Certificate on details of price of specified securities and weighted average cost to Promoters, Promoter Group, Promoter Selling Shareholder and others for acquisition of shares

To,

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

And

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

*(Khambatta Securities Limited is hereinafter referred to as the **"Book Running Lead Manager"** or the **"BRLM"**)*

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Technocraft Ventures Limited (the "Company" or the "Issuer") through a fresh issue of Equity Shares and Offer for Sale of the Equity Shares by Promotor Selling Shareholder (the "Offer")

Dear Sirs,

1. We, **Rishi Kapoor & Company, Chartered Accountants**, the Statutory Auditors of the Company, have been informed by the Company that it proposes to make the Offer and in that connection filed a Draft Red Herring Prospectus ("**DRHP**") with the Securities and Exchange Board of India ("**SEBI**"), the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (BSE and NSE together are referred to as the "**Stock Exchanges**") and a Red Herring Prospectus ("**RHP**") and a Prospectus ("**Prospectus**") and the Abridged prospectus (DRHP, RHP, Prospectus and the Abridged prospectus collectively, the "**Offer Documents**"), to be filed with the Registrar of Companies, Delhi I ("**RoC**") and submitted to the SEBI, and the Stock Exchanges in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Companies Act, 2013, as amended (the "**Companies Act**").

2. In terms of our engagement letter dated July 05, 2025 in relation to the Offer, we have received a request from the Company to verify and certify the average cost at which Equity Shares were allotted/purchased to/by the Promoter(s), Promoter Selling Shareholder and Promoter Group (as defined in the SEBI ICDR Regulations) of the Company.

RISHI KAPOOR & CO. CHARTERED ACCOUNTANTS GHAZIABAD

Management Responsibility

3. The preparation of the details is the responsibility of the management of the Company. The management is also responsible for the maintenance of proper books of accounts and such other relevant records as prescribed by applicable laws, which includes collecting, collating, and validating data and designing, implementing and monitoring of internal controls relevant for the computation of above-mentioned annexure.

4. The Management is also responsible for providing us the documents as would be required by us for certifying the requirement as per paragraph 2 above.

Auditor's Responsibility

5. We are responsible to certify the matters as stated in paragraph 2 above.

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (**"ICAI"**) (**"Special Purposes Guidance Note"**). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

8. Based on the information and explanation and on review of the share transfer forms, share allotment register, minutes of the meetings of the Board of Directors of the Company, minutes of annual general meetings and extra-ordinary general meetings of the Company, relevant statutory registers, annual return and other documents and accounts, as presented before us by the management of the company, we here by certify the following:

Average cost of acquisition of Equity Shares for the Promoters

The average cost of acquisition per Equity Share for our Promoters is:

Name	Number of Equity Shares of face value of ₹ 10 each of our Company held	Average cost of acquisition per Equity Share (in ₹)
Sanjay Tyagi	1,212,000	0.93
Rekha Tyagi	395,200	2.50
Kartikey Tyagi	600,000	Nil
Sanjay Tyagi HUF	2,114,200	2.50
Kartikey Constructions	24,990,000	2.50

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Email: carishikapoor@yahoo.co.in
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Average cost of acquisition of Equity Shares for the Promoter Selling Shareholder

Sr. No	Name of the Selling Shareholder	No. of Equity Shares held	Average cost of acquisition per Equity Share (in ₹ million)*
1.	Kartikey Constructions (1)	24,990,000	2.50

The number of equity shares acquired and the average price of acquisition per equity share is calculated after giving effect of bonus and shares by way of gift.

The details of the workings for the cost of acquisition per Equity Share for Promoters and Promoter Selling Shareholder are attached herewith as **Annexure A**.

Details of price at which Equity Shares were acquired by Promoter, the members of our Promoter Group, Promoter Selling Shareholder and Shareholders with right to nominate Directors or other rights in the last 3 years preceding the date of this certificate.

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* (%)
Promoters							
Sanjay Tyagi							
March 24, 2025	750	10	121.76	Share Transfer	Cash	Negligible	[•]
May 29, 2025	9,09,000	10	Nil	Bonus issue in the ratio of 3:1	N.A.	3.02	[•]
Total	**9,09,750**					**3.02**	
Rekha Tyagi							
May 29, 2025	2,96,400	10	Nil	Bonus issue in the ratio of 3:1	NA	0.99	[•]
Total	**2,96,400**					**0.99**	
Kartikey Tyagi							
May 29, 2025	450,000	10	Nil	Bonus issue in the ratio of 3:1	N.A.	1.49	[•]
Total	**450,000**					**1.49**	
Kartikey Constructions (Partnership Firm)							
May 29, 2025	18,742,500	10	Nil	Bonus issue in the ratio of 3:1	N.A.	62.26	[•]
Total	**18,742,500**					**62.26**	

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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* (%)
Promoters							
Sanjay Tyagi HUF							
May 29, 2025	1,585,650	10	Nil	Bonus issue in the ratio of 3:1	N.A.	5.26	[•]
Total	**1,585,650**					**5.26**	
Promoter Group							
Vartika Tyagi							
May 29, 2025	3,22,350	10	Nil	Bonus issue in the ratio of 3:1	N.A.	5.26	[•]
Total	**3,22,350**					**5.26**	
Technocraft Developers Pvt Ltd							
May 29, 2025	2,70,000	10	Nil	Bonus issue in the ratio of 3:1	N.A.	5.26	[•]
Total	**2,70,000**					**5.26**	

*To be finalised upon filling of Prospectus with the Registrar of Companies (ROC).

Details of weighted average cost of acquisition of Equity Shares of the Promoters (including the Promoter Selling Shareholder)

The weighted average cost of acquisition of Equity Shares of the Promoters (including the Promoter Selling Shareholders), are as follows:

Name	Number of Equity Shares of face value of ₹ 10 each	WACA of Equity Shares of face value of ₹ 10 each (in ₹ per Equity Share) acquired in last 18 months*	WACA of Equity Shares of face value of ₹ 10 each (in ₹ per Equity Share) acquired in last one year*	WACA of Equity Shares of face value of ₹ 10 each (in ₹ per Equity Share) acquired in the last three years*
Promoters				
Sanjay Tyagi	1,212,000	0.10	Nil	0.10
Rekha Tyagi	395,200	Nil	Nil	Nil
Kartikey Tyagi	600,000	Nil	Nil	Nil
Sanjay Tyagi HUF	24,990,000	Nil	Nil	Nil
Kartikey Construction	2,114,200	Nil	Nil	

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Weighted average cost of acquisition of all equity shares transacted by the promoter, promoter group and promoter selling shareholder in the last three years, eighteen months and one year preceding the date of this certificate

Particulars	Weighted Average Cost of Acquisition (WACA) (in ₹)(1)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*(2)	Range of acquisition price Lowest Price-Highest Price (in ₹)(2)
Last three years	121.76	[•]	121.76
Last eighteen months	121.76	[•]	121.76
Last one year	Nil	[•]	Nil

Note: Weighted average cost of acquisition of all Equity Shares during last one year, eighteen months and three years has been calculated without considering the shares allotted by way of bonus issue and gift.

*To be finalised after filling of Prospectus with the Registrar of Companies (ROC).

Weighted average cost of acquisition of all Equity Shares transacted in the 3 years, 18 months and 1 year preceding the date of this certificate is attached herewith as **Annexure B.**

Subsequent changes to the shareholding and the cost of acquisition of shares by the Promoter, Promoter Group and other entities:

i. The Company has confirmed that till the date on which the Equity Shares commence trading on the Stock Exchanges, any acquisition and, or, sale of any shares of the Company by any of its promoters will immediately be intimated to us i.e. within 12 hours of the transaction and the BRLM.

ii. We hereby undertake that upon receipt of any intimation in accordance with above point(i), we will immediately update and provide to the Company and the BRLM an updated version of this certificate, as and wherever required.

We hereby consent to the extracts of this certificate being used in the RHP, the Prospectus and the Abridged prospectus to be filed with the **RoC** and submitted to the SEBI and the Stock Exchanges in connection with the Offer, and submission of this certificate as may be necessary, to any regulatory authority statutory, judicial or governmental authorities, and in any other material used in connection with the Offer and for disclosure on the website of the Company in connection with the Offer and/or for the records to be maintained by the BRLM in connection with the Offer and in accordance with applicable law. We also consent to this certificate to be uploaded on the website, repository and, or, the database of the Stock Exchanges.

9. We confirm that the information in this certificate is true, fair and correct. We hereby consent to this certificate being disclosed by the BRLM, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authorities or (ii) in seeking to establish a defence in connection with, or to avoid any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation related to any matter regarding issuance and listing of the Equity Shares of the Company; or (iii) for the records to be maintained by the BRLM and in accordance with applicable laws. We undertake to update you, in writing, of any change in the above-mentioned disclosures which we are aware of, on the basis of the updated

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information to be received from the management of the company from time to time, until the Equity Shares allotted, pursuant to the Offer, are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Offer.

10. This certificate may be relied on by the BRLM and to assist the BRLM in the context of due diligence procedures that the BRLM has to conduct and the documents in relation of their investigation of the affairs of the Company in connection with the Offer.

11. All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

Yours sincerely,

For Rishi Kapoor & Company
Chartered Accountants
Firm Registration No.: 006615C
Peer Review Certificate No.: 024428

Jyoti

RISHI KAPOOR & CO.
GHAZIABAD
CHARTERED ACCOUNTANTS

Jyoti Arora
Partner
Membership No.: 455362
UDIN: 26455362QBCRCF4855

Date: July 10, 2026
Place: Ghaziabad

ANNEXURE A

Average Cost of Acquisition per Equity Share for Promoters & Selling Shareholder

1. Promoter

(in ₹ except number of shares and cost per shares)

Name	Number of Equity Shares of face value of ₹ 10 each of our Company held	Average cost of acquisition per Equity Share (in ₹)
Sanjay Tyagi	1,212,000	0.93
Rekha Tyagi	395,200	2.50
Kartikey Tyagi	600,000	Nil
Sanjay Tyagi HUF	2,114,200	2.50
Kartikey Constructions (1)	24,990,000	2.50

(1) also the Promoter Selling shareholder

Weighted average price at which the equity shares were acquired by the promoters and promoter selling shareholder in the last one year preceding the date of this certificate.

Except as disclosed below, Promoters and the Promoter Selling Shareholder have not acquired any specified securities in the last one year.

Name	Number of Equity Shares of face value of ₹ 10 each acquired in the one year preceding the date of this Certificate	Weighted average price of acquisition per Equity Share (in ₹)
Sanjay Tyagi	Nil	Nil
Rekha Tyagi	Nil	Nil
Kartikey Tyagi	Nil	Nil
Kartikey Constructions (Partnership Firm) (1)	Nil	Nil
Sanjay Tyagi HUF	Nil	Nil

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ANNEXURE B

Weighted average cost of acquisition of all equity shares transacted by the promoter, promoter group and promoter selling shareholder in the last three years preceding the date of this certificate

(in ₹ except number of shares and cost per shares)

Date of Acquisition	Nature of transaction	Name of the Shareholder	No. of Equity Shares	Cost per Equity Share (in ₹)	Total Cost (₹)
March 24, 2025	Share Transfer	Sanjay Tyagi	750	121.76	91,320
Total				**121.76**	91,320
Weighted Average cost per Equity Share: 121.76					

The weighted average cost of acquisition of equity shares for the past three year has been computed excluding shares received through bonus allotments and gifts.

Weighted average cost of acquisition of all equity shares transacted by the promoter, promoter group and promoter selling shareholder in the last eighteen months preceding the date of this certificate

(in ₹ except number of shares and cost per shares)

Date of Acquisition	Nature of transaction	Name of the Shareholder	No. of Equity Shares	Cost per Equity Share (in ₹)	Total Cost (₹)
March 24, 2025	Share Transfer	Sanjay Tyagi	750	121.76	91,320
Total				**121.76**	91,320
Weighted Average cost per Equity Share: 121.76					

The weighted average cost of acquisition of equity shares for the past eighteen months has been computed excluding shares received through bonus allotments and gifts.

Weighted average cost of acquisition of all equity shares transacted by the promoter, promoter group and promoter selling shareholder in the last one year preceding the date of this certificate

(in ₹ except number of shares and cost per shares)

Date of Acquisition	Nature of transaction	Name of the Shareholder	No. of Equity Shares	Cost per Equity Share (in ₹)	Total Cost (₹)
N/A					
Total				N/A	
Weighted Average cost per Equity Share: - N/A					

The weighted average cost of acquisition of equity shares for the past one year has been computed excluding shares received through bonus allotments and gifts.

RISHI KAPOOR & CO. GHAZIABAD CHARTERED ACCOUNTANTS

Equity Shares acquired by the Promoters in the preceding three years (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
Sanjay Tyagi	March 24, 2025	750	121.76	91,320	Cash	Share Transfer	750	91,320	91,320
Total Cost: ₹ 91,320									
Weighted Average cost per Equity Share ₹ 121.76									

Note : Weighted average cost of acquisition of all Equity Shares during last three year, has been calculated without considering the shares allotted by way of bonus issue and shares received by way of gift.

Equity Shares acquired by the Promoters in the preceding 18 months (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
Sanjay Tyagi	March 24, 2025	750	121.76	91,320	Cash	Share Transfer	750	91,320	91,320
Total Cost: ₹ 91,320									
Weighted Average cost per Equity Share ₹ 121.76									

Note : Weighted average cost of acquisition of all Equity Shares during last 18 months, has been calculated without considering the shares allotted by way of bonus issue and shares received by way of gift.

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Equity Shares acquired by the Promoters in the last 1 year (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N/A									
Total Cost : -N/A									
Weighted Average cost per Equity Share -N/A									

Note : Weighted average cost of acquisition of all Equity Shares during last one year, has been calculated exclusive of the shares allotted by way of bonus issue and shares received by way of gift.

Equity Shares acquired by the Promoter Group in the preceding 3 years: Not applicable (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter Group	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									
N.A									

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Equity Shares acquired by the Promoter Group in the last 18 months: Not applicable (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter Group	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									

Equity Shares acquired by the Promoter Group in the last 1 year : Not Applicable (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter Group	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									

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Equity Shares transacted by persons other than Promoters and Promoter Group in the preceding 3 years: Not applicable

(in ₹ except number of shares and cost per shares)

Name of the Promoter Group	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
NA									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									

Equity Shares transacted by persons other than Promoters and Promoter Group in the preceding 18 months : Not applicable

(in ₹ except number of shares and cost per shares)

Name of the Promoter Group	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									

Equity Shares transacted by persons other than Promoters and Promoter Group in the last 1 year : Not applicable

(in ₹ except number of shares and cost per shares)

Name of the Promoter Group	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N.A.									
Cost per Equity Share ₹ N.A.									
Weighted Average cost per Equity Share ₹ N.A.									

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Equity Shares acquired by the Promoter Selling Shareholder in the preceding 3 years: Not Applicable (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
Promoter	N.A								
Cost per Equity Share ₹ [●]									
Weighted Average cost per Equity Share ₹ [●]									

Note : Weighted average cost of acquisition of all Equity Shares during last three year, has been calculated exclusive of the shares allotted by way of bonus issue and shares received by way of gift.

Equity Shares acquired by the Selling Shareholder in the preceding 18 months : Not Applicable (other than Bonus Shares)

(in ₹ except number of shares and cost per shares)

Name of the Promoter	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									

Note : Weighted average cost of acquisition of all Equity Shares during last eighteen months, has been calculated exclusive of the shares allotted by way of bonus issue and shares received by way of gift.

RISHI KAPOOR & CO. ★ GHAZIABAD ★ CHARTERED ACCOUNTANTS

RISHI KAPOOR & COMPANY
INDIA
Chartered Accountants

Equity Shares acquired by the Selling Shareholder in the last 1 year: Not applicable (other than Bonus Shares)

₹ except number of shares and cost per shares)

Name of the Promoter	Date of Acquisition	No. of Equity Shares	Cost per Equity Share (₹)	Total Cost (in ₹)	Consideration	Reasons for Allotment/ Transfer	Cumulative No. of Equity Shares	Cumulative amount (in ₹)	Cumulative Acquisition price per Equity Share
N.A									
Cost per Equity Share ₹ N.A									
Weighted Average cost per Equity Share ₹ N.A									

Note : Weighted average cost of acquisition of all Equity Shares during last one year, has been calculated exclusive of the shares allotted by way of bonus issue and shares received by way of gift.

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