

**Legal Counsel to the Company**

Desai and Diwanji
16th Floor, Tower C,
DLF Epitome, Building No. 5,
DLF Phase 3, Gurugram-122002

Annexure-A

(Peer Review Certificate of the PCS)

THE INSTITUTE OF
**Company Secretaries of India**

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament
(Under the jurisdiction of Ministry of Corporate Affairs)

*Certificate No.* 1403/2021

# PEER REVIEW
# *Certificate*

*Certified that in terms of the Guidelines for Peer Review of Attestation and Audit Services by Practising Company Secretaries issued by the Council, the Certification and Audit services provided by* M/s. R & D ........................................ *Company Secretary (ies) in Practice bearing Unique Identification No.* P2005DE011200 ........ *having his/her/its office at Delhi has been reviewed for the year 2019-20.*

*The Certificate is valid for five years from the date of issue.*

R & D COMPANY SECRETARIES NEW DELHI

Date : 23rd July, 2021

**CS Banu Dandona**
Secretary
Peer Review Committee

**CS Devendra V. Deshpande**
Chairman
Peer Review Committee

**ANNEXURE B**

| S. No. | Brief particulars of untraceable and erroneously corporate record or form filing |
|---|---|
| • | Annual returns for the period 2004 – 2005 and 2013 – 2014 are not traceable. |
| • | Form 2 for return of allotment dated March 31, 2000 in the Financial Year 1999 – 2000 is not traceable. |
| • | Form 2 for return of allotment dated August 31, 2000 in the Financial Year 2000 - 2001 is not traceable. |
| | The shareholders list forming part of the annual returns dated September 29,1999 and September 29, 2008 are not traceable. |
| • | Form 5 pertaining to increase in Authorised Share Capital from ₹ 3.20 million to 5.00 million during the financial year 1999-2000 is not traceable. |
| • | Form 2 for return of allotment dated January 02, 2007 along with the list of allottees has been erroneously filed. |
| • | Requisite E-Forms for the re-appointment of Sanjay Tyagi as Managing Director dated September 30, 2011, September 30, 2016 and November 30, 2021, were not filed. |
| • | Sanjay Tyagi was erroneously appointed as the Chairman of the Board of directors on May 29, 2025 and DIR 12 for the same was wrongly filed as it was not required as per section 203 of the Companies Act 2013, however the same has been resigned from the post of chairman of Company w.e.f. June 12, 2025.<br>Further, requisite E-Forms for the re-appointment of Sanjay Tyagi as Managing Director, dated September 30, 2011, September 30, 2016 and May 10, 2022, were not filed. |
| • | Kartikey Tyagi was appointed as an Additional Director of the Company w.e.f. January 19, 2022, and was not regularized at the ensuing Annual General Meeting, however his appointment was regularized in the EGM held on February 06, 2023. He resigned from the post of Director w.e.f. March 17, 2023. Thereafter, he was appointed as an Additional Director of the Company w.e.f. May 29, 2023 and was not regularized at the ensuing Annual General Meeting, he was subsequently regularized as a Director in the EGM held on January 06, 2024. |

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**The table below sets forth the details with respect to additional fee paid by the Company due to late filing of certain RoC Forms:**

| Financial Year | Form Name | Due Date | Date of filing | Normal Fees (in ₹) | Additional Fees (in ₹) |
|---|---|---|---|---|---|
| 2026-27 | CHG-1 | 02.07.2026 | 08.07.2026 | 600 | 3600 |
| 2025-26 | CHG-1 | 01.04.2025 | 05.04.2025 | 600 | 3600 |
| | MGT-14 | 14.08.2024 | 07.06.2025 | 600 | 7200 |
| | MGT-14 | 22.08.2024 | 08.06.2025 | 600 | 7200 |
| | MGT-14 | 14.08.2024 | 14.06.2025 | 600 | 7200 |
| | DIR-12 | 21.05.2025 | 03.06.2025 | 600 | 1200 |
| | MGT-14 | 21.05.2025 | 03.06.2025 | 600 | 1200 |
| | DIR-12 | 14.08.2024 | 07.06.2025 | 600 | 7200 |
| | MGT-14 | 14.08.2024 | 07.06.2025 | 600 | 7200 |
| | MGT-14 | 23.04.2025 | 05.05.2025 | 600 | 1200 |
| | MGT-14 | 24.06.2024 | 29.05.2025 | 600 | 7200 |
| | MGT-14 | 01.11.2024 | 29.05.2025 | 600 | 7200 |
| | MGT-14 | 04.12.2024 | 29.05.2025 | 600 | 6000 |
| | MGT-14 | 23.01.2025 | 29.05.2025 | 600 | 6000 |
| | MGT-14 | 23.01.2025 | 29.05.2025 | 600 | 6000 |
| | MGT-14 | 02.10.2024 | 30.05.2025 | 600 | 7200 |
| | MGT-14 | 01.11.2024 | 19.06.2025 | 600 | 7200 |
| | INC-22 | 03.03.2025 | 28.04.2025 | 600 | 2400 |
| | MR-1 | 13.06.2025 | 22.07.2025 | 600 | 1200 |
| | MGT-14 | 13.05.2024 | 22.07.2025 | 600 | 3600 |
| | PAS-6 | 29.11.2025 | 06.12.2025 | 600 | 1200 |
| | MGT-14 | 31.07.2025 | 26.09.2025 | 600 | 2400 |
| | CRA-4 | 30.09.2025 | 10.10.2025 | 600 | 1200 |
| | CRA-2 | 30.09.2025 | 03.10.2025 | 600 | 1200 |
| | CHG-1 | 31.12.2025 | 10.01.2026 | 600 | 3600 |
| | CHG-1 | 20.12.2025 | 24.12.2025 | 600 | 3600 |
| | CHG-4 | 05.08.2025 | 13.01.2026 | 600 | 6000 |
| | MGT-14 | 22.07.2025 | 28.03.2026 | 600 | 7200 |
| 2024-25 | CHG-1 | 10.05.2024 | 20.06.2024 | 600 | 3600 |
| | CHG-1 | 10.05.2024 | 20.06.2024 | 600 | 3600 |
| | CHG-1 | 10.05.2024 | 20.06.2024 | 600 | 3600 |
| | CHG-1 | 05.11.2024 | 06.11.2024 | 600 | 3600 |
| | MGT-7 | 29.11.2024 | 22.12.2024 | 600 | 2300 |
| | AOC-4 XBRL | 30.08.2024 | 31.12.2024 | 600 | 2300 |
| | PAS-6 | 29.11.2024 | 13.02.2025 | 600 | 3600 |
| | CRA-2 | 30.09.2024 | 18.02.2025 | 600 | 6000 |
| | CRA-2 | 30.09.2023 | 18.02.2025 | 600 | 7200 |
| | CRA-2 | 30.09.2022 | 18.02.2025 | 600 | 7200 |
| | CRA-2 | 30.09.2021 | 18.02.2025 | 600 | 7200 |
| | CRA-2 | 30.12.2020 | 17.02.2025 | 600 | 7200 |
| | CRA-2 | 30.09.2019 | 17.02.2025 | 600 | 7200 |
| | CRA-4 | 02.10.2024 | 29.03.2025 | 600 | 6000 |
| | CRA-4 | 05.10.2023 | 28.03.2025 | 600 | 7200 |
| | CRA-4 | 27.10.2022 | 27.03.2025 | 600 | 7200 |
| | CRA-4 | 27.10.2021 | 25.03.2025 | 600 | 7200 |
| 2023-24 | CHG-4 | 21.06.2023 | 07.09.2023 | 600 | 6000 |
| | CHG-4 | 26.08.2023 | 12.09.2023 | 600 | 1200 |
| | AOC-4 XBRL | 30.08.2023 | 16.12.2023 | 600 | 4800 |
| | INC-27 | 12.04.2024 | 04.05.2024 | 600 | 2400 |
| 2022-23 | AOC-4 XBRL | 30.09.2021 | 09.04.2022 | 600 | 10100 |
| | CHG-1 | 24.03.2022 | 21.05.2022 | 600 | 3600 |



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| | | | | | |
|---|---|---|---|---|---|
| | CHG-4 | 27.04.2022 | 15.06.2022 | 600 | 2400 |
| | CHG-4 | 27.04.2022 | 07.07.2022 | 600 | 2400 |
| | ADT-1 | 15.12.2021 | 12.11.2022 | 600 | 7200 |
| | AOC-4 XBRL | 30.09.2022 | 23.12.2022 | 600 | 5500 |
| | CHG-4 | 16.06.2022 | 29.12.2022 | 600 | 6000 |
| | CHG-4 | 14.11.2022 | 29.12.2022 | 600 | 1200 |
| | CHG-4 | 04.09.2022 | 03.03.2023 | 600 | 7200 |

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## ANNEXURE C

### I. Build-up of Equity Share capital

### *(a) History of Equity Share Capital of the Company*

The following table sets forth the history of the Equity Share capital of the Company:

| Date of allotment | Details of allottees | Reason for/ Nature of allotment | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| October 21, 1998 | 100 Equity Shares each were allotted to Rekha Tyagi and Neeraj Tyagi | Initial subscription to the Memorandum of Association | 200 | 10 | 10 | Cash | 200 | 2,000 |
| March 31, 2000* | 1. 79,050 Equity Shares were allotted to Rekha Tyagi,<br>2. 20,350 Equity Shares were allotted to Neeraj Tyagi,<br>3. 27,500 Equity Shares were allotted to Bala Tyagi ,<br>4. 42,600 Equity Shares were allotted to Lalit Tyagi,<br>5. 35,250 Equity Shares were allotted to Mohan Tyagi HUF,<br>6. 37,400 Equity Shares were | Further Issue | 311,650 | 10 | 10 | Cash | 311,850 | 3,118,500 |

| Date of allotment | Details of allottees | Reason for/ Nature of allotment | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| | allotted to Mohan Tyagi,<br>7. 3,600 Equity Shares were allotted to Neeta Tyagi,<br>8. 37,900 Equity Shares were allotted to Poonam Devi, and<br>9. 28,000 Equity shares were allotted to Praveen Tyagi | | | | | | | |
| August 31, 2000* | 1. 6,150 Equity Shares were allotted to Rekha Tyagi;<br>2. 41,800 Equity Shares were allotted to Ritu Tyagi;<br>3. 45,200 Equity Shares were allotted to Salintri Tyagi;<br>4. 55,000 Equity Shares were allotted to Sanjay Tyagi HUF, and<br>5. 40,000 Equity | Further Issue | 188,150 | 10 | 10 | Cash | 500,000 | 5,000,000 |



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| Date of allotment | Details of allottees | Reason for/ Nature of allotment | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| | Shares were allotted to Saroj Bala | | | | | | | |
| March 30, 2004 | 1. 750 Equity Shares were allotted to Neeraj Tyagi HUF; 2. 200,000 Equity Shares were allotted to Jai Mata Pipes Pvt Ltd; 3. 100,000 Equity Shares were allotted to Pradeep Sons Pvt Ltd; 4. 150,000 Equity Shares were allotted to Aakash Packaging (India) Pvt Ltd; 5. 100,000 Equity Shares were allotted to Goldline Lotto Management Pvt Ltd, and 6. 82,500 Equity Shares were allotted to Shyam Automobiles Ltd | Further Issue | 633,250 | 10 | 10 | Cash | 1,133,250 | 11,332,500 |

| Date of allotment | Details of allottees | Reason for/ Nature of allotment | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| November 29, 2006 | 750,000 Equity Shares were allotted to Aman Promoters Pvt Ltd | Further Issue | 750,000 | 10 | 10 | Cash | 1,883,250 | 18,832,500 |
| January 02, 2007* | 1. 750,000 Equity Shares were allotted to D.D Construction Private Limited; 2. 365,000 Equity Shares were allotted to Expert Power Control (India) Pvt Ltd and; 3. 15,550 Equity Shares were allotted to Sanjay Tyagi HUF | Further Issue | 1,130,550 | 10 | 10 | Cash | 3,013,800 | 30,138,000 |
| November 19, 2007 | 1. 3,500 Equity Shares were allotted to Rekha Tyagi, 2. 8,000 Equity Shares were allotted to | Further Issue | 3,764,500 | 10 | 10 | Cash | 6,778,300 | 67,783,000 |



R & D COMPANY SECRETARIES NEW DELHI

| Date of allotment | Details of allottees | Reason for/ Nature of allotment | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| | Sanjay Tyagi HUF,<br>3. 3,000 Equity Shares were allotted to Sanjay Tyagi,<br>4. 1,000,000 Equity Shares were allotted to Gannayak Fintech Services Pvt Ltd,<br>5. 5,00,000 Equity Shares were allotted to JKD Capital & Finlease Ltd, and<br>6. 2,250,000 Equity Shares were allotted to Pradeep Sons Pvt Ltd. | | | | | | | |
| March 27, 2010 | 1. 55,000 Equity Shares were allotted to Neeraj Tyagi; | Further Issue | 107,000 | 10 | 10 | Cash | 6,885,300 | 68,853,000 |

| Date of allotment | Details of allottees | Reason for/ Nature of allotment | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| | 2. 10,000 Equity Shares were allotted to Rekha Tyagi, and<br>3. 42,000 Equity Shares were allotted to Ritu Tyagi. | | | | | | | |
| March 31, 2013 | 90,000 Equity Shares were allotted to Technocraft Developers Pvt Ltd | Further Issue | 90,000 | 10 | 10 | Cash | 6,975,300 | 69,753,000 |
| October 21, 2013 | 1. 100,000 Equity Shares were allotted to Sanjay Tyagi and<br>2. 450,000 Equity Shares were allotted to Sanjay Tyagi HUF | Further Issue | 550,000 | 10 | 10 | Cash | 7,525,300 | 75,253,000 |
| May 29, 2025 | 1. 296,400 Equity Shares were allotted to Rekha Tyagi,<br>2. 1,585,650 Equity Shares were allotted to Sanjay Tyagi HUF, | Bonus Issue | 22,575,900 | 10 | Nil | Other than cash | 30,101,200 | 301,012,000 |



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| Date of allotment | Details of allottees | Reason for/ Nature of allotment | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| | 3. 909,000 Equity Shares were allotted to Sanjay Tyagi,<br>4. 270,000 Equity Shares were allotted to Technocraft Developers Pvt Ltd,<br>5. 18,742,500 Equity Shares were allotted to Kartikey Constructions (Partnership Firm),<br>6. 450,000 Equity Shares were allotted to Kartikey Tyagi, and<br>7. 322,350 Equity Shares were allotted to Vartika Tyagi. | | | | | | | |

**Form -2 for return of allotment dated March 31, 2000 and August 31, 2000 is untraceable and Form-2 for return of allotment along with list of allottees dated January 02, 2007 has been erroneously filed.*

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**ANNEXURE D**

**(a) Build-up of Promoters' shareholding in the Company**

**(a) Build-up of the Equity shareholding of the Promoters in the Company**

Set forth below is the build-up of the Promoters' equity shareholding since the incorporation of the Company:

| Date of allotment / transfer | Number of Equity Shares | Face value per Equity Share (₹) | Issue / Transfer price per Equity Share (₹) | Nature of acquisition/ allotment/ transfer | Nature of consideration | Percentage of the pre-offer equity share capital (%) | Percentage of the post-offer equity share capital (%) |
|---|---|---|---|---|---|---|---|
| **Sanjay Tyagi** | | | | | | | |
| November 19, 2007 | 3,000 | 10 | 10 | Further Issue | Cash | 0.01 | [•] |
| October 21, 2013 | 1,00,000 | 10 | 10 | Further Issue | Cash | 0.33 | [•] |
| December 27, 2022* | 1,99,250 | 10 | Nil | Share Transfer by way of Gift | Other than cash | 0.67 | [•] |
| March 24, 2025 | 750 | 10 | 121.76 | Share Transfer from Neeraj Tyagi HUF | Cash | Negligible | [•] |
| May 29, 2025 | 9,09,000 | 10 | Nil | Bonus Issue | Other than cash | 3.02 | [•] |
| **Total** | **1,212,000** | | | | | **4.03** | |
| **Rekha Tyagi** | | | | | | | |
| October 21, 1998 | 100 | 10 | 10 | Initial subscription to MoA | Cash | Negligible | [•] |
| March 31, 2000 | 79,050 | 10 | 10 | Further Issue | Cash | 0.26 | [•] |
| August 31, 2000 | 6,150 | 10 | 10 | Further Issue | Cash | 0.02 | [•] |
| November 19, 2007 | 3,500 | 10 | 10 | Further Issue | Cash | 0.01 | [•] |
| March 27, 2010 | 10,000 | 10 | 10 | Further Issue | Cash | 0.03 | [•] |
| May 29, 2025 | 296,400 | 10 | Nil | Bonus Issue | Other than cash | 0.99 | [•] |
| **Total** | **395,200** | | | | | **1.31** | |
| **Kartikey Tyagi** | | | | | | | |

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| Date of allotment / transfer | Number of Equity Shares | Face value per Equity Share (₹) | Issue / Transfer price per Equity Share (₹) | Nature of acquisition/ allotment/ transfer | Nature of consideration | Percentage of the pre-offer equity share capital (%) | Percentage of the post-offer equity share capital (%) |
|---|---|---|---|---|---|---|---|
| December 27, 2022** | 150,000 | 10 | Nil | Share Transfer by way of Gift | Other than cash | 0.50 | [•] |
| May 29, 2025 | 450,000 | 10 | Nil | Bonus Issue | Other than cash | 1.49 | [•] |
| **Total** | **600,000** | | | | | **1.99** | |
| **Kartikey Constructions (Partnership Firm)** | | | | | | | |
| May, 31, 2010*** | 6,247,500 | 10 | 10 | Share Transfer | Cash | 20.76 | [•] |
| May 29, 2025 | 18,742,500 | 10 | Nil | Bonus Issue | Other than cash | 62.26 | [•] |
| **Total** | **24,990,000** | | | | | **83.02** | |
| **Sanjay Tyagi HUF** | | | | | | | |
| August 31, 2000 | 55,000 | 10 | 10 | Further Issue | Cash | 0.18 | [•] |
| January 02, 2007 | 15,550 | 10 | 10 | Further Issue | Cash | 0.05 | [•] |
| November 19, 2007 | 8,000 | 10 | 10 | Further Issue | Cash | 0.03 | [•] |
| October 21, 2013 | 450,000 | 10 | 10 | Further Issue | Cash | 1.50 | [•] |
| May 29, 2025 | 1,585,650 | 10 | Nil | Bonus Issue | Other than cash | 5.26 | [•] |
| **Total** | **2,114,200** | | | | | **7.02** | |

** Mr. Sanjay Tyagi received 75,450 equity shares from Neeraj Tyagi, 83,800 equity shares from Ritu Tyagi and 40,000 equity shares from Saroj Bala by way of gift deed executed on December 27, 2022.*

*** Mr. Kartikey Tyagi received 27,500 equity shares from Saroj Bala, 37,400 equity shares from Mohan Tyagi, 35,250 equity shares from Mohan Tyagi HUF, 4,650 equity shares from Poonam Devi and 45,200 equity shares from Salintri Tyagi by way of gift deed executed on December 27, 2022.*

**** Kartikey Constructions (Partnership Firm) received 200,000 equity shares from Jai Mata Pipes Pvt Ltd, 150,000 equity share from Akash Packaging Pvt Ltd, 100,000 equity shares from Goldline Lotto Management Pvt Ltd, 82,500 equity shares from Shyam Automobiles Pvt Ltd, 2,350,000 equity shares from Pradeep Sons Pvt Ltd, 750,000 equity shares from Aman Properties Pvt Ltd, 750,000 equity shares from DD Construction Pvt Ltd, 365,000 equity shares from Expert Power Control Pvt Ltd, 1,000,000 equity shares from Gannayak Fintech Pvt Ltd, 500,000 equity shares from JKD Capital & Finlease Pvt Ltd.*

**(b) Details of the Shareholding of the Promoters and members of the Promoter Group**

None of the Promoters and members of the Promoter Group hold any Equity Shares in the Company as of the date

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of filing of the Draft Red Herring Prospectus other than as disclosed below:

| Sr. No. | Name of the shareholder | Pre-Offer | | Post-Offer | |
|---|---|---|---|---|---|
| | | Number of Equity Shares Held | Percentage of the pre-offer paid-up Equity Share capital (%) | Number of Equity Shares held | Percentage of the post-offer paid-up Equity Share capital (%) |
| ***Promoters (I)*** | | | | | |
| 1. | Sanjay Tyagi | 1,212,000 | 4.03 | [•] | [•] |
| 2. | Rekha Tyagi | 395,200 | 1.31 | [•] | [•] |
| 3. | Kartikey Tyagi | 600,000 | 1.99 | [•] | [•] |
| 4. | Kartikey Constructions (Partnership Firm) | 24,990,000 | 83.02 | [•] | [•] |
| 5. | Sanjay Tyagi HUF | 2,114,200 | 7.02 | [•] | [•] |
| **Total** | | **29,311,400** | **97.38** | **[•]** | **[•]** |
| ***Promoter Group (II)*** | | | | | |
| 6. | Vartika Tyagi | 429,800 | 1.42 | [•] | [•] |
| 7. | Technocraft Developers Private Limited | 360,000 | 1.20 | [•] | [•] |
| **Total** | | **789,800** | **2.62** | **[•]** | **[•]** |
| | **Total (I+II)** | **30,101,200** | **100.00** | **[•]** | **[•]** |

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### C. Secondary Transactions

there has been no acquisition of Equity Shares through secondary transactions by the Promoters, Promoter Selling Shareholder and the members of the Promoter Group, except as mentioned below

| Date of transfer of equity shares | Number of equity shares transferred | Details of transferor(s) | Details of transferee(s) | Face value per Equity share (₹) | Transfer price of equity shares Aggregate Consideration (₹) | Nature of consideration |
|---|---|---|---|---|---|---|
| May 31, 2010 | 200,000 | Jai Mata Pipes Pvt Ltd | Kartikey Constructions (Partnership Firm) | 10 | 2,000,000 | Cash |
| | 150,000 | Akash Packaging (I) Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 1,500,000 | Cash |
| | 100,000 | Goldline Lotto Management Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 1,000,000 | Cash |
| | 82,500 | Shyam Automobiles Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 825,000 | Cash |
| | 2,350,000 | Pradeep Sons Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 23,500,000 | Cash |
| | 750,000 | Aman Promoters Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 7,500,000 | Cash |
| | 750,000 | DD Constructions Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 7,500,000 | Cash |
| | 365,000 | Expert Power Control Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 3,650,000 | Cash |
| | 1,000,000 | Gannayak Fintech Services Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 10,000,000 | Cash |
| | 500,000 | JKD Capital & Finlease Pvt Ltd | Kartikey Constructions (Partnership Firm) | | 5,000,000 | Cash |

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| | | | | | | |
|---|---|---|---|---|---|---|
| December 27, 2022 | 75,450 | Neeraj Tyagi, | Sanjay Tyagi | | Nil | Other than cash (Gift) |
| | 83,800 | Ritu Tyagi | Sanjay Tyagi | | Nil | Other than cash (Gift) |
| | 40,000 | Saroj Bala | Sanjay Tyagi | | Nil | Other than cash (Gift) |
| December 27, 2022 | 27,500 | Saroj Bala | Kartikey Tyagi | | Nil | Other than cash (Gift) |
| | 37,400 | Mohan Tyagi | Kartikey Tyagi | | Nil | Other than cash (Gift) |
| | 35,250 | Mohan Tyagi HUF | Kartikey Tyagi | | Nil | Other than cash (Gift) |
| | 4,650 | Poonam Devi | Kartikey Tyagi | | Nil | Other than cash (Gift) |
| | 45,200 | Salintri Tyagi | Kartikey Tyagi | | Nil | Other than cash (Gift) |
| December 27, 2022 | 42,600 | Lalit Tyagi | Vartika Tyagi | | Nil | Other than cash (Gift) |
| | 3,600 | Neeta Tyagi | Vartika Tyagi | | Nil | Other than cash (Gift) |
| | 33,250 | Poonam Devi | Vartika Tyagi | | Nil | Other than cash (Gift) |
| | 28,000 | Praveen Tyagi | Vartika Tyagi | | Nil | Other than cash (Gift) |
| March 24, 2025 | 750 | M/s Neeraj Tyagi HUF | Sanjay Tyagi | | 91,320 | Cash |

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# R & D
## COMPANY SECRETARIES

### ADDENDUM TO THE ROC SEARCH-CUM-COMPLIANCE CERTIFICATE

To
**The Board of Directors**
**Technocraft Ventures Limited**
S 553/54, Ground Floor,
School Block, Shakarpur,
New Delhi, Delhi-110092

**Subject: Addendum to ROC Search-cum-Compliance Certificate dated July 17, 2026**

Dear Sir / Madam,

We, R & D Company Secretaries, independent practicing company secretary, with the firm unique identification number P2005DE011200 and the peer review number 1403/2021 issued by the Peer Review Board of the Institute of Company Secretaries of India, which is valid until July, 2026 refer to our **ROC Search-cum-Compliance Certificate dated July 17, 2026** ("Search Report") issued in respect of **Technocraft Ventures Limited** ("Company").

Subsequent to issuance of the Search Report, the Company has informed us and furnished documentary evidence in respect of certain corrective actions undertaken. Accordingly, this Addendum is being issued to update the observations contained in the Search Report and the same shall be read together with and form an integral part thereof.

**1. Filing of DIR-12**

The Search Report had observed that the e-Forms relating to the re-appointment of **Mr. Sanjay Tyagi (DIN: 01446861)** as Managing Director of the Company were pending filing.

We have been informed and provided with supporting records evidencing that the Company has since filed the requisite e-Forms **MGT-14** with the Registrar of Companies vide:

- **SRN AC4783480**, dated **July 22, 2026**; and
- **SRN AC4783387**, dated **July 22, 2026**.

Accordingly, the aforesaid observation contained in the Search Report stands modified to the extent stated herein, and may be read in light of the above filings.

**2. Filing of Form GNL-2**

We further note that the Company has filed **Form GNL-2 vide SRN AC4783937** with the Registrar of Companies on **July 22, 2026**, enclosing, inter alia:

- the Search Report dated July 17, 2026;
- details of historical untraceable statutory records;
- details of erroneously filed statutory forms and records;
- the list of corrective actions undertaken; and

R & D COMPANY SECRETARIES NEW DELHI

Accordingly, the observations contained in the Search Report relating to untraceable records, erroneously filed statutory forms and other historical discrepancies may be read together with the aforesaid filing of Form GNL-2.

**3. No Change in Other Observations**

Except to the extent specifically modified by this Addendum, all other observations, comments, qualifications and conclusions contained in the Search Report dated July 17, 2026 shall remain unchanged and continue to apply.

This Addendum forms an integral part of and should be read together with the Search Report dated July 17, 2026.

Yours faithfully,

**For R & D Company Secretaries**

R & D COMPANY SECRETARIES NEW DELHI

**Debabrata Deb Nath**
**Managing Partner**
**FCS: 7775, C P No.: 8612**
**Peer Review Certificate No: 1403/2021**
**Unique Identification No: P2005DE011200**
**UDIN:** F007775H000964841

**Date: July 29, 2026**
**Place: Delhi**

CC:

**Book Running Lead Manager**

Khambatta Securities Limited
806, World Trade Tower,
Tower B, Noida Sector-16,
Uttar Pradesh-201301, India