

**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 appoint 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s **Rajesh Kumar Gokul Chandra & Associates, Chartered Accountants**, having ICAI Firm Registration No 323891E, be and are hereby appointed as Auditor of the Company, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year, 2015, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

**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 of 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 Inrapower 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 *paripassu* 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 10. 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 Participants(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 scrutinizer," 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 scrutinizer'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
<b>TOTAL PUBLIC SHAREHOLDINGS(B)</b>	<b>4,85,342</b>	<b>27.17%</b>	<b>10,00,000</b>	<b>25%</b>
<b>GRAND TOTAL (A+B)</b>	<b>17,86,366</b>		<b>40,00,000</b>	

**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.