

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**  
**CIN : L45208UP1984PLC006925**  
**8 KM Faizabad Road, Post RSM Nagar,**  
**Lucknow-226016, Uttar Pradesh**  
**Email Id: [technicalassociatesinfra@gmail.com](mailto:technicalassociatesinfra@gmail.com)**  
**Website: [www.techassociatesinfra.com](http://www.techassociatesinfra.com)**

**NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of **TECHNICAL ASSOCIATES INFRAPOWER LIMITED** will be held on Friday, July 17, 2015 at 11:00 AM at 8 KM Faizabad Road, Post R S M Nagar, Lucknow-226016, Uttar Pradesh, to transact the following businesses:

**Ordinary Business**

1. To consider and adopt:
  - (a) The audited financial statement of the company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
  - (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To appoint a Director in place of Shri Ramesh Kumar Saraogi (DIN- 02004902) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re – appointment.
3. To ratify appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued thereunder, including any amendments, modification, variation or re-enactment thereof, the appointment of),M/s **Rajesh Kumar Gokul Chandra & Associates, Chartered Accountants**, having ICAI Firm Registration No 323891E, as the Auditor of the Company, Which has been approved at the Annual General Meeting held on 20<sup>th</sup> August 2014 for a term of 5 year i.e till the conclusion of Annual General Meeting of the Company to be held in the year 2018-19, be and is hereby ratified and to fix their remuneration.”

**Special Business**

4. **To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an “Ordinary Resolution”:-**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Smt. Munmun Ganguli as a Wholetime Director, liable to retire by rotation, , for a period of five years with effect from 31st March, 2015, or till such earlier date to confirm with the policy on retirement and as may determined by the Board of Directors of the Company and/or by any applicable statues, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting”.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

5. **Shifting of Registered office of the Company from Lucknow, State of Uttar Pradesh to Kolkata, State of West Bengal.**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a “Special Resolution”:-**

“**RESOLVED THAT** pursuant to provision of section 12, 13 and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013 and subject to approval of the Central Government/any other authority as may be prescribed from time to time and subject to such permission(s), sanctions(s) or approvals as may be required under the provisions of the said act or under any others Law for the time being in force of any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of registered office of the company from the state of Uttar Pradesh to the State of West Bengal and that clause II of the Memorandum of Associations of the company be substituted by the following clause.

II The Registered office of the Company will be situated in the state of West Bengal.”

“**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from 8 KM Faizabad Road, Post RSM Nagar, Lucknow-226016, Uttar Pradesh to 20A, British Indian Street, 1<sup>st</sup> Floor, Kolkata-700069, West Bengal”.

“**RESOLVED FURTHER THAT** Smt. Munmun Ganguli, Whole Time Director be and is hereby authorized to take such steps and to do such act and deeds and make such applications/affidavit as may deem necessary, desirable or expedient to give effect to the resolution”.

**6. Issue and Allotment of Equity Shares on Preferential Basis**

**To consider and if thought fit, to pass, with or without modification(s), the following as a “Special Resolution”:-**

“ **RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 as amended (“**Companies Act**”) read with rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act 2013), and rules and regulations framed thereunder and subject to the provisions of chapter VII of the Securities & Exchange Board of India ( Issue of capital & Disclosure requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”), and subsequent amendments thereto, including but not restricted to the SEBI ICDR Regulations, the Securities & Exchange Board of India ( Substantial Acquisitions of Shares& Takeovers) Regulations, 2011 (“**SEBI Takeover regulation**”) and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities & Exchange Board of India (“**SEBI**”) (“**SEBI Regulations**”), the Reserve Bank of India, (“**RBI**”) and the Stock Exchanges where the shares of the company are listed (“**Stock Exchanges**”) and enabling provisions of the Memorandum & Articles of Associates of Technical Associates Infrapower Limited (“**Company**”) and the listing agreements entered into between the Company & the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities,, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company ( hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot on preferential basis upto 22,13,634 equity shares of face value of Rs 5/- each fully paid up, at a price of Rs. 10/- (including premium of Rs. 5/- each) aggregating upto Rs. 2,21,36,340 (Two Crores Twenty One lacs thirty six thousands three hundred and forty only) comprising of Rs. 1,10,68,170/- towards share capital and Rs. 1,10,68,170/- towards Securities Premium Account at such time or times, in one or more tranches and on such terms and conditions as may be decided and deemed appropriate by the Board in its absolute discretion to the following:

SL.N O	NAME OF THE PROPOSED ALLOTTEES	NO OF EQUITY SHARES TO BE ALLOTTED	ALLOTTEE IS QIB / MF / FI / TRUST / BANKS / OTHERS
1	Dwarka Goods Private Limited	1,698,976	Promoter
2	Mayank Securities Private Limited	102,932	Other
3	Mayank Global Finance Limited	102,932	Other
4	Subhshree Road Carriers Private Limited	102,932	Other
5	Subhshree Deal Trade Private Limited	102,932	Other
6	Sameer Goenka	102,930	Other
	<b>TOTAL</b>	<b>22,13,634</b>	

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI ICDR regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the issue of Equity Shares is 17.06.2015 which is the date falling 30 days prior to the date of this Annual General Meeting and the floor price so calculated is Rs 10/- (Rs Ten only)

**RESOLVED FURTHER THAT** the Equity Shares to be allotted to the investor pursuant to the aforesaid preferential allotment shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs 5/- each of the Company, subject to lock-in as per requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to the relevant provisions contained in the Memorandum & Articles of Association of the company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 days from the date of passing this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the equity shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** subject to the provisions of SEBI regulations and other applicable laws, the Board be and hereby authorized to vary, modify or alter any of the relevant terms & conditions, including size of the preferential issue to the investor as may deem expedient.

**RESOLVED FURTHER THAT** consent for issuance of Equity Shares as aforesaid shall also constitute approval of the shareholders of the Company in terms of Regulation 26(2)(C) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application, etc, to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, and in connection therewith and incidental thereto as the board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or Officers(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications, etc with the stock exchanges and regulatory authorities and execution of any documents on behalf of the company and to represent the company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.”

Place : Kolkata  
Date :15.06.2015

By Order of the Board of Directors  
**For Technical Associates Infrapower Limited**

**Bhal Chandra Khaitan**  
(Director)

**NOTES:-**

- 1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronics means. Instructions and other information relating to e-voting are given in the notice under note number 11. The company will also send communications relating to remote e-voting which *inter alia* would contain details about user ID and password along with a copy of this notice to the members, separately.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Information about Directors proposed to be appointed and re-appointed at the Annual General Meeting as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchange:

Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.techassociatesinfra.com](http://www.techassociatesinfra.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in UP for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [technicalassociatesinfra@gmail.com](mailto:technicalassociatesinfra@gmail.com)

The Register of Directors' and Key managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189, respectively under the Companies Act, 2013, will be available for inspection to the members at the AGM.

8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
9. The Company has notified closure of Register of Member and Share Transfer Books from Saturday, July 11, 2015 to Friday, July 17, 2015 (Both Days inclusive).
10. **Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

#### 11. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iii. The remote e-voting period commences on 14<sup>th</sup> July, 2015 (9:00 am) and ends on 16<sup>th</sup> July 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10<sup>th</sup> July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email-Ids are registered with the Company/Depository Participants(s)] :
    - i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii) Open the internet browser by typing the following  
URL: <https://www.evoting.nsdl.com/>
    - iii) Click on Shareholder – [Login](#)
    - iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
    - v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
    - vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
    - vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

- viii) Select "EVEN" (E-Voting Event Number) of Technical Associates Infrapower Limited Now you are ready for e-voting as Cast Vote page opens.
  - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csniazahmed@gmail.com](mailto:csniazahmed@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- i) Initial password is provided in the enclosed Attendance Slip for the AGM.
  - ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- C. Other Instructions:
- i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 10<sup>th</sup> July, 2015.
  - iii) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 10<sup>th</sup> July, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).
  - iv) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - v) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 10<sup>th</sup> July, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - vi) **Sri Niaz Ahmed, Practicing Company Secretary, 1/2A, Noor Ali Lane, Kolkata-700014** has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
  - vii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutiner," for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - viii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - ix) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.techassociatesinfra.com](http://www.techassociatesinfra.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE.
  - x) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For

members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

- xi) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. July 10, 2015, are requested to send the written / email communication to the Company at technicalassociatesinfra@gmail.com mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

#### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### **Item No.4**

The Board of Director of the Company ("the Board") at its meeting held on 31<sup>st</sup> March, 2015, on the recommendation of the Nomination Committee, approved the appointment of Smt. Munmun Ganguli as Additional Director in the capacity of Wholetime Director with effect from 31<sup>st</sup> March, 2015 and subject to the approval of the Members, on the following terms:

- (i) Salary : Rs 12,500/- per month
- (ii) The Director shall be paid actual out of pocket expenses incurred by her in the course of discharging her duties as The Whole Time Director.
- (iii) The Director as long as she functions as such, shall not be paid any sitting fee for attending meetings of the board of Directors.

The aggregate of the remuneration and perquisite/benefits payable to all Wholetime Directors of the Company taken together, shall be within the limits prescribed under the Companies Act, 2013 ("the Act"), or any amendment thereto or modifications thereof.

Smt. Munmun Ganguli is interested in the resolution set out at Item No. 4 of the Notice. The relatives of Smt. Munmun Ganguli may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

##### **Item No.5**

#### **Shifting of Registered Office of the Company from Lucknow, State of Uttar Pradesh to Kolkata, State of West Bengal.**

Your Company was incorporated under the provisions of the Companies Act, 1956 in the state of Uttar Pradesh as on 29<sup>th</sup> December, 1984. As per clause II of the Memorandum of Association, presently, the Registered office of the Company is situated in the State of Uttar Pradesh.

The shifting of registered office from Lucknow to Kolkata will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the registered office as aforesaid is in the best interest of the company, its shareholders and all concerned. The proposed shifting will in no way detrimental to the interest(s) of any member of the public, employees or other associates of the company in any manner whatsoever.

In terms of the provisions of section 12, 13 of the Companies Act 2013 read with Rule no. 20 of Companies (Management & Administration) Rule, 2014, shifting of the registered office from one state to another and alteration of clause II of the Memorandum of Association requires prior approval of members by way of special resolution and approval by Central Government.

Save and except for the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

## Item No.6

### PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES

Consent of Shareholder is sought for issuing the Equity Shares as stated in the resolution, which shall result in issuance of upto 22,13,634 further equity shares of the Company, on a preferential basis, resulting in an inflow of upto Rs. 2,21,36,340 to the company in accordance with terms and nature of the Equity Shares to be issued by the Company.

According to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the provisions of the Listing Agreement, inter alia, when it is proposed to increase the issued capital of the company by allotment of further shares, such further shares shall be offered to the existing shareholders of the company in the manner unless the shareholders of the company in general meeting decides otherwise.

The resolution, if passed, will have effect of allowing the Board to issue and allot Equity Shares to the investors who are not existing members of the company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the company in the manner laid down under section 62 and other applicable provisions, if any, of the Companies Act, 2013 as amended, consent of shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act 2013 and the Listing Agreement.

The Equity Share allotted would be listed on Calcutta Stock Exchange. The issue and allotment would be subject to availability of regularity approvals, if any.

In terms of Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**Regulations**"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of General Meeting:

#### a) OBJECTS OF THE ISSUE

In order to generate long term resources for implementing future growth plans, it is proposed to issue equity shares on a preferential allotment basis. The proceeds of the proposed preferential allotment of Equity Shares will strengthen the financial position of the Company.

#### b) SECURITIES TO BE ISSUED

The resolution set out in the accompanying notice authorizes the Board to issue to the allottees, upto 22,13,634 equity shares of face Value of Rs 5/- each fully paid up, at a price of Rs. 10/- (including premium of Rs. 5/- each) aggregating upto Rs. 2,21,36,340 (Two Crores Twenty One lacs thirty six thousands three hundred and forty only) comprising of Rs. 1,10,68,170/- towards share capital and Rs. 1,10,68,170/- towards Securities Premium Account at such time or times, in one or more tranches or the price as determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

#### c) CONSEQUENTIAL CHANGES IN THE VOTING RIGHTS

Voting Rights will change in tandem with the shareholding pattern.

#### d) PRICING OF THE ISSUE

The issue price of the Equity Shares to be allotted on preferential basis to the proposed allottees has been priced at Rs. 10/- Currently SEBI ICDR Regulations, 2009 provide that the issue of shares on preferential basis can be made at a price not less than higher of the following:

- The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the six months preceding the relevant date; Or
- The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

"**Stock Exchange**" for this purpose shall mean any of the recognized stock exchanges and on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date.

#### e) CHANGE IN CONTROL:

The allotment would not result in any change in control over the Company or the management of-the affairs of the Company and the existing Promoters/Directors of the Company will continue to be in control of the Company.

#### f) RELEVANT DATE

The relevant date as per Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 17.06.2015 i.e the date falling prior to the date of the Annual General Meeting to approve the proposed preferential issue, in terms of section 62 of the Companies Act, 2013.

**g) THE IDENTITY OF THE PROPOSED ALLOTTEES AND PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL MAY BE HELD BY THEM**

SL.NO	NAME OF THE PROPOSED ALLOTTEES	NO OF EQUITY SHARES HELD PRIOR TO THE PREFERENTIAL ALLOTMENT	NO OF SHARES TO BE ISSUED AND ALLOTTED	NO & % OF POST ISSUE EQUITY AND VOTING SHARE CAPITAL	
<b>A. PROMOTER &amp; PROMOTER GROUP</b>					
1	Dwarka Goods Private Limited	13,01,024	16,98,976	30,00,000	75%

<b>B. NON PROMOTER GROUP</b>					
1	Mayank Securities Private Limited	NIL	102,932	102,932	2.57%
2	Mayank Global Finance Limited	NIL	102,932	102,932	2.57%
3	Subhshree Road Carriers Private Limited	NIL	102,932	102,932	2.57%
4	Subhshree Deal Trade Private Limited	NIL	102,932	102,932	2.57%
5	Sameer Goenka	NIL	102,930	102,930	2.57%

**h) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:**

The present promoters of the Company will subscribe to this preferential allotment of Equity Shares. The Directors / Key Management Personnel do not intend to subscribe to the offer.

**i) PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED :**

The Board proposes to allot the equity shares within a period of 15 ( FIFTEEN ) DAYS from the date of passing of the resolution by the shareholders in the Annual General Meeting provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any Regulatory Authority or the Central Government , the period of 15 ( FIFTEEN) DAYS shall be counted from the date of such approval or permission .

**j) SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED ISSUE OF EQUITY SHARES :**

**STATEMENT SHOWING SHAREHOLDING PATTERN**

CATEGORY OF SHAREHOLDER	PRE PREFERENTIAL		POST PREFERENTIAL	
	NO OF SHARE	% OF SHARE CAPITAL	NO OF SHARE	% OF SHARE CAPITAL
<b>A. PROMOTER AND PROMOTER GROUP</b>				
<b>INDIAN</b>				
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	NIL	NIL	NIL	NIL
BODIES CORPORATE	13,01,024	72.83%	30,00,000	75%
<b>TOTAL FOR PROMOTER HOLDING (A)</b>	<b>13,01,024</b>	<b>72.83%</b>	<b>30,00,000</b>	<b>75%</b>
<b>B. PUBLIC SHAREHOLDING</b>				
<b>i. INSTITUTIONS</b>	NIL	NIL	NIL	NIL
<b>ii .NON-INSTITUTIONS</b>				



• BODIES CORPORATE	4,60,912	25.80%	8,72,640	21.82%
• INDIVIDUALS	24,430	1.37%	1,27,360	3.18%
ANY OTHER SPECIFY	NIL	NIL	NIL	NIL
TOTAL PUBLIC SHAREHOLDINGS(B)	4,85,342	27.17%	10,00,000	25%
GRAND TOTAL (A+B)	17,86,366		40,00,000	

**k) CHANGE IN THE CONTROL OR COMPOSITION OF THE BOARD:**

Subsequent to the proposed issue of equity share on preferential basis there will neither be a change in control nor a change in the management of the company. However there will be corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

**l) CERTIFICATE FROM AUDITORS:**

**Rajesh Kumar Gokul Chandra & Associates**, Chartered Accountants, Statutory Auditors of the Company, have certified that the proposed preferential issue is being made in accordance with the requirements contained in the Guidelines. A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except National Holidays, Saturdays and Sundays between 10.00 A.M. and 3.00 P.M. prior to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

**m) LOCK IN:**

The aforesaid allotment of equity shares arising shall be locked in as per the provision of Chapter VII of the SEBI (ICDR) Regulations, 2009.

Further, the entire Pre-preferential allotment shareholding of all the proposed allottees, if any, shall also be under Lock In from the relevant date up to a period of Six Months from the date of the allotment of Equity Shares.

**n) The Company has not made any preferential issue of securities during the current year.**

**UNDERTAKINGS**

The Issuer Company undertakes that they shall re compute the price of the equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re computation of price is not paid within the time stipulated in terms of the provisions of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked in till the time such amount is paid by the allottees.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by the members pursuant to the provisions of section 62 of the Companies Act, 2013, other applicable provisions of Companies act, 2013 and Chapter VII of the Regulation. The Board of directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors/Key Managerial Personal/their relatives of the company are in anyway concerned or interested in the above referred resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fees by the members at the corporate office of the Company during 10.00 AM to 1.00 PM on the any working day (Excluding Saturday & Sunday) upto the date of the meeting.

Place : Kolkata  
Date : 15.06.2015

By Order of the Board of Directors  
**For Technical Associates Infrapower Limited**

**Bhal Chandra Khaitan**  
(Director)

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**  
 CIN : L45208UP1984PLC006925  
 8 KM FAZIABAD ROAD, POST – R S M NAGAR, LUCKNOW-226016 UTTAR PRADESH  
 Website : [www.techassociatesinfra.com](http://www.techassociatesinfra.com) Email ID: technicalassociatesinfra@gmail.com

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting Hall)- (Annual General Meeting - 17<sup>th</sup> July, 2015)

I/We hereby record my/our presence at the Annual General Meeting of “ Technical Associates Infrapower Limited“ to be held at 8 KM Faizabad Road, Post R S M Nagar, Lucknow-226016, Uttar Pradesh on Monday 17<sup>th</sup> Day of July, 2015 at 11.00 A.M.

Full Name of the member (IN BLOCK LETTER): \_\_\_\_\_

Folio No: \_\_\_\_\_ DP ID: \_\_\_\_\_ Client ID: \_\_\_\_\_

Full Name of proxy (IN BLOCK LETTER): \_\_\_\_\_

Member/Proxy(s) Signature: \_\_\_\_\_

(Please cut here and bring the Attendance Slip duly signed to the meeting and hand it over at the entrance Duplicate slips will not be issued at the venue of the meeting.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L45208UP1984PLC006925  
 Name of the Company : Technical Associates Infrapower Limited  
 Registered Office : 8 KM Faizabad Road, Post R S M Nagar, Lucknow-226016 Uttar Pradesh  
 Name of the Members :  
 Registered Address :  
 E-mail Id :  
 Folio No./Client No. :  
 DP ID :

I/We, being the members of \_\_\_\_\_ shares of Technical Associates Infrapower Limited, hereby appoint

Name	:	
Address	:	
E-mail Id	:	Signature _____ or failing him/her
Name	:	
Address	:	
E-mail Id	:	Signature _____ or failing him/her
Name	:	
Address	:	
E-mail Id	:	Signature _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the members of the company to be held on Monday, 17<sup>th</sup> Day of July, 2015 at 8 KM Faizabad Road, Post R S M Nagar, Lucknow-226016, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as are indicate below:

Resolution No.	Resolutions
1	<b>Ordinary Resolutions :</b> Consider and adopt : a) Audited Financial Statement, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement
2	Re-appointment of Director Mr. Ramesh Kumar Saraogi, retiring by Rotation
3	Appointment of Auditors and fixing their remuneration
4	Appointment of Smt Munmun Ganguli as Wholetime Director
5	<b>Special Resolutions :</b> Shifting of Registered Office from the state of Uttar Pradesh to Kolkata, West Bengal
6	Issue & Allotment of Equity Shares on Preferential basis

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
Signature of the Shareholder

\_\_\_\_\_  
Signature of the Proxy Holder

NOTES THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY SUBMITTED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY.

1 NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2 For the Resolutions, explanatory statements and Notes, please refer to the Notice of the Annual General Meeting.

# TECHNICAL ASSOCIATES INFRAPOWER LIMITED

CIN: L45208UP1984PLC006925

Reg. Office: 8 KM Faizabad Road, Post-R S M Nagar, Lucknow-226016, Uttar Pradesh

Website: [www.techassociatesinfra.com](http://www.techassociatesinfra.com), Email: technicalassociatesinfra@gmail.com

## **BOARD'S REPORT**

**Dear Shareholders,**

On behalf of the Board of Directors, it is our pleasure to present the Thirtieth Annual Report together with the Audited Statement of Accounts of **Technical Associates Infrapower Limited** for the year ended March 31, 2015.

### **FINANCIAL PERFORMANCE**

The Company's financial performance, the year ended March, 2015 is summarized below:

<b>Particulars</b>	<b>Amount (Rs.)</b>	
	<b>2014-15</b>	<b>2013-14</b>
Profit / (Loss) Before Taxation	43,853	(54,974)
Less: Provision for Taxation	8,780	-
Add/(Less): Income Tax Adjustment	-	-
Profit/(loss) after tax	35,073	(54,974)
Balance in Profit & Loss Account	16,542	71,516
Closing Balance	51,615	16,542

### **RESULTS OF OPERATION AND THE STATE OF COMPANY'S AFFAIRS**

The highlights of the Company's performance are as under:

- The company has earned a profit of Rs. 35,073 during the current year.
- The company has made no capital expenditure during the current year.

The Directors are hopeful for better performance in the future. The company continues to maintain liquidity during the current financial year. The company is debt-free and maintains sufficient cash to meet the short term requirements.

### **DIVIDEND**

In the absence of any adequate profit, the Directors do not recommend any dividend during the year.

### **CONSOLIDATED FINANCIAL STATEMENT**

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) -21 on Consolidated Financial Statements read with AS-23 on Accounting for Investment in Associates, the audited consolidated financial statement is provided in the Annual Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **CONTRACT AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contracts/arrangements/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transaction.

Your Director draws attention of the member to Note 15 to the financial statement which set out related party transaction.

### **INTERNAL FINANCIAL CONTROL**

The company has in place adequate internal financial control with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

### **DIRECTOR AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Act and the Articles of Association of the Company, Shri Ramesh Kumar Saraogi, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. Smt Munmun Ganguli has been appointed as an Whole Time Director effective from March 31, 2015 for a term of five years subject to members approval in coming general meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

### **STATUTORY AUDITORS, THEIR REPORT AND NOTES TO FINANCIAL STATEMENTS**

M/s **Rajesh Kumar Gokul Chandra & Associates, Chartered Accountants**, having ICAI Firm Registration No 323891E, as the Auditor of the Company, Which has been approved at the Annual General Meeting held on 20th August 2014 for a term of 5 year i.e till the conclusion of Annual General Meeting of the Company to be held in the year 2018-19, be and is hereby ratified and to fix their remuneration

### **SECRETARIAL AUDITOR**

The Board has appointed CS Debasish Mukhopadhyay, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as **Annexure I** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### **DISCLOSURE:**

#### **Audit Committee**

The Audit Committee comprises Independent Directors namely Shri Narendra Kumar (Chairman), Sri Palanivel Mudaliar and Sri Anup Agarwal and other members. All the recommendations made by the Audit Committee were accepted by the Board.

#### **Number of Meeting of the Board**

During the Financial year 2014-15, six number of Board meetings were held, details of which are given below:

<b>Date of the meeting</b>	<b>No. of Directors attended the meeting</b>
28.05.2014	4
31.05.2014	4
31.08.2014	4
28.11.2014	4
13.02.2015	4
31.03.2015	5

### **Share Capital/Finance**

During the year, the Company has not allotted any shares.

As on 31<sup>st</sup> March, 2015, the issued, subscribed and paid up share capital of your Company stood at Rs.89,31,830/-, comprising 17,86,366 Equity shares of Rs.5/- each.

### **Particulars of Loans given, Investments made, Guarantees given and Securities provided**

During the year company has not granted loans or given any guarantee.

### **Risk Management**

During the year, the Directors have developed and implemented a Risk Management Policy for the Company for the purpose of identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

### **Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo**

The Company is not engaged in any manufacturing activity, so information regarding pursuant to section 134(3m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is not applicable to the company.

### **Extract of Annual Return**

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is Annexed as **Annexure II**.

### **General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during under review:

- a. Details relating to deposits covered under chapter V of the Act.
- b. Issue of equity shares with differential voting rights as to dividend, voting or otherwise
- c. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d. No significant or material orders were passed by Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

Your Director further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Acknowledgment**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institution, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service by the Company's executives, staff and workers

For and on behalf of the Board  
**Technical Associates Infrapower Limited**

Date : 30.05.2015

Place : Kolkata

Munmun Ganguli  
**(Whole Time Director)**  
DIN - 02283480

Bhal Chandra Khaitan  
**(Director)**  
DIN – 00343007

## ANNEXURE I TO DIRECTORS' REPORT

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members  
Technical Associates Infrapower Limited  
8 KM Faizabad Road, Post RSM Nagar  
Lucknow-226016  
Uttar Pradesh

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Technical Associates Infrapower Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(Not applicable to the Company during the Audit Period)**
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; **(Not applicable to the Company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period).**  
ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange & UP Stock Exchange.

During the period under review the Company has not been able to appoint the Wholetime Company Secretary. However I was informed by the management that necessary steps have already been taken in this regard, apart from this the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Kolkata  
Date : 30.05.2015

Debasish Mukhopadhyay  
Practicing Company Secretary  
C.P. No-5323  
Mem. No-9680

**ANNEXURE II TO DIRECTORS' REPORT**

**Form No. MGT-9**  
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2015  
of  
TECHNICAL ASSOCIATES INFRAPOWER LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L45208UP1984PLC006925  
ii) Registration Date: 29-12-1984  
iii) Name of the Company: Technical Associates Infrapower Limited  
iv) Category / Sub-Category of the Company: Public Company/Company Limited by Shares  
v) Address of the Registered Office and contact details: 8 KM Faizabad Road, Post-RSM Nagar, Lucknow-226016, Uttar Pradesh  
vi) Whether listed company : Yes  
vii) Name, Address and contact details of Registrar & Transfer Agents (RTA)-  
Niche Technologies Pvt. Ltd.

D-511 Bagree Market, 5<sup>th</sup> Floor  
71, B.R.B. Basu Road  
Kolkata – 700 001  
Tel: 033 2234-3576 2235-7270 / 7271  
Fax : 033 2215-6823

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-**NIL**

## II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SR. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Dwarka Goods Pvt Ltd 101/1/2/1 B.T.Road, Kolkata-700090	U52300WB2009PT C134769	Holding	72.83%	2(87)(ii)
2	Avees Trading & Finance Pvt Ltd 227, AJC Bose Road, Kol-26	U51420WB1988PT C045422	Associates	38.98%	2(6)
3	BPC Tradecom Pvt Ltd 227, AJC Bose Road, Kol-26	U51109WB1995PT C075140	Subsidiary	63.85%	2(87)(ii)

## III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Chan durin the year
	Dema t	Physical	Total	% of Total Share	Dem at	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
(a) Individual/HUF		NIL	NIL	0.00		NIL	NIL	0.00	
(b) Central Govt		NIL	NIL	0.00		NIL	NIL	0.00	
(c) State Govt (s)		NIL	NIL	0.00		NIL	NIL	0.00	
(d) Bodies Corp.		1301024	1301024	72.83		1301024	1301024	72.83	
(e) Banks / FI		NIL	NIL	0.00		NIL	NIL	0.00	
(f) Any Other....		NIL	NIL	0.00		NIL	NIL	0.00	
<b>Sub-total (A) (1):-</b>	NA	<b>1301024</b>	<b>1301024</b>	<b>72.83</b>	NA	<b>1301024</b>	<b>1301024</b>	<b>72.83</b>	NIL
(2) <b>Foreign</b>		NIL	NIL	NIL		NIL	NIL	NIL	
(a) NRIs - Individuals		NIL	NIL	NIL		NIL	NIL	NIL	
(b) Other – Individuals		NIL	NIL	NIL		NIL	NIL	NIL	
(c) Bodies Corp.		NIL	NIL	NIL		NIL	NIL	NIL	
(d) Banks / FI		NIL	NIL	NIL		NIL	NIL	NIL	
(e) Any Other....		NIL	NIL	NIL		NIL	NIL	NIL	
	NA	NIL	NIL	NIL	NA	NIL	NIL	NIL	



<b>Sub-total (A) (2):-</b>									
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	NA	1301024	1301024	72.86	NA	1301024	1301024	72.83	NIL
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds									
(b) Banks / FI									
(c) Central Govt									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIIs									
(h) Foreign Venture Capital Funds									
(i) Others (specify)									
<b>Sub-total (B)(1):-</b>	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>2. Non-Institutions</b>									
(a) Bodies Corp.		460912	460912	25.80		460912	460912	25.80	
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		24430	24430	1.37		24430	24430	1.37	
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh									
(c) Others (specify)									
<b>Sub-total (B)(2):-</b>	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>		485342	485342	27.17		485342	485342	27.17	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Grand Total (A+B+C)</b>		1786366	1786366	100		1786366	1786366	100	

**(ii) Shareholding of Promoters**

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Dwarka Goods Pvt Ltd	1301024	72.83	NIL	1301024	72.83	NIL	NIL

**(iii) Change in Promoters' Shareholding- No changes were made during the financial year 2014-15**

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase /Decrease in share holding	Reason	Cumulative shareholding during the year	
		No. of shares (01-04-2014)	% of total shares of the company				No. of shares	% of total shares of the company
1	JRL Marketing Pvt.Ltd.	85000	4.76	-	-	-	85000	4.76
2	Hariom Suppliers Pvt.Ltd.	75000	4.20	-	-	-	75000	4.20
3	Swasti Holdings Pvt.Ltd.	71140	3.98	-	-	-	71140	3.98
4	Surip Dealers Pvt.Ltd.	86640	4.85	-	-	-	86640	4.85
5	Propack Tradelinks Pvt.Ltd.	-	-	08-04-2014	Increase (66122)	Transfer	66122	3.70
6	Charisma Mercantile Pvt.Ltd.	-	-	08-04-2014	Increase( 75000)	Transfer	75000	4.20

**(v) Shareholding of Directors and Key Managerial Personnel: NIL**

**IV. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		23,00,000	-	23,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	23,00,000	-	23,00,000
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	2,00,000	-	2,00,000
• Reduction	-	2,00,000	-	2,00,000
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	23,00,000	-	23,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	23,00,000	-	23,00,000

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL****B. Remuneration to other directors: NIL****C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD- NIL****VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

**RAJESH KUMAR GOKUL CHANDRA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**38/48, Adya Nath Saha Road, Room No. 10**  
**2nd Floor, Kolkata - 700 048**  
**PHONE : (033) 25343526 / Mobile : 09331784007**

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF *TECHNICAL ASSOCIATES INFRAPOWER LIMITED***

**Report on the Financial Statements**

We have audited the accompanying financial statements of **TECHNICAL ASSOCIATES INFRAPOWER LIMITED** ("the company") which comprise the Balance Sheet as at March 31 2015, the Statement of Profit and Loss for the year then ended, Cash Flow statement and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibilities also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**RAJESH KUMAR GOKUL CHANDRA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**38/48, Adya Nath Saha Road, Room No. 10**  
**2nd Floor, Kolkata - 700 048**  
**PHONE : (033) 25343526 / Mobile : 09331784007**

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss , of Profit for the year ended on that date.
- C) in the case of Cash Flow Statement, of its cash flow for the year ended on that that.

**Report on Other Legal and Regulatory Requirements**

- 1 As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 As required by section 143(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, and the Statement of Profit and Loss and Cash flow statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
  - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:.
    - (i) The Company does not have any pending litigations which would impact its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
    - (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Rajesh Kumar Gokul Chandra & Associates**  
*Chartered Accountants.*  
*Firm Reg. No.: 323891E*

Place : Kolkata  
Dated : 30.05.2015

**Rajesh Kumar Agarwal**  
*(Partner)*  
*Membership No. :058769*

**RAJESH KUMAR GOKUL CHANDRA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**38/48, Adya Nath Saha Road, Room No. 10**  
**2nd Floor, Kolkata - 700 048**  
**PHONE : (033) 25343526 / Mobile : 09331784007**

**The Annexure referred to in our Independent Audit Report to the members of TECHNICAL ASSOCIATES INFRAPOWER LIMITED on the financial statement for the year ended 31st March, 2015, we report that :**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that , sub clause(a) (b) & (c) of clause (i) of the order is not applicable since company have no Fixed Assets during the year.
- (ii) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that , sub clause(a) (b) & (c) of clause (ii) of the order is not applicable since company have no inventories during the year.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of fixed assets and for the sale of services. The activities of the Company do not involve the purchase of inventory and sale of goods. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (V) The Company has not accepted any deposit from the Public. Therefore the provision of clause (V) of Paragraph 3 of the CARO, 2015 are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintainance of Cost Records under section 148(1) of the Companies Act, 2013 for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and records examined by us, the company is generally depositing with appropriate authorities undisputed statutory dues including provident fund , investors education and protection fund, employees' state insurance, income tax, sales tax , service tax, custom duty, excise duty, cess and other statutory dues wherever applicable. According to the information and explanations given to us , no undisputed arrears of statutory dues were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable;  
  
(b) The company is not required to transfer to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and the rules made thereunder.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
- (ix) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the company has not defaulted in repayment of dues to any Financial Institution or Bank.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken, by its holding company, fellow subsidiaries, associates and others, from bank or financial institution.

**RAJESH KUMAR GOKUL CHANDRA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**38/48, Adya Nath Saha Road, Room No. 10**  
**2nd Floor, Kolkata - 700 048**  
**PHONE : (033) 25343526 / Mobile : 09331784007**

- (xi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based upon the audit procedures performed by us for expressing our opinion on these financial statements and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

***For Rajesh Kumar Gokul Chandra & Associates***

*Chartered Accountants.*

*Firm Reg. No.: 323891E*

Place : Kolkata

*Dated : 30.05.2015*

***Rajesh Kumar Agarwal***

*(Partner)*

*Membership No. :058769*

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**Balance Sheet as at 31st March, 2015**

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' funds</b>			
(a) Share capital	2	8,931,830	8,931,830
(b) Reserves and surplus	3	51,615	16,542
<b>Non-Current liabilities</b>			
(a) Long Term Borrowings	4	2,300,000	2,300,000
<b>Current liabilities</b>			
(a) Other current liabilities	5	21,236	5,618
(b) Short-term provisions	6	140,332	131,552
<b>TOTAL</b>		<b>11,445,013</b>	<b>11,385,542</b>
<b><u>ASSETS</u></b>			
<b>Non-current assets</b>			
(a) Non-current investments	7	11,242,850	9,162,850
<b>Current assets</b>			
(a) Short Term Loans & Advances	8	-	1,478,292
(b) Cash and cash equivalents	9	197,950	740,187
© Other Current Assets	10	4,213	4,213
<b>TOTAL</b>		<b>11,445,013</b>	<b>11,385,542</b>

**Significant Accounting Policies**

See accompanying Notes to the Financial Statements

1-20

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*As per our Report of even date*

*For and on behalf of the Board*

**For Rajesh Kumar Gokul Chandra & Associates**

Chartered Accountants.  
Firm Reg. No.: 323891E

**Munmun Ganguli**  
(Whole Time Director)  
(DIN :02283480)

**Rajesh Kumar Agarwal**  
(Partner)  
Membership No. :058769  
Dated this 30th May 2015

**Bhal Chandra Khaitan**  
(Director)  
(DIN :00343007)

**Ramesh Kumar Saraogi**  
(Director)  
(DIN :02004902)



**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**Statement of Profit & Loss For the year ended 31.03.2015**

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b><u>Income:</u></b>			
Other income	11	499,232	-
<b>Total Revenue</b>		499,232	-
<b><u>Expenses:</u></b>			
Other expenses	12	455,379	54,974
<b>Total Expenses</b>		455,379	54,974
<b>Profit before tax</b>		43,853	(54,974)
Tax expense:			
(1) Current tax		8,780	-
<b>Profit for the year</b>		35,073	(54,974)
Earnings per equity share:	13		
(1) Basic		0.04	(0.06)
(2) Diluted		0.04	(0.06)

**Significant Accounting Policies**  
See accompanying Notes to the Financial Statements

1-20

*As per our Report of even date*

*For and on behalf of the Board*

**For Rajesh Kumar Gokul Chandra & Associates**  
*Chartered Accountants.*  
*Firm Reg. No.: 323891E*

**Munmun Ganguli**  
(Whole Time Director)  
(DIN :02283480)

**Rajesh Kumar Agarwal**  
(Partner)  
Membership No. :058769  
Dated this 30th May 2015

**Bhal Chandra Khaitan**  
(Director)  
(DIN :00343007)

**Ramesh Kumar Saraogi**  
(Director)  
(DIN :02004902)

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

PARTICULARS	31.03.2015		31.03.2014	
		Rs.		Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit / Loss after Tax		35,073		(54,974)
<b>ADJUSTMENT FOR:</b>				
Depreciation	-		-	
Provision for Income Tax	8,780		-	
Provision for Deferred Tax	-		-	
Interest Paid	-	8,780	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		43,853		(54,974)
<b>ADJUSTMENT FOR:</b>				
Trade and Other Receivable	-		-	
Inventories	-		-	
Other current assets	-		(4,213)	
Trade and Other Payables	15,618	15,618	4,494	281
<b>CASH GENERATED FROM OPERATIONS</b>		59,471		(54,693)
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>		59,471		(54,693)
<b>NET CASH FROM OPERATING ACTIVITIES BEFORE TAXES PAID</b>		59,471		(54,693)
Direct Taxes Paid		-		-
<b>NET CASH FROM OPERATING ACTIVITIES</b>		59,471		(54,693)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Acquisition of Non-current investment	(2,080,000)		(9,162,850)	
Movements Loans and Advances	1,478,292		7,005,618	
Sale of Fixed Assets	-		-	
Sale of Investment	-		-	
Interest Received	-	(601,708)	-	(2,157,232)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		(601,708)		(2,157,232)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds From Long Term Borrowings	-		2,300,000	
Interest paid	-	-	-	2,300,000
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		-		2,300,000
<b>D. NET (DECREASE) IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>		(542,237)		88,075

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

PARTICULARS	31.03.2015		31.03.2014	
		Rs.		Rs.
<b>NET (DECREASE) IN CASH AND CASH EQUIVALENTS</b>				
CASH AND CASH EQUIVALENTS AS AT 1-04-2014	<b>740,187</b>		<b>652,112</b>	
LESS: CASH AND CASH EQUIVALENTS AS AT 31-03-2015	<b>197,950</b>		<b>740,187</b>	
		<b>(542,237)</b>		<b>88,075</b>

**Note:-**

i) Figures in brackets represents cash outflow from respective activities.

ii) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement notified under the Companies (Accounting Standard) Rules, 2006.

iii) Previous year figures have been regrouped/rearranged wherever found necessary to make them comparable with those of the current year.

iv) Cash & Cash Equivalents at the end of the year consist of:-

	<u>As at 31/03/2015</u>	<u>As at 31/03/2014</u>
a) Cash In Hand	<b>47,936</b>	<b>18,249</b>
b) Balance with Scheduled Banks :- In Current Accounts	<b>150,014</b>	<b>721,938</b>

The Schedules Referred to above Form an integral Part of the Balance Sheet referred

**As per our Report of even date**

**For and on behalf of the Board**

**For Rajesh Kumar Gokul Chandra & Associates**

*Chartered Accountants.  
Firm Reg. No.: 323891E*

**Munmun Ganguli**  
(Whole Time Director)  
(DIN :02283480)

**Rajesh Kumar Agarwal**  
(Partner)  
Membership No. :058769  
Dated this 30th May 2015

**Bhal Chandra Khaitan**  
(Director)  
(DIN :00343007)

**Ramesh Kumar Saraogi**  
(Director)  
(DIN :02004902)

# TECHNICAL ASSOCIATES INFRAPOWER LIMITED

## NOTES ON FINANCIAL STATEMENTS

### NOTE -1

#### **SIGNIFICANT ACCOUNTING POLICIES**

**a) *Basis of preparation of financial statements***

These financial statements have been prepared to comply with Generally Accepted Accounting Principles India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act 2013.

The financial statements are prepared on accrual basis under the historical cost convention method.

**b) *Use of Estimates***

The preparation of financial statements in conformity with Indian GAAP requires judgement, estimates and assumption to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

**c) *Recognition of Income & Expenditure***

Income and Expenditure are accounted for on accrual basis.

**d) *Taxation***

Provision of Income Tax is made after considering exemption and deductions available at the rates applicable under the Income tax Act, 1961.

**e) *Investment***

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term. Current investments are stated at lower of Cost or market value, determined on individual investment basis. Long term investments are carried at cost. Temporary diminution in the value of investments meant to be held for long term purposes is not recognized.

# TECHNICAL ASSOCIATES INFRAPOWER LIMITED

## NOTES ON FINANCIAL STATEMENTS

### NOTE 2

<u>Share Capital</u>	As at 31st March,2015	As at 31st March,2014
<b>Authorised</b>		
40,00,000 Equity Shares of ' Rs. 5 each	20,000,000	20,000,000
<b>Issued, Subscribed &amp; Paid up</b>		
17,86,366 Equity Shares of 'Rs. 5 each	8,931,830	8,931,830
<b>Total</b>	<b>8,931,830</b>	<b>8,931,830</b>

#### 2.1

All the equity shares carry equal rights and obligations including for dividend and with respect to voting

#### 2.2

The reconciliation of the Number of Shares Outstanding and the amount of Share Capital.:

<u>Particulars</u>	<u>Eq. Shares(31.03.2015)</u>		<u>Eq. Shares(31.03.2014)</u>	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1,786,366	8,931,830	1,786,366	8,931,830
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	<b>1,786,366</b>	<b>8,931,830</b>	<b>1,786,366</b>	<b>8,931,830</b>

#### 2.3

The details of Shareholders holding more than 5% shares:

SR NO	<u>Name of Shareholder</u>	As at 31st March,2015		As at 31st March,2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Dwarka Goods Pvt Ltd(Holding Company)	1,301,024	72.83%	1,301,024	72.83%
2	Vibhu Agarwal	-	-	125,600	7.03%

#### 2.4

The Company has not issued any securities convertible into equity / preference shares.

#### 2.5

During any of the last five years from the year ended 31st March,2015

No shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash

No shares were allotted as fully paid up by way of bonus shares.

No shares were bought back.

Each holder of equity shares is entitled to one vote per share.

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**NOTE 3**

<b><u>Reserves &amp; Surplus</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Surplus</u></b>		
Opening balance	16,542	71,516
Add : Net Profit for the current year	35,073	(54,974)
Closing Balance	51,615	16,542
<b>Total</b>	<b>51,615</b>	<b>16,542</b>

**NOTE 4**

<b><u>Long Term Borrowings</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Related Party Holding Company</u></b>		
Dwarka Goods Pvt Ltd	2,300,000	2,300,000
<b>Total</b>	<b>2,300,000</b>	<b>2,300,000</b>

**NOTE 5**

<b><u>Other Current Liabilities</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Liabilities for expenses</u></b>		
Audit fees payable	11,236	5,618
TDS payable	10,000	-
<b>Total</b>	<b>21,236</b>	<b>5,618</b>

**NOTE 6**

<b><u>Short Term Provisions</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Provision for income tax	140,332	131,552
<b>Total</b>	<b>140,332</b>	<b>131,552</b>

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**NOTE 7**

<b><u>Non - Current Investments</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b>Other Investments</b>		
<b><u>Associates</u></b>		
Investment in Equity instruments (Unquoted)		
779000( 571000) Eq. sh. Of BPC Tradecom Pvt Ltd. (F. V. Rs.10/- Each)	7,804,275	5,724,275
343000(343000) Eq. sh. Of Avees Trading & Finance Pvt Ltd(F. V. Rs.10/- Each)	3,438,575	3,438,575
<b>Total</b>	<b>11,242,850</b>	<b>9,162,850</b>

**NOTE 7.1**

<b><u>Particulars</u></b>	<b>No of Shares</b>	<b>As at 31st March,2015</b>
Aggregate Value of unquoted investments	1,122,000	11,242,850
Aggregate Value of quoted investments	-	-
	<b>1,122,000</b>	<b>11,242,850</b>

**NOTE 8**

<b><u>Short Term Loans &amp; Advances</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b>Unsecured, Considered good</b>		
Others	-	1,478,292
<b>Total</b>	<b>-</b>	<b>1,478,292</b>

**NOTE 9**

<b><u>Cash and cash equivalents</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Balances with schedule bank in current accounts	150,014	721,938
Cash in hand	47,936	18,249
<b>Total</b>	<b>197,950</b>	<b>740,187</b>

**NOTE 10**

<b><u>Other Current Assets</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Prepaid Expenses	4,213	4,213
<b>Total</b>	<b>4,213</b>	<b>4,213</b>

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**Note 11**

<u>Other Income</u>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Share dealing Income	499,232	-
<b>Total</b>	<b>499,232</b>	<b>-</b>

**Note 12**

<u>Other Expenses</u>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b>other expenses</b>		
Auditor's Remuneration	11,236	5,618
Bank Charges	674	1,007
CDSL Admission Fees	42,697	-
Compliance Certificate fees	1,000	-
Filing Fees	19,100	-
General Expense	5,500	-
Postage & Courier	313	82
Professional Fees	212,300	25,270
Publicity & Advertisement	4,500	11,342
Registrar & Transfer Agent Annual Fees	17,978	-
Service Tax on Professional Fees	24,720	-
Subscription	-	1,405
Travelling Expense	30,071	-
Taxes, License Fees & Filing Fees	75,290	10,250
Website development fees	10,000	-
<b>Total</b>	<b>455,379</b>	<b>54,974</b>

**Note 13**

<u>Earning per share</u>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Net Profit After Tax	<b>35,073</b>	<b>(54,974)</b>
Number of Shares	1,786,366	1,786,366
Earning per Shares (in Rupees)	0.04	(0.06)

**Note 14**

<u>Payment to Auditor</u>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Audit Fees	11,236	5,618
<b>Total</b>	<b>11,236</b>	<b>5,618</b>



# TECHNICAL ASSOCIATES INFRAPOWER LIMITED

## SCHEDULE FORMING PART OF THE ACCOUNTS

### Note 15

#### RELATED PARTY DISCLOSURE :

As per Accounting Standard - 18 as prescribed under the Companies (Accounting Standard ) Rules, 2006, the company's Related parties and Transactions are disclosed below :

#### Holding Company

(i) Dwarka Goods Private Limited

#### Details of Transaction during the year and closing balances as at the end of the year :

NATURE OF TRANSACTION	Transactions for the year ended 2015		Transactions for the year ended 2014	
	Borrowings during the year	Balance on 31.03.2015	Borrowings during the year	Balance on 31.03.2014
<u>BORROWINGS FROM HOLDING COMPANY</u> (i) Dwarka Goods Private Limited	200,000	2,300,000	2,300,000	2,300,000

### Note 16

In the opinion of the Board of Directors, the aggregate value of Current Assets, Loans & Advances on realisation in ordinary course of business, is not less than the amount at which these are stated in the Balance Sheet.

### Note 17

Contingent Liability is provided for Rs.Nil (Previous year Rs.Nil)

### Note 18

The Company has not received information from vendors regarding their status under the small & medium enterprises development act, 2006 and hence disclosure relating to amounts unpaid as at year end together with interest paid/payable under this act has not been given

### Note 19

Deferred Tax is not created as there is no timing difference arising during the year.

### Note 20

Figures for previous year have been regrouped/rearranged wherever considered necessary.

**As per our Report of even date**

**For and on behalf of the Board**

**For Rajesh Kumar Gokul Chandra & Associates**

Chartered Accountants.  
Firm Reg. No.: 323891E

**Munmun Ganguli**  
(Whole Time Director)  
(DIN :02283480)

**Rajesh Kumar Agarwal**  
(Partner)  
Membership No. :058769  
Dated this 30th May 2015

**Bhal Chandra Khaitan**  
(Director)  
(DIN :00343007)

**Ramesh Kumar Saraogi**  
(Director)  
(DIN :02004902)

**RAJESH KUMAR GOKUL CHANDRA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
38/48, Adya Nath Saha Road, Room No. 10  
2nd Floor, Kolkata - 700 048  
PHONE : (033) 25343526 / Mobile : 09331784007

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**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **TECHNICAL ASSOCIATES INFRAPOWER LIMITED** ("the company") and its subsidiaries which comprise the Consolidated Balance Sheet as at March 31 2015, Consolidated the Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibilities also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statement.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Consolidated Statement of Profit and Loss, of Profit for the year ended on that date.
- c) in the case of Consolidated Cash Flow Statement, of its cash flow for the year ended on that that.

**For Rajesh Kumar Gokul Chandra & Associates**  
Chartered Accountants.  
Firm Reg. No.: 323891E

Place : Kolkata  
Dated : 30.05.2015

**Rajesh Kumar Agarwal**  
(Partner)  
Membership No. :058769

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**Consolidated Balance Sheet as at 31st March, 2015**

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' funds</b>			
(a) Share capital	2	8,931,830	8,931,830
(b) Reserves and surplus	3	293,804,951	38,642,261
<b>Minority Interest</b>		164,276,809	-
<b>Non-Current liabilities</b>			
(a) Long Term Borrowings	4	2,300,000	2,300,000
<b>Current liabilities</b>			
(a) Short Term borrowings	5	25,484,000	-
(b) Other current liabilities	6	310,960	5,618
(c) Short-term provisions	7	184,582	131,552
<b>TOTAL</b>		<b>495,293,132</b>	<b>50,011,261</b>
<b><u>ASSETS</u></b>			
<b>Non-current assets</b>			
(a) Non-current investments	8	494,045,558	47,788,569
(b) Long Term Loans & Advances	9	41,670	-
<b>Current assets</b>			
(a) Short Term Loans & Advances	10	4,635	1,478,292
(b) Cash and cash equivalents	11	1,182,651	740,187
© Other Current Assets	12	18,618	4,213
<b>TOTAL</b>		<b>495,293,132</b>	<b>50,011,261</b>

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS**

**1 to 26**

**As per our Report of even date**

**For and on behalf of the Board**

**For Rajesh Kumar Gokul Chandra & Associates**  
Chartered Accountants.  
Firm Reg. No.: 323891E

**Munmun Ganguli**  
(Whole Time Director)  
(DIN :02283480)

**Rajesh Kumar Agarwal**  
(Partner)  
Membership No. :058769  
Dated this 30th May 2015

**Bhal Chandra Khaitan**  
(Director)  
(DIN :00343007)

**Ramesh Kumar Saraogi**  
(Director)  
(DIN :02004902)

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**Consolidated Statement of Profit & Loss For the year ended 31.03.2015**

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b><u>Income:</u></b>			
Other income	13	44,718,556	-
<b>Total Revenue</b>		44,718,556	-
<b><u>Expenses:</u></b>			
Employee Benefit Expense	14	165,205	-
Finance Cost	15	2,533,151	-
Other expenses	16	559,834	54,974
<b>Total Expenses</b>		3,258,190	54,974
<b>Profit before tax</b>		41,460,366	(54,974)
Tax expense:			
(1) Current tax		8,780.00	-
<b>Share of Profit of Associates</b>		(6,933,756)	38,625,719
<b>Profit for the year</b>		34,517,830	38,570,745
Earnings per equity share:	17		
(1) Basic		38.65	43.18
(2) Diluted		38.65	43.18

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS**

**1 to 26**

*As per our Report of even date*

*For and on behalf of the Board*

**For Rajesh Kumar Gokul Chandra & Associates**

*Chartered Accountants.  
Firm Reg. No.: 323891E*

**Munmun Ganguli**  
(Whole Time Director)  
(DIN :02283480)

**Rajesh Kumar Agarwal**

*(Partner)  
Membership No. :058769  
Dated this 30th May 2015*

**Bhal Chandra Khaitan**  
(Director)  
(DIN :00343007)

**Ramesh Kumar Saraogi**

(Director)  
(DIN :02004902)

## TECHNICAL ASSOCIATES INFRAPOWER LIMITED

### Consolidated Cash Flow Statement for the Year ended 31st March 2015

PARTICULARS	31.03.2015		31.03.2014	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit / Loss After Tax		<b>34,517,830</b>		38,570,745
<b>ADJUSTMENT FOR:</b>				
Depreciation			-	
Provision for Tax	<b>(8,780)</b>		-	
Share of profit of Associates	<b>(6,933,756)</b>		38,625,719	
Dividend Income	<b>648,000</b>		-	
Finance Cost	<b>(2,533,151)</b>		-	
Profit from partnership firm	<b>43,571,324</b>		-	
		34,743,637	-	38,625,719
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>(225,807)</b>		<b>(54,974)</b>
<b>ADJUSTMENT FOR:</b>				
Trade and Other Receivable	-		-	
Inventories	-		-	
Other current assets	<b>1,459,252</b>		(4,213)	
Trade and Other Payables	<b>25,842,372</b>	27,301,624	4,494	281
<b>CASH GENERATED FROM OPERATIONS</b>		<b>27,075,817</b>		<b>(54,693)</b>
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>		<b>27,075,817</b>		<b>(54,693)</b>
<b>NET CASH FROM OPERATING ACTIVITIES BEFORE TAXES PAID</b>		<b>27,075,817</b>		<b>(54,693)</b>
Direct Taxes Paid		<b>3,980</b>		-
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>27,071,837</b>		<b>(54,693)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Acquisition of Non-current investment	<b>(68,273,875)</b>		(9,162,850)	
Profit from Partnership firm	<b>43,571,324</b>			
Sale of Fixed Assets	-		-	
Sale of Investment	-		-	
Movements in Loans & Advances	<b>(41,670)</b>		7,005,618	
Interest Received	-	(24,744,221)	-	(2,157,232)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(24,744,221)</b>		<b>(2,157,232)</b>

<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds From Long Term Borrowings	-		2,300,000	
Interest paid	(2,533,151)		-	
Dividend Income	648,000	(1,885,151)		2,300,000
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(1,885,151)</b>		<b>2,300,000</b>
<b>D. NET (DECREASE) IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>		<b>442,465</b>		<b>88,075</b>
<b>NET (DECREASE) IN CASH AND CASH EQUIVALENTS</b>				
CASH AND CASH EQUIVALENTS AS AT 1-04-2014	740,187		652,112	
LESS: CASH AND CASH EQUIVALENTS AS AT 31-03-2015	1,182,651		740,187	
		<b>442,464</b>		<b>88,075</b>

**Note:-**

i) Figures in brackets represents cash outflow from respective activities.

ii) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement notified under the Companies (Accounting Standard) Rules, 2006.

iii) Previous year figures have been regrouped/rearranged wherever found necessary to make them comparable with those of the current year.

iv) Cash & Cash Equivalents at the end of the year consist of:-

	<u>As at 31/03/2015</u>	<u>As at 31/03/2014</u>
a) Cash In Hand	61,985	18,249
b) Balance with Scheduled Banks :- In Current Accounts	1,120,666	721,938

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS**

**1 to 26**

***As per our Report of even date***

***For and on behalf of the Board***

***For Rajesh Kumar Gokul Chandra & Associates***

*Chartered Accountants.  
Firm Reg. No.: 323891E*

**Munmun Ganguli**

*(Whole Time Director)  
(DIN :02283480)*

***Rajesh Kumar Agarwal***

*(Partner)  
Membership No. :058769  
Dated this 30th May 2015*

**Bhal Chandra Khaitan**

*(Director)  
(DIN :00343007)*

**Ramesh Kumar Saraogi**

*(Director)  
(DIN :02004902)*

## TECHNICAL ASSOCIATES INFRAPOWER LIMITED

### SCHEDULE FORMING PART OF THE ACCOUNTS

#### NOTE -1

##### **A BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013

##### **B PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements relate to Technical Associates Infrapower Limited ('the Company') and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis :

- i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"
- ii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- iii) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- iv) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- v) Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements".
- vi) As far as possible, the consolidated financial statements are prepared using uniform accounting policies or like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

##### **C Other significant accounting policies**

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**NOTE 2**

<b><u>Share Capital</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Authorised</u></b>		
40,00,000 Equity Shares of ' Rs. 5 each	20,000,000	20,000,000
<b><u>Issued, Subscribed &amp; Paid up</u></b>		
17,86,366 Equity Shares of `Rs. 5 each	8,931,830	8,931,830
<b>Total</b>	<b>8,931,830</b>	<b>8,931,830</b>

**2.1**

All the equity shares carry equal rights and obligations including for dividend and with respect to voting

**2.2**

The reconciliation of the Number of Shares Outstanding and the amount of Share Capital.:

<b><u>Particulars</u></b>	<b>Eq. Shares(31.03.2015)</b>		<b>Eq. Shares(31.03.2014)</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
Shares outstanding at the beginning of the year	1,786,366	8,931,830	1,786,366	8,931,830
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	<b>1,786,366</b>	<b>8,931,830</b>	<b>1,786,366</b>	<b>8,931,830</b>

**2.3**

The details of Shareholders holding more than 5% shares:

<b>SR NO</b>	<b><u>Name of Shareholder</u></b>	<b>As at 31st March,2015</b>		<b>As at 31st March,2014</b>	
		<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
1	Dwarka Goods Pvt Ltd(Holding Company)	1,301,024	72.83%	1,301,024	72.83%
2	Vibhu Agarwal	-	-	125,600	7.03%

**2.4**

The Company has not issued any securities convertible into equity / preference shares.

**2.5**

During any of the last five years from the year ended 31st March,2015

No shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash

No shares were allotted as fully paid up by way of bonus shares.

No shares were bought back.

Each holder of equity shares is entitled to one vote per share.



**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**NOTE 3**

<b><u>Reserves &amp; Surplus</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Capital Reserve</u></b>		
As per last Balance Sheet	-	-
Add: On Consolidation of Subsidiaries (Net)	255,906,308	-
Closing Balance	255,906,308	-
<b><u>RBI Reserve Fund</u></b>		
Opening balance	-	-
Add: On Consolidation of Subsidiaries (Net)	5,288,889	-
Closing Balance	5,288,889	-
<b><u>Surplus</u></b>		
Opening balance	38,642,261	71,516
Add : Net Profit for the current year	34,517,830	38,570,745
Less:	73,160,091	38,642,261
Transfer to RBI reserve fund	5,288,889	
Post Acquisition profit of minority	14,972,070	
Share of profit of associates (BPC Tradecom)	20,289,378	-
	32,609,754	38,642,261
Closing Balance	32,609,754	38,642,261
<b>Total</b>	<b>293,804,951</b>	<b>38,642,261</b>

**NOTE 4**

<b><u>Long Term Borrowings</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Related Party Holding Company</u></b>		
Dwarka Goods Pvt Ltd	2,300,000	2,300,000
		-
<b>Total</b>	<b>2,300,000</b>	<b>2,300,000</b>

**NOTE 5**

<b><u>Short Term Borrowings</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Unsecured</u></b>		
Other loans and advances	25,484,000	-
<b>Total</b>	<b>25,484,000</b>	<b>-</b>

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**NOTE 6**

<b><u>Other Current Liabilities</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Liabilities for expenses</u></b>		
Audit fees payable	20,225	5,618
TDS payable	286,000	-
Other expenses	4,735	-
<b>Total</b>	<b>310,960</b>	<b>5,618</b>

**NOTE 7**

<b><u>Short Term Provisions</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Provision for income tax	184,582	131,552
<b>Total</b>	<b>184,582</b>	<b>131,552</b>

**NOTE 8**

<b><u>Non - Current Investments</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b><u>Investment in Equity instruments (Unquoted)</u></b>		
Hema Herbs Pvt.Ltd. (37500 Equity Shares)	1,500,000	-
<b><u>Investment in Equity instruments (Quoted)</u></b>		
Emami Limited (81000 Equity Shares)	688,119	-
Emami Infrastructure Limited (10000 Equity Shares)	86,148	-
Investment in Partnership Firm	476,828,881	-
<b><u>Investments in Associates</u></b>		
<b><u>Investment in Equity instruments (Unquoted)</u></b>		
571000 Eq. sh. Of BPC Tradecom Pvt Ltd. (F. V. Rs.10/- Each)	-	26,013,653
388000 Eq. sh. Of Avees Trading & Finance Pvt Ltd(F. V. Rs.10/- Each)	3,539,825	
Add: Share of Profit	<u>11,402,585</u>	21,774,916
<b>Total</b>	<b>494,045,558</b>	<b>47,788,569</b>

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**NOTE 9**

<b><u>Long Term Loans &amp; Advances</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Unsecured, Considered good		
Others	41,670	-
<b>Total</b>	<b>41,670</b>	<b>-</b>

**NOTE 10**

<b><u>Short Term Loans &amp; Advances</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Unsecured, Considered good		
Others	4,635	1,478,292
<b>Total</b>	<b>4,635</b>	<b>1,478,292</b>

**NOTE 11**

<b><u>Cash and cash equivalents</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Balances with schedule bank in current accounts	1,120,666	721,938
Cash in hand	61,985	18,249
<b>Total</b>	<b>1,182,651</b>	<b>740,187</b>

**NOTE 12**

<b><u>Other Current Assets</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Prepaid Expenses	4,213	4,213
Preliminary Expenses	14,405	-
<b>Total</b>	<b>18,618</b>	<b>4,213</b>

**NOTE 13**

<b><u>Other Income</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Share dealing Income	499,232	-
Dividend Income	648,000	-
Profit from Partnership Firm	43,571,324	-
<b>Total</b>	<b>44,718,556</b>	<b>-</b>

**NOTE 14**

<b><u>Employee Benefits Expense</u></b>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Salaries and incentives	165,205	-
<b>Total</b>	<b>165,205</b>	<b>-</b>

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**NOTES ON FINANCIAL STATEMENTS**

**NOTE 15**

<u>Finance costs</u>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
Interest on Loan	2,533,151	-
<b>Total</b>	<b>2,533,151</b>	-

**Note 16**

<u>Other Expenses</u>	<b>As at 31st March,2015</b>	<b>As at 31st March,2014</b>
<b>other expenses</b>		
Auditor's Remuneration	19,486	5,618
Bank Charges	674	1,007
CDSL Admission fees	42,697	-
Compliance Certificate fees	1,000	-
Conveyance Expenses	3,352	-
Demat Charges	1,805	-
Director's Meeting fees	37,500	-
Filing Fees	27,500	-
General Expenses	11,012	-
Postage & Courier	974	82
Printing & Stationery	909	-
Professional Fees	241,600	25,270
Professional Tax	2,295	-
Publicity & Advertisement	4,500	11,342
Registrar & Transfer Agent Annual fees	17,978	-
Service Tax	29,355	-
Subscription	-	1,405
Travelling Expense	30,071	-
Taxes, License fees & Filing fees	77,126	10,250
Website development fees	10,000	-
<b>Total</b>	<b>559,834</b>	<b>54,974</b>

**Note 17**

<u>Earning per share</u>	<b>As at 31st March,2015</b>	<b>As at 31st March,2015</b>
Net Profit After Tax	<b>34,517,830</b>	<b>38,570,745</b>
Number of Shares	1,786,366	1,786,366
Earning per Shares (in Rupees)	38.65	43.18

# TECHNICAL ASSOCIATES INFRAPOWER LIMITED

## SCHEDULE FORMING PART OF THE ACCOUNTS

### Note 18

#### RELATED PARTY DISCLOSURE :

As per Accounting Standard - 18 as prescribed under the Companies (Accounting Standard ) Rules, 2006, the company's Related parties and Transactions are disclosed below :

#### Holding Company

(i) Dwarka Goods Private Limited

#### Details of Transaction during the year and closing balances as at the end of the year :

NATURE OF TRANSACTION	Transactions for the year ended 2015		Transactions for the year ended 2014	
	Borrowings during the year	Balance on 31.03.2015	Borrowings during the year	Balance on 31.03.2014
<u>BORROWINGS FROM HOLDING COMPANY</u>				
(i) Dwarka Goods Private Limited	200,000	2,300,000	2,300,000	2,300,000

### Note 19

#### Enterprises consolidated as subsidiary in accordance with Accounting Standard 21-Consolidated Financial Statements

Sl No.	Name of the Enterprise	Country of Incorporation	Proportion of ownership interest
1	BPC Tradecom Pvt Ltd	India	63.85%

### Note 20

#### Significant Enterprises consolidated as Associates and Joint Ventures in accordance with Accounting Standard 23 - Accounting for Investments in Associates in Consolidated Financial Statements and Accounting Standard

Sl No.	Name of the Enterprise	Country of Incorporation	Proportion of ownership interest
1	Avees Trading & Finance Pvt Ltd	India	44.09%

### Note 21

#### Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates.

Name of the Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (in rupees)	As % of consolidated profit/loss	Amount (in rupees)
<b><u>Subsidiaries</u></b>				
<b><u>Indian</u></b>				
BPC Tradecom Pvt Ltd	91.75%	454,431,835	130.58%	45,074,715
<b><u>Minority Interests in all subsidiaries</u></b>	33.17%	164,276,809	43.37%	14,972,070
<b><u>Associates (Investments as per the equity method)</u></b>				
Avees Trading & Finance Pvt Ltd	3.02%	14,942,410	-20.09%	-6,933,756

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**SCHEDULE FORMING PART OF THE ACCOUNTS**

**Note 22**

In the opinion of the Board of Directors, the aggregate value of Current Assets, Loans & Advances on realisation in ordinary course of business, is not less than the amount at which these are stated in the Balance Sheet.

**Note 23**

Contingent Liability is provided for Rs.Nil (Previous year Rs.Nil)

**Note 24**

The Company has not received information from vendors regarding their status under the small & medium enterprises development act, 2006 and hence disclosure relating to amounts unpaid as at year end together with interest paid/payable under this act has not been given

**Note 25**

Deferred Tax is not created as there is no timing difference arising during the year.

**Note 26**

Figures for previous year have been regrouped/rearranged wherever considered necessary.

***As per our Report of even date***

***For Rajesh Kumar Gokul Chandra & Associates***

*Chartered Accountants.*

*Firm Reg. No.: 323891E*

***Rajesh Kumar Agarwal***

*(Partner)*

*Membership No. :058769*

*Dated this 30th May 2015*

***For and on behalf of the Board***

**Munmun Ganguli**

(Whole Time Director)

(DIN :02283480)

**Bhal Chandra Khaitan**

(Director)

(DIN :00343007)

**Ramesh Kumar Saraogi**

(Director)

(DIN :02004902)

**TECHNICAL ASSOCIATES INFRAPOWER LIMITED**

**SCHEDULE FORMING PART OF THE ACCOUNTS**

**ANNEXURE-A**

**SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY / ASSOCIATES AS PER COMPANIES ACT , 2013**

**PART "A" : SUBSIDIARIES**

Sl No	Name of Subsidiary	Reporting Currency	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Turnover/ total income	Profit before taxation	Profit after Taxation	%age of shareholding
1	BPC Tradecom Pvt Ltd	INR	12,200,000	442,231,835	480,249,810	25,817,974	48,121,233	45,074,715	45,074,715	63.85%

**PART "B" : ASSOCIATES**

Statement pursuant to Section 129 (3) of the Companies Act , 2013 related to Associate Companies

Sl No	Name of Associates	Shares of Associate held by the company on the year end				
		Latest audited Balance Sheet Date	No. of shares	Amount of Investment in Associates	Extend of Holding %	Net Worth attributable to shareholding as per lastest balace sheet
1	Avees Trading & Finance Pvt Ltd	31.03.2015	388,000	3,539,825	44.09%	129,909,608

*As per our Report of even date*

*For and on behalf of the Board*

**For Rajesh Kumar Gokul Chandra & Associates**

Chartered Accountants.  
Firm Reg. No.: 323891E

**Rajesh Kumar Agarwal**  
(Partner)  
Membership No. :058769  
Dated this 30th May 2015

**Munmun Ganguli**  
(Whole Time Director)  
(DIN :02283480)

**Bhal Chandra Khaitan**  
(Director)  
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**Ramesh Kumar Saraogi**  
(Director)  
(DIN :02004902)