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NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given that the following Special Resolution(s) are circulated for the approval of the Members of the Company to be accorded by Postal Ballot, in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

The Special Resolutions along with its Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out all material facts and the reasons thereto, the requisite Postal Ballot Form along with instructions, and the Self-addressed postage prepaid envelope is enclosed for your consideration.

By order of the Board
For Tantia Constructions Limited

Place : Kolkata
Dated : December 16, 2010

Sd/-
Md. Jamshed Alam
Company Secretary

Notes :

1. Please read carefully the instructions printed in the enclosed Postal Ballot Form and return the same duly completed & signed, in the self addressed postage pre-paid envelope attached, so as to reach the Scrutinizer on or before the close of working hours on Monday, the 7th day, of March, 2011.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the aforesaid items of Special Business is annexed hereto.
3. The Board of Directors of your Company has appointed Sri Mohan Ram Goenka, a Practicing Company Secretary of 46, B. B. Ganguly Street, 4th Floor, Room No. 6, Kolkata - 700 012, as Scrutinizer for conducting the process of Postal Ballot.
4. The Scrutinizer after completion of scrutiny will submit his Report to the Chairman/any Director of the Company. The results of Postal Ballot will be declared by the Chairman/any Director of the Company on Wednesday, the 9th day of March, 2011 at 3.00 P.M. at the Registered Office of the Company. The results will also be put up on the Company's website www.tantiagroup.com besides communicating the same to the Stock Exchange(s) where the shares of the Company are listed.
5. In the event the proposed resolution(s) are approved by requisite majority of shareholders by means of Postal Ballot, the date of declaration of results shall be deemed to be the date of passing of the said resolution(s).

Enclosures :

1. Resolution(s) along with Explanatory Statement
2. Postal Ballot Form and
3. Self-addressed postage pre-paid envelope.

CERTIFIED TRUE COPY

For Tantia Constructions Limited

Jamshed Alam
Company Secretary

RESOLUTION(S) PROPOSED TO BE PASSED THROUGH POSTAL BALLOT EXERCISE

1. Change of Object Clause

To consider and to pass the following resolution(s) as Special Resolution(s) by according assent or dissent.

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the necessary approvals, required if any, in this regard from appropriate authorities and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities; which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorized Committee or individual Director) is hereby authorised to accept as it may deem fit; consent of the members of the Company be and is hereby accorded for alteration in the existing Main Object Clause by adding the following new Clauses 4 to 6 after the existing Clause III. A. 1 to 3 of the Memorandum of Association of the Company :

4. To develop in India or anywhere outside India all kinds of power plants including Thermal Power, Hydel Power, Solar Power, Wind Power, Atomic Power, Tidal Wave, Gas based Power Plant, Solid Waste-based or any other technology based Power Projects.
5. To carry on business of manufacturing, complete fabrication assembly, riveting blasting, painting or lettering of all kinds of Bogie Wagons including Open Wagons, Covered Wagons, Flat Wagons, Tank Wagons, Container of Wagons in India or anywhere outside India and Wagon leasing, Wagon and Train operation, development, maintenance and operation of freight terminals and passenger stations, building maintenance and operation of cold storage.
6. To provide, develop, own, maintain, operate, instruct, execute, carry out, improve, construct, repair work, administer, manage, control, transfer on a Design, Build, Finance, Operate and Transfer (DBOT), Build, Operate and Transfer (BOT), or Build, Own, Operate and Transfer (BOOT) or Build, Operate, Lease and Transfer (BOLT) basis or otherwise, make tenders, apply or bid for, acquire, transfer to operating companies in the infrastructure sector, any infrastructure facilities in India or abroad, including but not limited to power, roads, bridges, airports, ports, waterways, rail system, highway projects, water supply projects, pipelines, sanitation and sewerage systems, telecommunication facilities, IT parks, urban infrastructure, housing projects, industrial parks, commercial real estate projects, tourism, healthcare, education, oil and gas, retail logistics, parking projects, Special Economic Zone (SEZ), Small Scale Industries (SSI), mining, warehouses, factories, godowns, water treatment systems, solid waste management systems, steel, cement, other works or convince of public or private utility involving public or private financial participation, either directly or through any subsidiary or group Company, and to carry out the business on contractual basis, assign, convey, transfer, lease, auction, sell, the right to collect any rent, toll, compensation, charges or either income from infrastructure projects undertaken by the Company either individually or as joint venture, with any other Company/firm/individual/consultant, whether in India or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient, and to settle any or all questions/matters, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem desirable or expedient in the best interest of the Company and its shareholders.

RESOLVED FURTHER THAT any of Sri Ishwari Prasad Tantia, Chairman and Managing Director, Sri Rahul Tantia, Director (Operations) or Md. Jamshed Alam, Company Secretary of the Company, be and are hereby severally authorised to file necessary forms and do all such acts and deeds as may be necessary in this regard."

2. Issue of Convertible Warrants to Promoters/Promoter Group Companies on a Private Placement/Preferential Basis

To consider and to pass the following resolution(s) as Special Resolution(s) by according assent or dissent.

"RESOLVED THAT pursuant to provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, the listing agreement entered into by the Company with the Stock Exchange(s) where the equity shares of the Company are listed, the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as in force (hereinafter referred to as "the ICDR Regulations") and other applicable rules, regulations, clarifications and/or guidelines issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI"), if any, the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Rules, Regulations, Guidelines, Notifications and Circulars issued under FEMA and such other authorities as may be applicable, and as amended till date and subject to the requisite approvals or consents, if any, of the Central Government, Reserve Bank of India, Stock Exchange(s), SEBI, Banks and Financial Institutions and any other appropriate authorities, institutions, bodies under any other applicable laws, statutes, rules and regulations for the time being in force and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors for the time being duly authorised by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board (with powers to delegate all, or any of the powers hereby conferred to any duly authorised committee thereof) to offer, issue and allot on Private Placement/Preferential Basis, at its sole and absolute discretion 24,50,000 (Twenty Four Lacs and Fifty Thousand) Convertible Warrants to the Promoters/Promoter Group Companies with each Warrant carrying option/entitlement to subscribe one Equity Share of Rs. 10/- each of the Company, in exchange of each such Warrant on a future date i.e. entitlements to subscribe to 24,50,000 (Twenty Four Lacs and Fifty Thousand) Equity Shares of Rs. 10/- each (in aggregate), within a period not exceeding 18 (eighteen) months from the date of issue of such Warrants, to the following applicants who have expressed their desire to subscribe and take up such Convertible Warrants :-

Sl. No.	Name of the Proposed Allottee(s)	Maximum number of Warrants proposed to be allotted
1	Harsh Tania	24,50,000
2	Laxmi Tania	
3	Anita Tania	
4	Siddhartha Tania	
5	Sarla Tania	
6	Rahul Tania	
7	Ishwari Prasad Tania	
8	Udayni Tania (Minor)	
9	Nigolice Trading Private Limited	
10	Tania Financial Services Limited	
	Total	24,50,000

"RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid warrants to the Promoters/Promoter Group Companies and the Equity Shares resulting from the exercise of the entitlement of the warrant holders to subscribe to the Equity Shares shall be made at such time(s) as the Board may in absolute discretion decide, subject however, to applicable guidelines, notifications, rules and regulations and the terms and conditions given herein below :

- The price including premium of the Equity Shares to be allotted on Conversion of said Warrants to the Promoters/Promoter Group Companies shall not be lower than the minimum price computed as per the provisions of Regulation 76(1) and relevant date for the purpose to be considered as per the provisions of Regulation 71 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulations") issued by Securities and Exchange Board of India, considering 30 days prior to the date of declaration of results of the Postal Ballot as the Relevant date, as may be decided by the Board of Directors. The Relevant date for determining the price of the Equity Shares to be allotted on Conversion of said Warrants, which is 30 days prior to the date of declaration of Postal Ballots, i.e. 5th February, 2011.
- An amount equivalent to at least 25% of the consideration determined in terms of Regulation 76 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be paid against each Convertible Warrants on or before the date of allotment of such Warrants.
- Each of the said Warrant shall carry a right, entitling its registered owner to apply for their option to seek allotment of one Equity Share of Rs. 10/- each upon Conversion of the Warrant to the Company along with balance 75% of the issue price of the Equity Share.
- The Warrants shall be issued and allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of warrants are pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under Preferential Issue Regulation of the ICDR Regulations as amended from time to time.
- Against each of the said Warrant, the registered owner of the Warrant shall be entitled to apply for at his option, and seek allotment of one Equity Share in the manner aforesaid, within the period not exceeding eighteen (18) months from the date of issue of said Warrants. The Board of Directors of the Company, upon receipt of said application from the warrant holder, at its discretion shall decide the time within which the equity share against conversion of the said Warrant shall be allotted subject to the aforesaid time limit.
- The Warrant by itself shall not give to the holder thereof any rights of the shareholders of the Company.
- The Equity Shares to be offered, issued and allotted as aforesaid against conversion of the said Warrant upon exercise of the option by the holder of such Warrant, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and on allotment, such Equity Shares shall rank pari-passu with the existing Equity Shares of the Company in all respects.
- Each of the said Warrants and the Equity Shares to be offered, issued and allotted as aforesaid upon conversion of the said Warrants by the holder thereof, as also the entire pre-preferential Equity Shares held, if any, by the proposed allottee(s), shall be subject to the Locked-in for such period as may be prescribed under Chapter VII of SEBI (ICDR) Regulations, 2009 related to preferential issues.
- In case the Equity Shares of the Company are either sub-divided or consolidated before issue of the aforesaid Warrants or exercise of option by the holders of the said Warrants, then the face value, the number of Equity Shares to be acquired upon exercise of the option attached to the said Warrants and the price of acquisition of the said Equity Shares by the holders of the Warrants, shall automatically stand augmented/reduced in the same proportion, as the present value of the Equity Shares of Rs. 10/- each of the Company bears to the newly sub-divided or consolidated Equity Shares, without affecting any rights or obligation of the said warrant holders.
- In case the warrant holder do not apply for the Equity Shares of the Company against conversion of the said Warrant as aforesaid within the time that may be fixed by the Board of Directors in this regard, then the amount paid on each of the said Warrant shall be forfeited and all the rights attached to the said Warrant shall lapse automatically."

"RESOLVED FURTHER THAT subject to the applicable statutory provisions, guidelines, notifications, rules and regulations, the Board of Directors of the Company be and is hereby authorised to decide, modify, alter and amend the terms of issue, offer and allotment of aforesaid Warrants and the Equity Shares resulting from the exercise of the entitlement of the said Warrant by its holder."

"RESOLVED FURTHER THAT to give effect to the aforesaid resolution, the "Board" be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company and for the purpose of giving effect to this resolution, the Board acting on its own or through a Committee of Directors or any person duly authorised in this regard by the Board/ Committee, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and settle any or all questions/matter arising with respect to the offer, issue and allotment (including deciding the terms and conditions for the same), utilization of the issue proceeds of the Warrants/Equity Shares, execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the aforesaid resolution, take such further steps as are required for allotment and listing on one or more Stock Exchange(s) of the said Warrants/Equity Shares to be issued, offered and allotted as aforesaid, to take such other steps that are incidental and ancillary in this regard; and to do, make or accept such alterations, modifications or variations in the forging or cancellation of issue of Warrants, as may be considered desirable or expedient by the Board/Committee/such Authorised Person in the best interest of the Company and its Shareholders."

3. Ratification of appointment and excess remuneration paid to Sri Siddhartha Tantia

To consider and to pass the following resolution(s) as Special Resolution(s) by according assent or dissent.

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and all other applicable provisions, if any, of the Companies Act, 1956, payment of remuneration to Sri Siddhartha Tantia, relative of Sri Ishwari Prasad Tantia, Chairman and Managing Director and Sri Rahul Tantia, Director (Operations) of the Company for holding office of Vice President (Corporate Planning) of the Company from 1st April, 2005 to 31st May, 2008 be and is hereby ratified and approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 314(2D) of the Companies Act, 1956 and subject to the approval of Central Government, consent of the Company be and is hereby given for waiver of refund of remuneration paid to Sri Siddhartha Tantia for holding office of Executive of the Company in excess of the limits prescribed under sub-section (1B) of Section 314 of the said Act to the extent as mentioned herein below."

2005-06 Rs. 60,000/-

2006-07 Rs. 60,000/-

2007-08 Rs. 9,00,000/-

4. Appointment and payment of remuneration to Sri Siddhartha Tantia

To consider and to pass the following resolution(s) as Special Resolution(s) by according assent or dissent.

"RESOLVED THAT pursuant to the provisions of Section 314 (1B) and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Sri Siddhartha Tantia, relative of Sri Ishwari Prasad Tantia, Chairman and Managing Director and Sri Rahul Tantia, Director (Operations) of the Company, to hold an office or place of profit as Vice President (Corporate Planning) of the Company for a period of three (3) years commencing from 16th December, 2010 or from such date as the Central Government may approve, on the following terms and conditions :

(1) **Salary :** Rs. 2,00,000 per month, with a provision for increase in salary of 15% per annum over the previous year.

(2) **Perquisites applicable to Sri Siddhartha Tantia, Vice President (Corporate Planning) are as follows :**

- Reimbursement of actual Medical Insurance Premium paid for self and family subject to maximum limit provided under Income Tax Act, 1961 from time to time.
- Leave Travel Concession/Allowance for self and family, in accordance with the rules of the Company.
- Fees of Clubs (subject to maximum of 2 clubs and admission fees only).
- Personal Accident Insurance Premium subject to maximum of Rs. 10,000.
- Company's contribution to Provident Fund and Gratuity which shall not be included in the computation of limits for remuneration or perquisites.
- Annual 30 days Leave with full pay and allowances and right to accumulate and encashment as per the rules of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are or may be necessary to give effect to the above resolution."

5. Appointment and remuneration payable to Sri Murare Lal Agarwala as Director (Projects)

To consider and to pass the following resolution(s) as Special Resolution(s) by according assent or dissent.

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII, as amended up to date, and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") including any statutory modifications or re-enactment thereof and subject to such consent and approvals as may be necessary, the Company hereby approves the terms of appointment and remuneration payable to Sri Murare Lal Agarwala as Director (Projects) of the Company for a period of three (3) years with effect from 16th December, 2010 on terms set out in the explanatory statement with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute) to alter and vary the terms and conditions of appointment and/or remuneration so as not to exceed the overall ceiling as stipulated in Schedule XIII appended to the Act and as may be agreed to by and between the Board and Sri Murare Lal Agarwala."

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as mentioned in explanatory statement paid to Sri Murare Lal Agarwala as Director (Projects) of the Company shall be treated as minimum remuneration as provided under the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to above resolutions, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be, in their absolute discretion, deemed necessary, expedient, usual or proper in the best interest of the Company."

By order of the Board
For Tantia Constructions Limited

Sd/-
Md. Jamshed Alam
Company Secretary

Place : Kolkata
Dated : December 16, 2010

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

Item No. 1

Your Company is primarily engaged into the business of Civil Construction. It is proposed to enter into the business of development of all kind of power plants in India or anywhere outside India, in addition to its main activity which will further help the Company in carrying on its business more economically and effectively and to attain its objective by new and improved means. The business activity as set out in item no.1 will contribute to the company's revenue.

As the present Main Object Clause of the Memorandum of Association of the Company is not covering the areas, which may be considered in future by the Company for expansion, diversification, etc., it is desirable to amend suitably the existing Clauses, as fully detailed in the resolution. The amendment shall be effective upon the registration of the resolution with the Registrar of Companies.

Since the above amendment comes within the ambit of Section 17 of the Companies Act, 1956 your approval is sought under the provisions of Section 192A of the Companies Act, 1956 and read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 by voting through Postal Ballot.

The Board of Directors recommends the resolution(s) set out in item no.1 of the accompanying notice for approval of members by exercising the vote through the Postal Ballot Form, which is sent along with the Notice.

None of the Directors of your Company is in any way, concerned or interested in the aforesaid resolution.

Item No. 2

Tantia Constructions Limited has, over the years, strongly anchored itself to India's development effort. The Company is now proposing for meeting the requirement of funds for its existing and new projects, general corporate expenditure, as well as investments at an opportunate time, including in subsidiaries and joint ventures and/or foreign acquisition/ joint ventures or subsidiaries in India or outside India. Accordingly, it proposes to raise funds through issue of 24,50,000 Convertible Warrants carrying an option to acquire equivalent number of Equity Shares on Private Placement/Preferential Basis to the Promoters/ Promoter Group Companies. Such issue of Warrants of the Company (carrying a right to apply for one equity share of Rs. 10/- each of the Company on conversion of each Warrant) in accordance with the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Warrant shall be subject to such terms and conditions as are stated in the Special Resolution under item no.2 of the Notice.

Disclosures, which are required to be given in terms of Regulation 73 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 on Preferential Issues :

a) Object to the Issue :

The object of the issue is to meet the requirement of funds for its existing and new projects, general corporate expenditure, as well as investments at an opportunate time, including in subsidiaries and joint ventures and/or foreign acquisition/ joint ventures or subsidiaries in India or outside India.

b) Proposal of the Promoters/Promoter Group Companies to subscribe to the Offer :

The following Promoters/ Promoter Group Companies has conveyed to the Company in writing of his proposal to subscribe/to acquire 24,50,000 Convertible Warrants carrying an option to acquire equivalent number of Equity Shares on Private Placement/Preferential Basis as proposed under Special Resolution at item no. 2 of the notice.

Sl. No.	Name of the Proposed Allottee(s)	Maximum number of Warrants proposed to be allotted
1	Harsh Tania	24,50,000
2	Laxmi Tania	
3	Anita Tania	
4	Siddhartha Tania	
5	Sarla Tania	
6	Rahul Tania	
7	Ishwari Prasad Tania	
8	Udayni Tania (Minor)	
9	Nigolice Trading Private Limited	
10	Tantia Financial Services Limited	
	Total	24,50,000

c) Proposed time limit within which allotment will be completed :

The proposed allotment of Convertible Warrants shall be completed within a period of fifteen (15) days from the date of declaration of results of the Postal Ballot conducted herein. However, where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, then the allotment shall be completed by the Company within a period of fifteen (15) days from the date of order/approval/permission from the concerned authorities. The allotment of 24,50,000 Equity Shares resulting from the exercise of option attached to the said Warrants if exercised, will be completed within eighteen (18) months from the date of issue of the Warrants, as may be decided by the Board of Directors of the Company.

d) Shareholding Pattern before and after the preferential allotment :

Particulars	Pre-issue Shareholdings		Post Preferential Issue Shareholdings	
	No. of shares held	% of shares held	No. of shares held	% of shares held
PROMOTERS HOLDINGS-				
Indian Promoters	8801498	53.76	11251498	59.78
Foreign Promoters	0	0.00	0	0.00
Sub Total	8801498	53.76	11251498	59.78
Total Promoters Holdings (a)	8801498	53.76	11251498	59.78
NON-PROMOTERS HOLDINGS-				
Institutional Investors				
Mutual Fund & UTI	1018900	6.22	1018900	5.41
Banks, Financial Institution, Insurance Companies, Government Holdings, etc	339182	2.07	339182	1.80
Foreign Institutional Investors	0	0.00	0	0.00
Sub Total	1358082	8.29	1358082	7.21
Non-Institutions				
Private Corporate Bodies	2027865	12.39	2027865	10.77
Indian Public	4077735	24.91	4077735	21.66
NRIs	97345	0.59	97345	0.52
Any other- Clearing Members & Trust	10541	0.06	10541	0.06
Sub Total	6213486	37.95	6213486	33.01
Total Non-Promoter Shareholding (b)	7571568	46.24	7571568	40.22
GRAND TOTAL (a+b)	16373066	100.00	18823066	100.00

e) Undertaking to re-compute the price, if required :

The Company hereby undertakes that it shall re-compute the price of the specified securities in terms of the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 where it is required to do so. The Company also undertakes that in case where the amount payable on account of the recomputation of price is not paid within the time stipulated in the said Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee(s).

f) Change in Control or composition of the Board :

The proposed preferential 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 control the Company. Voting rights shall change according to the change in shareholding pattern as mentioned above.

g) Identity of the proposed allottee(s) with percentage of post preferential issue capital :

The proposed allottee(s) of 24,50,000 Equity Shares as a result of exercise of options attached to 24,50,000 Warrants proposed to be issued pursuant to Special Resolution at item no. 2 of the notice and the percentage of post preferential issue capital to be held by them (after the proposed allotment of the said Equity Shares upon conversion of such warrants) as per the said resolution are as follows :

Sl. No.	Name of Proposed Allottee(s)	Existing Shareholdings		Post Preferential Allotment	
		No. of Shares	%	No. of Shares	%
1	Harsh Tania	931300	5.688	24,50,000	59.78
2	Laxmi Tania	686700	4.1941		
3	Anita Tania	804800	4.9154		
4	Siddhartha Tania	790400	4.8274		
5	Sarla Tania	625500	3.8203		
6	Rahul Tania	196400	1.1995		
7	Ishwari Prasad Tania	95520	0.5833		
8	Udayni Tania (Minor)	6000	0.0366		
9	Nigolice Trading Private Limited	3962900	24.2038		
10	Tania Financial Services Limited	701978	4.2874		

h) Auditors' Certificate :

A certificate from M/s. Konar Mustaphi & Associates, Chartered Accountants, the Statutory Auditor of the Company, certifying that the issue of convertible Warrants is being made in accordance with the requirement of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 has been obtained.

i) Locked-in of proposed issue of Equity Shares upon Conversion of Warrants :

The Equity Shares proposed to be issued upon Conversion of Warrants to the above allottees shall be subject to Locked-in for such period as may be prescribed under clause 78 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 related to preferential issues.

j) Dematerialization :

The proposed allotment of Equity Shares upon Conversion of Warrants shall be in dematerialized form.

In terms of provisions of Section 81(1A) of the Companies Act, 1956, consent of the members by way of a Special Resolution is required for issue and allotment of further Equity Shares to any person other than the existing members. Consent of the members is therefore sought to authorise the Board of Directors to issue and allot Equity Shares to the Promoters/ Promoter Group Companies as mentioned in the resolution.

The following documents shall be available for inspection at the registered office of the Company during the business hours on all working days;

1. An undertaking by the Company for re-computation of the price, if necessary.
2. A copy of the certificate from the statutory auditor to the effect that the issue is being made in accordance with the requirements of these regulations.

The Board of Directors recommends the resolution(s) set out in item no.2 of the accompanying notice for approval of members by exercising the vote through the Postal Ballot Form, which is sent along with the Notice.

Sri Ishwari Prasad Tania, Chairman and Managing Director and Sri Rahul Tania, Director (Operations) of the Company are concerned and interested as Director and/or Shareholder in the proposed resolutions. None of the other Directors of the Company is in any way, concerned or interested in the said resolution.

Item No. 3

Sri Siddhartha Tania is a Bachelor of Science in Engineering from the John Hopkins University, USA and he is a son of Sri Ishwari Prasad Tania, Chairman and Managing Director and brother of Sri Rahul Tania, Director (Operations) of the Company. He was appointed as Dy. Project Manager of the Company w.e.f. 1st April, 2005 and later on promoted as Vice President (Corporate Planning) and continued to hold office till 31st May, 2008. During the tenure of his office of Vice President (Corporate Planning), he successfully handled various responsibilities and Projects for and on behalf of the Company and performed the functions and duties entrusted to him very diligently and with utmost sincerity.

In token thereof, Sri Siddhartha Tania was paid remuneration which is comparable and in most cases, even less than the remuneration being paid to other persons placed at the same level in the organization. However, Sri Siddhartha Tania was paid remuneration in excess of what has been prescribed in terms of clause (a) of Section 314(1B) of the Companies Act, 1956 read with the Director's Relatives (Office or Place of Profit) Rules, 2003 without obtaining the approval of the Members and the Central Government.

The excess remuneration paid to Sri Siddhartha Tania was meager and constitutes only 0.00370%, 0.00244% and 0.0249% of Turnover and 0.071%, 0.0454% and 0.5848% of Profits of the Company during the respective years. Sri Siddhartha Tania has already resigned from office and is not drawing any remuneration from the Company. However, considering that Sri Siddhartha Tania has served the Company for a period of more than three years and has put in his best efforts to further the interest of the Company and as a token of appreciation of services provided by him during his tenure, the Board of Directors of the Company in all fairness decided not to seek refund of remuneration paid to Sri Siddhartha Tania, subject to the approval of the Central Government.

Hence, in order to abide by the compliance of Section 314(1B) of the Companies Act, 1956 and to ratify the appointment and remuneration paid to Sri Siddhartha Tania during his tenure of office, approval of members is sought under the provisions of Section 192A of the Companies Act, 1956 and read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 by voting through Postal Ballot.

The Board of Directors recommends the resolution(s) set out in item no. 3 of the accompanying notice for approval of members by exercising the vote through the Postal Ballot Form, which is sent along with the Notice.

Sri Ishwari Prasad Tania, Chairman and Managing Director and Sri Rahul Tania, Director (Operations) of the Company are concerned and interested as Director and/or Shareholder in the proposed resolutions. None of the other Directors of the Company is in any way, concerned or interested in the said resolution.

Item No. 4

Sri Siddhartha Tania is a Bachelor of Science in Engineering from the John Hopkins University, USA. He is a son of Sri Ishwari Prasad Tania, Chairman and Managing Director and brother of Sri Rahul Tania, Director (Operations) of the Company.

Sri Siddhartha Tania is a well qualified professional with his previous experience with the Company and having good understanding of the business of the Company. His scope of work would cover complete control over the Corporate Planning, Strategy Formulation and Expansion of Company's Business in India and abroad. In the light of explanations and justifications given above, it is proposed to appoint Sri Siddhartha Tania as the Vice President (Corporate Planning) for a period of three (3) years commencing from 16th December, 2010 or from such date as the Central Government may approve, on the terms and conditions as mentioned in resolution. The remuneration proposed to be paid to Sri Siddhartha Tania is commensurate with his experience, in line with industry standards prevalent in the country and remuneration payable to employees of the Company in similar category.

In view of the applicability of the provisions of Section 314 of the Companies Act, 1956, the resolution is required to be passed as a Special Resolution and Sri Siddhartha Tania's appointment shall be subject to approval of the Central Government which shall take effect from such date as may be approved by the Central Government in this regard.

The Board of Directors recommends the resolution(s) set out in item no. 4 of the accompanying notice for approval of members by exercising the vote through the Postal Ballot Form, which is sent along with the Notice.

Sri Ishwari Prasad Tantia, Chairman and Managing Director and Sri Rahul Tantia, Director (Operations) of the Company are concerned and interested as Director and/or Shareholder in the proposed resolutions. None of the other Directors of the Company is in any way, concerned or interested in the said resolution.

Item No. 5

Sri Murare Lal Agarwala is Bachelor of Science from Arya Vidyapeeth College, Guwahati. He is having experience of more than 17 years with the Company. The Board of Directors has appointed Sri Murare Lal Agarwala as the Director (Projects) of the Company for a period of three (3) years w.e.f. 16th December, 2010 on the terms and conditions as set out below, subject to the approval of shareholders of the Company. As per the provisions of Sections 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956, the appointment and payment of remuneration to Sri Murare Lal Agarwala, as Director (Projects) requires the approval of the shareholders by way of a special resolution.

Based on recommendations received from Remuneration Committee at their meeting held on 16th December, 2010, the Board of Directors proposed the following terms and conditions of remuneration payable to Sri Murare Lal Agarwala, as Director (Projects) for a period of three (3) years w.e.f. 16th December, 2010, pursuant to applicable provisions of the Companies Act, 1956.

a) Salary :

Rs. 1,50,000/- per month.

b) Perquisites :

Perquisites applicable to Sri Murare Lal Agarwala, Director (Projects) are as follows :

- Reimbursement of actual Medical Insurance Premium paid for self and family subject to maximum limit provided under Income Tax Act, 1961 from time to time.
- Leave Travel Concession/Allowance for self and family, in accordance with the rules of the Company.
- Fees of Clubs (subject to maximum of 2 clubs and admission fees only).
- Personal Accident Insurance Premium subject to maximum of Rs. 10,000.
- Company's contribution to Provident Fund and Gratuity which shall not be included in the computation of limits for remuneration or perquisites.
- Annual 30 days Leave with full pay and allowances and right to accumulate and encashment as per the rules of the Company.

c) Minimum Remuneration :

Where in any financial year during the tenure of Sri Murare Lal Agarwala, Director (Projects), the Company has no profits or its profits are inadequate, the company will consider the remuneration by way of salary, perquisites as minimum Remuneration, subject to the ceiling limits prescribed under Schedule XIII and other applicable provisions of the Companies Act, 1956.

d) General :

- He shall not be paid any sitting fee for attending meeting of the Board or Committee(s) thereof.
- Subject to the superintendence, control and direction of the Board, he shall exercise substantial managerial powers in general and specific powers as may from time to time be lawfully entrusted to and conferred upon him by the Board.
- Basic Salary or part thereof shall be paid directly to him, after all statutory deductions in India.
- The appointment is terminable by either party giving the other 6 months notice in writing without assigning any reason and without liability to pay any compensation.

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE(S), INFORMATION ON DIRECTOR SEEKING APPOINTMENT ARE AS FOLLOWS APART FROM BRIEF RESUME GIVEN ABOVE

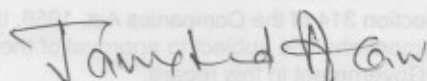
Name of the Director	Sri Murare Lal Agarwala
Date of birth	21.07.1970
Expertise in specific functional area	Execution of Contracts
Shareholding in the Company	Nil
Name of the Companies in which directorship held	None
Name of the Companies in which Chairman / Membership of the Committees of the Board of Directors of the Company	None

The Board of Directors recommends the resolution(s) set out in item no.5 of the accompanying notice for approval of members by exercising the vote through the Postal Ballot Form, which is sent along with the Notice.

This explanation together with the proposed resolution is and be treated as an abstract under Section 302 of the Companies Act, 1956.

None of the Directors other than Sri Murare Lal Agarwala himself is, either directly or indirectly, concerned or interested in the proposed resolution.

For Tania Constructions Limited


Company Secretary

By order of the Board
For Tania Constructions Limited

Sd/-
Md. Jamshed Alam
Company Secretary

Place : Kolkata

Dated : December 16, 2010

POSTAL BALLOT FORM

Postal Ballot No. :

1. Name (s) of Shareholder (s) :
(in Block Letter)
(including Joint holders, if any)
2. Registered Address of the :
Sole/First named Shareholder
3. Registered Folio No. / :
DP ID No. /Client ID No.*
(* Applicable to investors holding
Shares in dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our votes in respect of the special resolution(s) to be passed through postal ballot for the business stated in the accompanying notice dated 16th December, 2010 by sending my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below :

Item No.	Brief particulars of the resolution proposed	No. of Shares	Please (✓) in the appropriate box below	
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under Section 17 of the Companies Act, 1956, according members' approval for Alteration in the Main Objects Clause of the Memorandum of Association of the Company.			
2.	Special Resolution under Section 81(1A) of the Companies Act, 1956 and SEBI (ICDR) Regulations, 2009, according members' approval for Preferential Allotment of Convertible Warrants into Equity Shares to the Promoters/ Promoter Group Companies.			
3.	Special Resolution under Section 314(1B) of the Companies Act, 1956, according members' approval for ratification of appointment and remuneration paid to Sri Siddhartha Tantia as Vice President (Corporate Planning) for holding office or place of profit.			
4.	Special Resolution under Section 314(1B) of the Companies Act, 1956, according members' approval for appointment and remuneration payable to Sri Siddhartha Tantia as Vice President (Corporate Planning) for holding office or place of profit.			
5.	Special Resolution under Sections 198, 269, 309 read with Schedule XIII in respect of appointment and remuneration payable to Sri Murare Lal Agarwala as Director (Projects).			

Place :

Date :

(Signature of the Sole / First shareholder)

NOTE : Please read the instructions overleaf carefully before exercising your vote.

