

NOTICE

Notice is hereby given that the Forty-Ninth Annual General Meeting of the Members of **TANTIA CONSTRUCTIONS LIMITED** will be held on Tuesday, September 9, 2014 at 3.00 p.m. at “Bharatiya Bhasha Parishad”, 36A, Shakespeare Sarani, Kolkata - 700 017, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended March 31, 2014, the Balance Sheet (standalone and consolidated) as at March 31, 2014 and the Reports of the Directors' and Auditors' thereon.
2. To appoint Sri Ishwari Prasad Tantia (DIN : 00057004), Chairman and Managing Director, who retires by rotation and being eligible, seeks re-appointment.
3. To appoint Sri Banwari Lal Ajitsaria (DIN : 00053981), Director (Business Development), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s Konar Mustaphi & Associates, Chartered Accountants, Kolkata having FRN-314125E be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, subject to ratification by the shareholders annually, at a remuneration of ₹ 8,00,000/- (including Tax Audit Fees of ₹ 1,50,000), plus reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit, certificate fees and all applicable taxes in India, if any.”

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchange(s), Sri Shaleen Khemani (DIN : 00049743), whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, who shall hold office from the date of this Annual General Meeting till March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation.”

6. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchange(s), Sri Tarun Chaturvedi (DIN : 02309045), who was appointed as an Additional Director of the Company on September 25, 2013 by the Board of Directors under Section 260 of the erstwhile Companies Act, 1956, to hold office upto this Annual General Meeting and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, who shall hold office from the date of this Annual General Meeting till March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation.”

7. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing

Agreement with the Stock Exchange(s), Sri Umashankar Agarwal (DIN : 00124546), who was appointed as an Additional Director of the Company on February 13, 2014 by the Board of Directors under Section 260 of the erstwhile Companies Act, 1956, to hold office upto this Annual General Meeting and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, who shall hold office from the date of this Annual General Meeting till March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."

8. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchange(s), Mrs. Madhuchhanda Chatterjee (DIN : 02510507), who was appointed as an Additional Director of the Company on February 13, 2014 by the Board of Directors under Section 260 of the erstwhile Companies Act, 1956, to hold office upto this Annual General Meeting and being eligible, offers herself for re-appointment and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, who shall hold office from the date of this Annual General Meeting till March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."
9. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchange(s), Sri Bajrang Lal Tulsian (DIN : 06885029), who was appointed as an Additional Director of the Company on May 30, 2014 by the Board of Directors under Section 161 of the Companies Act, 2013, to hold office upto this Annual General Meeting and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, who shall hold office from the date of this Annual General Meeting till March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."
10. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the 42nd Annual General Meeting of the Company held on September 3, 2007 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of money, which together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 1,200 Crores (Rupees One Thousand Two Hundred Crores) only."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such money is to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required."
11. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee(s) of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, foreign financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other body corporates (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding ₹ 1,200 Crores (Rupees One Thousand Two Hundred Crores) only together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by

the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/Debtenture Trust Deeds entered/to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

12. To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be amended from time to time, the consent of members be and is hereby accorded to alter the Articles of Association of the Company by deleting the Article No. 94 and replacing in its place the following Article :

94. Subject to the provisions of the Act, the Board may from time to time appoint one or more of their member to be the Managing Director(s) or Whole Time Director(s) and/or Deputy Managing Director of the Company on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case and may from time to time remove any such Managing Director, Whole Time Director or Deputy Managing Director from such office and appoint another or other to his place, and may at their discretion fill-up any vacancy that may occur in such office. However, a Managing Director or Whole Time Director or Deputy Managing Director shall also be liable to retirement by rotation every year. In case he ceases to hold the office of Director, he shall ipso facto and immediately cease to be Managing Director or Whole Time Director or Deputy Managing Director, as the case may be.

By Order of the Board of Directors

Place : Kolkata
Dated : May 30, 2014

Md. Jamshed Alam
Company Secretary

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF THE AGM.**

A person can act as proxy on behalf of member or members not exceeding fifty (50) 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 10 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 Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting, is annexed hereto.**
3. Corporate Members/Societies intending to send their Authorized Representatives are requested to send a certified copy of the Resolution of the Board of Directors of the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the said AGM, preferably before 48 hours before the scheduled time of commencement of the AGM for making necessary arrangement(s).
4. Members/Proxy-holders are requested to produce, the attached Attendance Slip duly filled in, at the entrance for admission to the meeting hall. Members who hold shares in dematerialized form are requested to write their Name with Client ID and DP ID and those who hold shares in physical form are requested to write their Name with Folio Number in the attendance slip for the purpose of identification of their membership at the AGM.
5. In case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote by show of hands or at poll.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 1, 2014 to Tuesday, September 9, 2014 for the purpose of AGM (both days inclusive).
7. The Audited Accounts of the Company for the year ended March 31, 2014, the Balance Sheet as at that date together with the Report of the Directors' and Auditors' thereon and all other documents annexed to the Balance Sheet, are available for inspection by the Members at the Registered Office of the Company at 25-27, Netaji Subhas Road, Kolkata-700 001 on working days during 11.00 A.M. to 1.00 P.M. upto the date of this AGM. Members of the Company, may also note that the Notice calling the 49th AGM and the Annual Report relating to Financial Year 2013-14 will also be available on the Company's website : www.tantiagroup.com for download.
8. Non-Resident Indian Members are requested to inform the Company's RTA immediately of :
- a) the change in Residential Status on return to India for permanent settlement, if any.

- b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of Bank with Pin Code, if not furnished earlier or intimate changes in the particulars of the Bank Account, if any.
9. Members desirous of obtaining any information/clarification (s) concerning the Audited Accounts of the Company for the financial year ended March 31, 2014 and operations of the Company are requested to send their query at least 10 days prior to the date of AGM to the Company Secretary at the registered office of the Company.
 10. In Compliance with the provisions of the Act, the electronic copy of the Notice calling the 49th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 49th AGM of the Company inter -alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 11. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records. Members are requested to update their e-mail addresses with the concerned Depository Participants (DPs)/Registrar & Share Transfer Agents (RTA)/Company.
 12. In order to support the initiative of Ministry of Corporate Affairs (MCA) 'Green Initiative in Corporate Governance' allowing paperless compliances by the Companies through electronic mode, the Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Members, who have not registered their e-mail addresses with the Company, are requested to register their e-mail addresses with the concerned Depository Participants (DPs)/Registrar and Share Transfer Agents (RTA)/Company for receiving the Report and Accounts, Notices etc. in electronic mode. Even after registering for e-communication, the Shareholders of the Company shall be entitled to receive such communication in physical form, upon request.
 13. Pursuant to provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debenture Rules), 2014, members can avail of the nomination facility in respect of shares held by them in physical form by submitting their details in Form No. SH-13 as prescribed under the aforesaid Rule to the Company or RTA. A copy of the said Form may be obtained from the Company Secretary at the Registered Office of the Company on written request.
 14. In compliance with the provisions of Section 205A read with Section 205C of the Companies Act, 1956, the Company has transferred Unpaid Dividend relating to the Financial Year 2005-06 amounting to ₹ 88,421/- to the Investor Education and Protection Fund (IEPF) maintained by the Central Government.
 15. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2006-07 and onwards are requested to make their claims without any delay to Company. It may be noted that the unclaimed Dividend for the financial year 2006-07 declared on September 3, 2007 can be claimed by the shareholders by September 2, 2014.
 16. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to the members in relation to the businesses to be transacted at the 49th AGM to be held on Tuesday, September 9, 2014 at 3.00 p.m. at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata - 700 017.

The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) to provide e-voting. The e-voting facility is available at the link www.evotingindia.com vide the EVSN 140806010.

The e-voting facility will be available during the following voting period :

Commencement of e-voting	From : 10.00 a.m. of September 1, 2014
End of e-voting period	Upto : 6.00 p.m. of September 3, 2014

E-voting shall not be allowed beyond 6.00 p.m. of September 3, 2014. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, may cast their votes electronically. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date for the purpose of e-voting i.e. August 1, 2014.

Please read the instructions given herein below for exercising vote.

These details and instructions forms an integral part of the Notice calling 49th AGM of the Company to be held on Tuesday, September 9, 2014.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the below mentioned instructions to cast their vote through e-voting :

- (i) Log on to the e-voting website www.evotingindia.com during the voting period and click on "Shareholders" tab.
- (ii) Now enter your user ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 alpha numeric DP ID followed by 8 digits client ID). Members holding shares in physical form should enter the Folio Number registered with the Company and then enter the characters as displayed on the screen and click on Login.

- (iii) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user, follow the steps given below:
- (iv) Now, fill up the following details in the appropriate boxes :

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) : <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 8 Digit Sequence number available on ATTENDANCE SHEET. E.g. if your name is Ramesh Kumar with sequence number 12345678 then enter RA12345678 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the Member ID/Folio No. in the Dividend Bank details field as mentioned in instruction no. (ii) above.

- (v) After entering these details appropriately, click on "SUBMIT" TAB.
- (vi) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that the password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on EVSN of TANTIA CONSTRUCTIONS LIMITED.
- (ix) On the voting page, you will see Resolution description and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File link" if you wish to view the entire set of Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also printout the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If you are a Demat account holder and have forgotten your password, enter the User ID and then enter the Characters as displayed and click on Forgot Password & enter the relevant details as promoted by the system.
- (xv) Note for Corporate Shareholders :
- Corporate Shareholders {i.e. other than individuals, HUF, NRI, Trust (non-registered)} are required to log on to **https://www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the respective Corporate's stamp and duly signed should be e-mailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details, they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution in favour of Authorized Person and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvi) The e-voting period begins on September 1, 2014 (10.00 A.M.) and ends on September 3, 2014 (6.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off-Date of August 1, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQ"s) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(xvii) Sri Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No – 4515) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the Votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(xviii) The results of e-voting shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company website : www.tantiagroup.com and on the website of CDSL and the same be communicated to the Stock Exchange(s).

Kindly note that once you have casted your vote, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

Those members, who do not have access to e-voting facility, if they so desire, may contact Company Secretary of the Company at the Registered Office 25-27, Netaji Subhas Road, Kolkata - 700 001 for assistance in casting the votes. Outstation members may call 033 2230 1896/6284 or e-mail to cs@tantiagroup.com for any guidance.

17. Information relating to Directors seeking appointment/re-appointment at the 49th AGM as required under Clause 49 of the Listing Agreement with the Stock Exchange(s) forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS AT ITEM NO. 5 TO 12 OF THE NOTICE DATED MAY 30, 2014 SETS OUT ALL MATERIAL FACTS AS REQUIRED IS ANNEXED AND FORMS PART OF THE NOTICE

Item Nos. 5-9

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, with respect to appointment and tenure of Independent Directors which came into effect from April 1, 2014, Independent Directors shall be appointed for not more than two terms of five consecutive years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

Accordingly, Sri Shaleen Khemani (DIN-00049743), Independent Director, Sri Umashankar Agarwal (DIN-00124546), Sri Tarun Chaturvedi (DIN-02309045), Sri Bajrang Lal Tulsian (DIN-06885029) and Mrs. Madhuchhanda Chatterjee (DIN-02510507), Additional Directors (Independent Category) are proposed to be appointed as Independent Directors of the Company by the shareholders of the Company at the 49th AGM of the Company for a term upto March 31, 2019 and whose offices shall not, henceforth, be liable to retire by rotation. Notices have been received from members proposing their candidature for the office of Directors of the Company under Section 160 of the Companies Act, 2013, alongwith the deposit of requisite amount as required under the aforesaid Section.

The above mentioned Directors are not disqualified from being appointed as Director in terms Section 164 of the Act. The Company has received the consent to act as Director and requisite Form from them, confirming their eligibility for such appointment.

In the opinion of the Board, all the above Independent Directors fulfil the conditions of being independent as specified in the Companies Act, 2013 and rules made thereunder and under the Listing Agreement with the Stock Exchange(s), for their re-appointment as Independent Directors of the Company. Copy of the draft letters for appointment of all the above persons as Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of all the above persons as Independent Directors, for approval by the Shareholders of the Company. A brief profile of proposed Independent Directors, including nature of their expertise, is provided as Annexure to the Notice.

Your Directors seek your approval to the Resolution(s) as set out at Item Nos. 5 to 9.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolution(s) set out at Item Nos. 5 to 9.

Item No. 10

The members of the Company at the 42nd Annual General Meeting held on September 3, 2007, had accorded their consent to the Board of Directors by way of an Ordinary Resolution for borrowings up to ₹ 600 Crores (Rupees Six Hundred Crores) only under Section 293(1)(d) of the Companies Act, 1956.

The members may kindly note that as per provisions of Section 180(1)(c) of the Companies Act, 2013, which was notified on September 12, 2013, the Board can exercise borrowings powers only with the consent of the Members of the Company by way of a Special Resolution, unlike Ordinary Resolution as required under the provisions of Section 293(1)(d) of the erstwhile Companies Act, 1956. Based on the clarification issued by MCA vide General Circular no. 04/2014 dated March 25, 2014, the resolution(s) passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings of the Company will be regarded as sufficient compliance of the requirement of Section 180 of the Act, for a period of one year from date of notification of Section 180.

Now, considering the requirement of fund due to increase in volume of work and keeping in mind the current order book position, the Board of Directors of the Company feels that existing limit be increased to ₹ 1,200 Crores (Rupees One Thousand Two Hundred Crores) only.

Therefore, in order to comply with the provisions of the newly enacted Companies Act, 2013, it was required to take fresh approval from the members of the Company by way of Special Resolution for enabling Board to exercise the Powers to borrow any sums of money from time to time as they deem fit for the purpose of carrying on the business of the Company, so however, that the total borrowing outstanding shall not exceed ₹ 1,200 Crores (Rupees One Thousand Two Hundred Crores) only at any point of time.

Your Directors seek your approval to the Resolution(s) as set out at Item No. 10.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution(s) set out at item No. 10 except to the extent that is proposed to authorise them to borrow monies as stated in the Resolution.

Item No. 11

In order to secure the borrowings made by the Company by suitable mortgage/charge on all or any of the moveable and/or immovable properties of the Company, the Board of Directors of the Company be authorized to secure the borrowings by creation of security on the Company's assets for an amount not exceeding ₹ 1,200 Crores (Rupees One Thousand Two Hundred Crores) only.

The members may kindly note that as per provisions of Section 180(1)(a) of the Companies Act, 2013 which was notified on September 12, 2013, the Board can provide mortgage/charge on all or any of the moveable and/or immovable properties of the Company only with the consent of the Members of the Company by way of a Special Resolution, unlike Ordinary Resolution as required under the provisions of Section 293(1)(a) of the erstwhile Companies Act, 1956.

Your Directors seek your approval to the Resolution(s) as set out at Item No. 11.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No. 11 except to the extent that it is proposed to authorise them to mortgage and/or create charge etc. as stated in the Resolution.

Item No. 12

With the promulgation of the Companies Act, 2013, together with various schedules thereto and rules made thereunder (collectively referred as "Act"), in replacement of the Companies Act, 1956, it has become necessary to alter the existing Article no. 94 so as to have the effect of bringing it in consonance with the provisions of the Act to the extent they are repugnant to and/or at variance with the provisions thereof, with reference to the provisions of the Companies Act, 1956, being deemed to be and read as reference to corresponding section of the Act, wherever appearing.

Pursuant to Section 149 of the Companies Act, 2013, the independent directors are not liable to retire by rotation. Further, Section 152 (6) stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every AGM of the Company.

In order to comply with the provisions of the Companies Act, 2013, the Company has to modify the relevant articles of its Articles of Association, which restrict the retirement of Managing Director/Whole Time Directors/Deputy Managing Director by rotation. Accordingly, Article 94 is proposed to be amended to provide that Managing Director/Whole Time Directors/Deputy Managing Director will also be liable to retire by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made hereunder or in a Resolution passed by Board or Shareholders of the Company).

Your Directors seek your approval to the Resolution(s) as set out at Item No. 12.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No. 12.

By Order of the Board of Directors

Place : Kolkata
Dated : May 30, 2014

Md. Jamshed Alam
Company Secretary

Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 49TH AGM [Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange(s)]

Name of Director(s)	Sri Ishwari Prasad Tania	Sri Banwari Lal Ajitsaria	Sri Shaleen Khemani	Sri Umashankar Agarwal	Sri Tarun Chaturvedi	Mrs. Madhuchanda Chatterjee	Sri Baijang Lal Tulsian
Date of Birth	13/03/1951	27/05/1954	19/05/1966	09/01/1958	10/12/1971	15/08/1952	20/08/1938
Date of Appointment	1/4/2013	1/4/2013	30/10/2006	13/02/2014	25/09/2013	13/02/2014	30/05/2014
Qualification(s)	B.E. (Civil)	Graduate	Graduate	Chartered Accountant, DISA	Chartered Accountant	PhD in Drama, MA in English	M.Com, LLB
Expertise in Specific Functional Areas	Civil Engineering & Infrastructure Sector	Business Development	Real Estate & Construction	Accounts, Taxation and Finance	Taxation, Fiscal Regulations and FEMA	HR, CSR and Administration	Taxation and Legal
List of Companies in which outside Directorship held	None	Time Polyplast Private Limited	Park Chambers Limited Farguson Investments Limited Allied Properties & Developers Private Limited Multi Agro Private Limited Black Diamond Wapaaar Private Limited HM Tie-Up Private Limited Parag Combs Limited Caleridula Vaniija Private Limited Neelkamal Transport Private Limited Shivsathi Niketan Limited New Age Blocks Private Limited Kasturi Iron & Minerals Private Limited	Royal Infraconstru Limited	J K Technosoft Limited EDCL Power Projects Limited Ayyappa Hydro Power Limited Nutriindia Foods Private Limited Energy Development Company Limited EDCL - Seppa Rang Power Private Limited EDCL - Seppa Kawa Power Private Limited EDCL - Seppa Jung Power Private Limited Capetown Trading Company Private Limited EDCL - Seppa Lada Hydro Electric Private Limited EDCL - Seppa Nire Hydro Electric Private Limited EDCL - Seppa Beyond Hydro Electric Private Limited EDCL - Seppa Dunkho Hydro Electric Private Limited EDCL - Seppa Marjingla Hydro Electric Private Limited	Karsma Goods Private Limited	None
Chairman/Member of the Committee(s) of the Board of other Companies in which he/she is a Director	None	None	None	Chairman, Audit Committee Royal Infraconstru Limited	Member, Audit Committee Energy Development Company Limited	None	None
Detail of Shareholding(s) (Both own or held by/ for other persons on a beneficial basis), if any, in the Company.	Equity - 9,48,976	199	Nil	Nil	Nil	Nil	Nil
Inter-se relationship with any other Director(s) of the Company	He is the father of Sri Rahul Tania, Director (Operations) of the Company.	Not related to any other Director of the Company.	Not related to any other Director of the Company.	Not related to any other Director of the Company.	Not related to any other Director of the Company.	Not related to any other Director of the Company.	Not related to any other Director of the Company.