PUBLIC ANNOUNCEMENT UNDER REGULATION 15(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011
FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

TECHNICAL ASSOCIATES INFRAPOWER LIMITED

OPEN OFFER FOR ACQUISITION OF 26,440 (TWENTY SIX THOUSAND FOUR HUNDRED FORTY ONLY) EQUITY SHARES FROM THE EQUITY SHAREHOLDER OF TECHNICAL ASSOCIATES INFRAPOWER LIMITED, ("TARGET COMPANY") BY DWARKA GOODS PRIVATE LIMITED ("ACQUIRER")

1. Offer details:

- **Offer Size:** The Acquirer is hereby making a mandatory Open Offer in terms of SEBI (SAST) Regulations, 2011 to the equity shareholders of the Target Company to acquire 26,440 (Twenty Six Thousand Four Hundred Forty Only) fully paid-up equity shares ("**Offer Size**") bearing a face value of Rs. 5/- each representing 1.48% of the total equity capital of the Target Company pursuant to Share Purchase Agreement ("**SPA**") dated 30th May 2013.

- **Offer Price:** The offer price of Rs. 5/- (Rupees Five Only) per equity share in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011 **("Offer Price")**

- **Mode of payment**: The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Regulations**").

- **Type of Offer:** The Offer is a mandatory Offer in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

2. Transaction which has triggered the Open Offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction (direct/ ~~indirect~~)	**Mode of Transaction (Agreement/ ~~Allotment/~~ ~~Market purchase~~)**	**Shares / Voting rights acquired/ proposed to be acquired**		**Total Consideration for shares/ VRs acquired (Rs. In Crores)**	**Mode of payment (Cash/ ~~securities~~)**	**Regulation which has triggered**
		Number	**% vis a vis total Equity / Voting capital**			
Direct	Share Purchase Agreement dated 30.05.2013 between the Acquirer and the Sellers (persons listed below in point no. 4)	13,01,024	72.83%	Rs. 0.26	Cash	3(1) & 4 of the Regulations

3. Acquirer~~:~~

Details	**Acquirer**
Name of Acquirer	Dwarka Goods Private Limited
Address	101/1/2/1 B. T. Road, Kolkata - 700090
Name(s) of persons in control /promoter of acquirer	Shri Bhal Chandra Khaitan
Name of the Group, if any, to which the Acquirer belongs to	NA
Pre-Transaction Shareholding • **Number** • **% of total share capital**	 Nil Nil
Proposed Shareholding after the acquisition of shares which triggered the Open Offer	13,01,024 (72.83%)
Any other interest in the TC	NO

4. Details of Selling Shareholders:

Name	Part of Promoter Group (Yes/ No)	Details of shares/ voting rights held by the selling shareholder			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Vishnu Agarwal	Yes	76,140	4.26%	71,140	3.98%
Saroj Agarwal	Yes	91,640	5.13%	86,640	4.85%
Vinarma Agarwal	Yes	96,317	5.39%	91,317	5.11%
V. Agarwal & others (HUF)	Yes	119,205	6.67%	9,205	0.52%
Vibhu Agarwal	Yes	375,600	21.03%	200,600	11.23%
Chinhat Land & Finance Company Pvt. Ltd.	Yes	249,535	13.97%	Nil	Nil
Vibhu Enterprises Pvt. Ltd.	Yes	283,350	15.86%	Nil	Nil
Vinamra Fin Lease & Investment Pvt. Ltd.	Yes	226,970	12.71%	Nil	Nil
Agarwal Fin Lease & Investment Pvt. Ltd.	Yes	241,169	13.50%	Nil	Nil

5. Target Company

- **Name:** Technical Associates Infrapower Limited having its registered office at 8th KM Faizabad Road, Post R S M Nagar, Lucknow - 226016.
- **Exchanges where listed**: The equity shares of the Target Company are listed on The U.P. Stock Exchange Limited **("UPSE")** only.

6. Other details

- This is to inform to all the Shareholders of Target Company that the details of the Open Offer would be published shortly in the newspaper in terms of the provisions of regulation 14(3) of the Regulations vide a Detailed Public Statement on or before 6th June, 2013.

- The Acquirer has given undertaking that it is aware of and will comply with its obligations under under the SEBI (SAST) Regulations, 2011 and has adequate financial resources to meet the Offer obligations.

- This is not a Competitive Bid

Issued by

MANAGER TO THE OFFER:
VC CORPORATE ADVISORS PRIVATE LIMITED
SEBI REGN NO: INM000011096
(Contact Person: Mr. Anup Kumar Sharma)
31 Ganesh Chandra Avenue, 2nd Floor, Suite No. –2C, Kolkata-700 013
Phone No : (033) 2225-3940 / 3941
Fax : (033) 2225-3941
Email: mail@vccorporate.com

ON BEHALF OF ACQUIRER:

For Dwarka Goods Private Limited
Sd/-
Director

Place: Kolkata	**Date: 30th May 2013**