



RISHI KAPOOR & COMPANY

Chartered Accountants

Certificate on Share Capital Build-up

To,

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

And

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

(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 the Promoter 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**”), 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 been requested by the Company to certify the build-up in the shareholding of the Company since incorporation, including details such as nature of issue, date of allotment, number of shares, face value, issue price and such other information as set-out in **Annexure A** and the details of secondary transactions by shareholders (other than transactions involving promoters) in the Equity Shares of the Company, as set out at **Annexure B**.





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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. We, the statutory auditors of the Company, have carried out an audit of the company for FY 2025-26, in accordance with Indian Accounting Standards (Ind AS), notified under the Companies Act, 2013, and thus required to comply with Ind AS 101, "First-time Adoption of Indian Accounting Standards", thereby mandating the adoption of Ind AS with effect from the beginning of the first Ind AS reporting period. The date of transition would be 1st April 2024 and as the financial statements of the company for FY 2025-26 are its first Ind AS financial statements, therefore these financial statements comprises three Balance Sheets as at 31 March 2026, 31 March 2025 and 1 April 2024, two Statements of Profit and Loss, two Statements of Changes in Equity and two Statements of Cash Flows for the years ended 31 March 2026 and 31 March 2025, together with the related notes. ("**Audited Financial Statements**"). The Company has adopted Ind AS in connection with its proposed listing and in compliance with the applicable regulatory requirements".

Further, for all the periods on or before the year ended 31 March 2025, the financial statements of the company has been prepared in accordance with the accounting standards as notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") and accordingly, we, the statutory auditor of the company, have also conducted our audit in accordance with the Indian GAAP and Companies Act 2013 for all the periods on or before the year ended 31 March 2025, as applicable.

Subsequently, we have restated the Audited Financial Information for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 as per IND AS and in accordance with the Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("**Restated Consolidated Financial Information**").

9. Accordingly, based on the information and on review of the share allotment register, minutes of the meetings of the Board of Directors ("**Board**") of the Company, minutes of annual general meeting and extra-ordinary general meetings of the Company, relevant statutory registers and





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other documents and accounts presented to us by the management of the Company, we hereby certify that the details in **Annexure A** to this certificate are true and correct. We further certify the details of all secondary transactions by shareholders (other than transactions involving promoters) in the Equity Shares of the Company, as set out at **Annexure B**, to be true and correct.

10. 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.
11. 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 defense 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 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. We also consent to this certificate to be uploaded on the website, repository or, the database of the Stock Exchanges.
12. 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.
13. All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

Yours sincerely,

For and on behalf of
Rishi Kapoor & Company
Chartered Accountants
Firm Registration Number: 006615C
Peer Review Certificate Number: 024428

Jyoti Arora
Partner

Membership No.: 455362

UDIN: 26455362BPZBRW7507

Place: Ghaziabad
Date: July 10, 2026

ANNEXURE A

Date of allotment of the Equity Shares	No. of Equity Shares allotted	Name of Allottees	Face value (₹)	Issue price per Equity Share (₹)	Consideration (cash, other than cash, etc.)	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
21.10.1998	100	Rekha Tyagi	10	10	1000	Subscriber	100	1000
21.10.1998	100	Neeraj Tyagi	10	10	1000	Subscriber	200	2000
31.03.2000	27500	Bala Tyagi	10	10	275000	Further Issue	27700	277000
31.03.2000	42600	Lalit Tyagi	10	10	426000	Further Issue	70300	703000
31.03.2000	35250	Mohan Tyagi HUF	10	10	352500	Further Issue	105550	1055500
31.03.2000	37400	Mohan Tyagi	10	10	374000	Further Issue	142950	1429500
31.03.2000	20350	Neeraj Tyagi	10	10	203500	Further Issue	163300	1633000
31.03.2000	3600	Neeta Tyagi	10	10	36000	Further Issue	166900	1669000
31.03.2000	37900	Poonam Devi	10	10	379000	Further Issue	204800	2048000
31.03.2000	28000	Praveen Tyagi	10	10	280000	Further Issue	232800	2328000
31.03.2000	79050	Rekha Tyagi	10	10	790500	Further Issue	311850	3118500
31.08.2000	6150	Rekha Tyagi	10	10	61500	Further Issue	318000	3180000
31.08.2000	41800	Ritu Tyagi	10	10	418000	Further Issue	359800	3598000
31.08.2000	45200	Salintri Tyagi	10	10	452000	Further Issue	405000	4050000
31.08.2000	55000	Sanjay Tyagi HUF	10	10	550000	Further Issue	460000	4600000
31.08.2000	40000	Saroj Bala	10	10	400000	Further Issue	500000	5000000
30.03.2004	200000	Jai Mata Pipes Pvt Ltd	10	10	2000000	Further Issue	700000	7000000
30.03.2004	150000	Aakash Packaing (I)	10	10	1500000	Further Issue	850000	8500000



Date of allotment of the Equity Shares	No. of Equity Shares allotted	Name of Allottees	Face value (₹)	Issue price per Equity Share (₹)	Consideration (cash, other than cash, etc.)	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Pvt Ltd						
30.03.2004	100000	Goldline Lotto Management Pvt Ltd	10	10	1000000	Further Issue	950000	9500000
30.03.2004	82500	Shyam Automobiles Ltd	10	10	825000	Further Issue	1032500	10325000
30.03.2004	100000	Pradeep Sons Pvt Ltd	10	10	1000000	Further Issue	1132500	11325000
30.03.2004	750	Neeraj Tyagi HUF	10	10	7500	Further Issue	1133250	11332500
29.11.2006	750000	Aman Promoters Pvt Ltd	10	10	7500000	Further Issue	1883250	18832500
02.01.2007	750000	DD Construction Pvt Ltd	10	10	7500000	Further Issue	2633250	26332500
02.01.2007	365000	Expert Power Control Pvt Ltd	10	10	3650000	Further Issue	2998250	29982500
02.01.2007	15550	Sanjay Tyagi HUF	10	10	155500	Further Issue	3013800	30138000
19.11.2007	1000000	Gannayak Fintech Services Pvt Ltd	10	10	10000000	Further Issue	4013800	40138000
19.11.2007	500000	JKD Capital & Finlease Ltd	10	10	5000000	Further Issue	4513800	45138000
19.11.2007	2250000	Pradeep Sons Pvt Ltd	10	10	22500000	Further Issue	6763800	67638000
19.11.2007	3500	Rekha Tyagi	10	10	35000	Further Issue	6767300	67673000
19.11.2007	8000	Sanjay Tyagi HUF	10	10	80000	Further Issue	6775300	67753000



Date of allotment of the Equity Shares	No. of Equity Shares allotted	Name of Allottees	Face value (₹)	Issue price per Equity Share (₹)	Consideration (cash, other than cash, etc.)	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
19.11.2007	3000	Sanjay Tyagi	10	10	30000	Further Issue	6778300	67783000
27.03.2010	55000	Neeraj Tyagi	10	10	550000	Further Issue	6833300	68333000
27.03.2010	10000	Rekha Tyagi	10	10	100000	Further Issue	6843300	68433000
27.03.2010	42000	Ritu Tyagi	10	10	420000	Further Issue	6885300	68853000
31.03.2013	90000	Technocraft Developers Pvt Ltd	10	10	900000	Further Issue	6975300	69753000
21.10.2013	450000	Sanjay Tyagi HUF	10	10	4500000	Further Issue	7425300	74253000
21.10.2013	100000	Sanjay Tyagi	10	10	1000000	Further Issue	7525300	75253000
29.05.2025	296400	Rekha Tyagi	10	Nil	Nil	Bonus Issue	7821700	78217000
29.05.2025	1585650	Sanjay Tyagi HUF	10	Nil	Nil	Bonus Issue	9407350	94073500
29.05.2025	909000	Sanjay Tyagi	10	Nil	Nil	Bonus Issue	10316350	103163500
29.05.2025	270000	Technocraft Developers Pvt Ltd	10	Nil	Nil	Bonus Issue	10586350	105863500
29.05.2025	18742500	Kartikey Constructions	10	Nil	Nil	Bonus Issue	29328850	293288500
29.05.2025	450000	Kartikey Tyagi	10	Nil	Nil	Bonus Issue	29778850	297788500
29.05.2025	322350	Vartika Tyagi	10	Nil	Nil	Bonus Issue	30101200	301012000



ANNEXURE B

Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)
31.05.2010	Jai Mata Pipes Pvt Ltd	Kartikey Constructions	200000	10	10	2000000	Cash	0.66
31.05.2010	Aakash Packaing (I) Pvt Ltd	Kartikey Constructions	150000	10	10	1500000	Cash	0.49
31.05.2010	Goldline Lotto Management Pvt Ltd	Kartikey Constructions	100000	10	10	1000000	Cash	0.33
31.05.2010	Shyam Automobiles Ltd	Kartikey Constructions	82500	10	10	825000	Cash	0.27
31.05.2010	Pradeep Sons Pvt Ltd	Kartikey Constructions	2350000	10	10	2350000	Cash	7.80
31.05.2010	Aman Promoters Pvt Ltd	Kartikey Constructions	750000	10	10	7500000	Cash	2.49
31.05.2010	DD Constructions Pvt Ltd	Kartikey Constructions	750000	10	10	7500000	Cash	2.49
31.05.2010	Expert Power Control Pvt Ltd	Kartikey Constructions	365000	10	10	3650000	Cash	1.21
31.05.2010	Gannayak Fintech Services Pvt Ltd	Kartikey Constructions	1000000	10	10	10000000	Cash	3.32
31.05.2010	JKD Capital & Finlease Ltd	Kartikey Constructions	500000	10	10	5000000	Cash	1.66



Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)
27.12.2022	Neeraj Tyagi	Sanjay Tyagi	75450	10	Nil	Nil	Gift	0.25
27.12.2022	Ritu Tyagi	Sanjay Tyagi	83800	10	Nil	Nil	Gift	0.27
27.12.2022	Saroj Bala Tyagi	Sanjay Tyagi	40000	10	Nil	Nil	Gift	0.13
27.12.2022	Bala Tyagi	Kartikey Tyagi	27500	10	Nil	Nil	Gift	0.09
27.12.2022	Mohan Tyagi HUF	Kartikey Tyagi	35250	10	Nil	Nil	Gift	0.11
27.12.2022	Mohan Tyagi	Kartikey Tyagi	37400	10	Nil	Nil	Gift	0.12
27.12.2022	Poonam Devi	Kartikey Tyagi	4650	10	Nil	Nil	Gift	0.01
27.12.2022	Salintri Tyagi	Kartikey Tyagi	45200	10	Nil	Nil	Gift	0.15
27.12.2022	Lalit Tyagi	Vartika Tyagi	42600	10	Nil	Nil	Gift	0.14
27.12.2022	Neeta Tyagi	Vartika Tyagi	3600	10	Nil	Nil	Gift	0.01
27.12.2022	Poonam Devi	Vartika Tyagi	33250	10	Nil	Nil	Gift	0.11
27.12.2022	Praveen Tyagi	Vartika Tyagi	28000	10	Nil	Nil	Gift	0.09
24.03.2025	Neeraj Tyagi HUF	Sanjay Tyagi	750	10	121.76	91320	Cash	0.002

