

# TANTIA CONSTRUCTIONS LIMITED

CIN: L74210WB1964PLC026284

DD 30, Sector I, Salt Lake City, Kolkata-700064

Phone No: 033 4019 0000, Fax-033 4019 0001

Web: [www.tantiagroup.com](http://www.tantiagroup.com)

Email: [secretarial@tantiagroup.com](mailto:secretarial@tantiagroup.com)

## NOTICE

NOTICE is hereby given that the **55th Annual General Meeting** of the Members of **Tantia Constructions Limited** will be held on Monday, the 26th day of July, 2021 at 12.00 p.m. IST, through Video Conferencing ("VC")/ other Audio-Visual Means ("OAVM") from the registered office of the Company situated at DD 30, Sector I, Salt Lake City, Kolkata 700 064 to transact the following businesses:

*This is to apprise the members that Hon'ble National Company Law Tribunal, Kolkata bench (hereinafter referred to as the "Hon'ble NCLT"), vide its order dated March 13, 2019 (hereinafter referred to as the "Insolvency Commencement Date"), admitted the application for initiation of Corporate Insolvency Resolution Process (hereinafter referred to as "CIR Process") filed by State Bank of India in respect of Tantia Constructions Limited, in accordance with Section 7 of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as "the Code"). Pursuant to the Order passed on March 13, 2019, Mr. Kshitiz Chhawchharia was appointed as the Interim Resolution Professional (hereinafter referred to as the "IRP") to manage the affairs of the Company, and was subsequently confirmed as the Resolution Professional (hereinafter referred to as the "RP") by the Committee of Creditors (hereinafter referred to as the "CoC") via e-voting conducted in the first meeting of the CoC, which concluded on April 18, 2019, to carry out the CIR Process for the Company.*

*On February 24, 2020, the Hon'ble NCLT approved the Resolution Plan (hereinafter referred to as the "Approved Resolution Plan") submitted for your Company by the consortium of EDCL Infrastructure Limited (hereinafter referred to as "EDCL Infra") and Upendra Singh Construction Private Limited (hereinafter referred to as "USCPL") (hereinafter EDCL Infra together with USCPL, is referred to as the "Consortium" or the "Successful Resolution Applicants" or the "RA").*

*In terms of the Approved Resolution Plan, a Monitoring Committee (hereinafter referred to as the "MC") has been constituted comprising of three (3) representatives from the Financial Creditors (as decided by the CoC), three (3) representatives from the Successful Resolution Applicants and the Erstwhile Resolution Professional, to manage the affairs of the Company as a going concern and supervise the implementation of the Approved Resolution Plan until the transfer of control of your Company to the Successful Resolution Applicants.*

### ORDINARY BUSINESS:

#### 1. To Receive, Consider and Adopt.

- (a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

**"RESOLVED THAT** the audited standalone financial statement of the Company for the Financial Year ended on March 31,

2020 and the reports of the Board of Directors and the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- (b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Auditors thereon.

**"RESOLVED THAT** the audited Consolidated financial statement of the Company for the Financial Year ended on March 31, 2020 and the reports of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

#### 2. Appointment of Statutory Auditors

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(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), after the approval of the shareholders of the Company, M/s. J Jain & Co, Chartered Accountants, (Firm Registration Number: 310064E) be and is hereby appointed as statutory auditors of the Company to hold office for a period of 5 (five) years from the conclusion of 55th Annual General Meeting (AGM) until the conclusion of 60th Annual General Meeting (AGM) of the Company, at such remuneration and applicable taxes plus reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Members of the Monitoring Committee of the Company and the Auditors".

**"RESOLVED FURTHER THAT** Mr. Kshitiz Chhawchharia, Chairman of the Monitoring Committee of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution subject to approval of the members of the Monitoring Committee of the Company, if required."

### SPECIAL BUSINESS:

#### 3. Ratification of Remuneration to be paid to the Cost Auditor of the Company for the financial year 2020-2021

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for time

For Tantia Constructions Limited

Company Secretary

being in force), the remuneration as approved by the members of the Monitoring Committee of the Company, to be paid to M/s. S. Chapparia & Associates, Cost Accountants, Kolkata, Firm Registration Number: 101591, Cost Auditors of the Company for Cost Audit with respect to the Financial Year 2020-2021, at ₹50,000/- plus service tax as applicable, and reimbursement of out of pocket expenses incurred, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT**, Mr. Kshitiz Chhawchharia, Chairman of the Monitoring Committee of the Company, be and is hereby

authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Monitoring Committee  
For **Tantia Constructions Limited**

Sd/-

**Priti Todi**

Company Secretary

(Membership No. ACS 33367)

Place: Kolkata

Date: 21.06.2021

#### Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to item of Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In view of the massive outbreak and extraordinary circumstances due to COVID-19 pandemic in the country social distancing norms to be followed and the continuing restrictions on movement of persons at several places of the country and the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/ 2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 and SEBI vide Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020 and SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated January 15, 2021 (hereinafter collectively referred to as "Circulars"), permitted companies to hold their AGM through video conferencing (VC) or other audio visual means (OAVM) following the procedure prescribed therein, whereby physical attendance of the Members to the AGM venue shall not be required. Therefore, the Company is providing facility to attend and participate in the AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars as mentioned above, the 55th AGM of the Company is being held through VC / OAVM. Thus, Members can attend and participate in the meeting through VC/OAVM following the instructions given in the notice.
3. In compliance with the aforesaid MCA Circulars, Notice of the 55th AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA or CDSL/ NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at [www.tantiagroup.com](http://www.tantiagroup.com) and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The 55th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. **Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.** The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at DD 30, Sector I, Salt Lake City, Kolkata - 700064, which shall be the deemed venue of AGM.
5. **THE AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting
6. No directors are seeking re-appointment/appointment/confirmations since the Company is under the stage of implementation of Resolution Plan, hence details under Regulation 26(5) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/confirmation is not applicable.
7. Pursuant to Section 113 of the Act, Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting, to the Company email ID or upload it on the e-voting portal.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred Unpaid Dividend relating to the Financial Year 2011-2012 amounting to ₹97,417/- to the Investor Education and Protection Fund (IEPF) maintained by the Central Government.
10. Pursuant to Section 125 of the Companies Act, 2013, no unclaimed final dividend is due for transfer to Investors' Education and Protection

Fund (IEPF) established by Government of India, as no dividend was declared by the company in the year 2012-2013.

11. The Notice of the Annual General Meeting is also uploaded on the website of the Company ([www.tantiagroup.com](http://www.tantiagroup.com)). The Annual General Meeting Notice is being sent to all the members; whose names appear in the Register of Members as on June 18, 2021.
12. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, September 28, 2020 and December 31, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Maheshwari Datamatics Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Maheshwari Datamatics Private Limited.
15. In case you are holding Company's Shares in physical form, please inform Company's RTA, M/s. Maheshwari Datamatics Private Limited, at 23 R. N. Mukherjee Road, Kolkata 700 001, by enclosing a photocopy of blank cancelled cheque of your bank account.
16. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday July 20, 2021 to Monday July 26, 2021 (both days inclusive) for the purpose of compliance with the annual closure of Books as per Companies Act, 2013.
17. Pursuant to provisions of Section 72 of 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 No. SH-13 may be obtained from the Company Secretary at the Registered Office of the Company on written request.
18. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance'

the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with the Company's Registrars and Share Transfer Agents (RTA) i.e., M/s Maheshwari Datamatics Private Limited.

19. The Voting through an electronic means will commence on Friday July 23, 2021 and will end on Sunday July 25, 2021. The members will not be able to cast their electronically beyond the date and time as aforesaid mentioned.
20. The members who wish to vote on the day of the Meeting can do the same through e-voting on the day of the Meeting by logging in through CDSL Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. **SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY/ ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.**
22. **TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.**
23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
24. The Company has appointed M/s M R & Associates, Practicing Company Secretary (FCS: 4515) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, within 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.tantiagroup.com](http://www.tantiagroup.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

For Tantia Constructions Limited  
Raj. Todi  
Company Secretary

The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

**26. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(i) The voting period begins on Friday, 23rd July, 2021 at 9.00 A.M. and will end on Sunday, 25th July 2021 at 5.00 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 (record date) of July 19, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Log in method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on Shareholders.
  - 3) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - 6) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

*R. T. D.*

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company 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 this 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Tantia Constructions Ltd on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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 on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User 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.

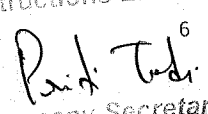
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [cs@tantiagroup.com](mailto:cs@tantiagroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvii) M/s M R & Associates, 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](http://www.tantiagroup.com) and on the website of CDSL and the same be communicated to the Stock Exchange(s).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders - Members are requested to directly register their email id/update their email by visiting the link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. as given below:  
Link for email registration - <http://mdpl.in/form/email-update>
- (ii) For Demat shareholders - Register/Update through respective Depository Participants (DPs) (Any such updation effected by the DPs will automatically reflect in the Company's subsequent records)  
If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting

For Tantia Constructions Limited  
  
 Company Secretary

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id i.e., cs@tantiagroup.com ). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so,

shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at cs@tantiagroup.com
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call on 022-23058542/43.

For Tantia Constructions Limited  
*Pankaj Todi*  
 Company Secretary

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

The following statements set out all material facts relating to the business item nos. 2 and 3 of the Notice is annexed hereto and form part of this Notice:

### Item No 2

M/s. J Jain & Co, Chartered Accountants, (FRN 310064E), were appointed as the Statutory Auditors of the Company by the members resolution passing through postal ballot on June 5, 2021 filling the casual vacancy caused by the resignation of former auditors viz. M/s S Guha & Associates, to hold office till the conclusion of this Annual General Meeting. Based on the recommendation of the Monitoring Committee and conformation received from M/s. J Jain & Co, on their eligibility, the Committee recommends to the members for their appointment as the Statutory Auditors of the Company for a period of five years, from the conclusion of the 55th Annual General Meeting till the conclusion of 60th Annual General Meeting of the Company to be held in the year 2026. M/s. J Jain & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

### Terms and Conditions of Appointment are as under:

Term of Appointment: 5 years from the conclusion of this AGM until the conclusion of 60th AGM.

Proposed Fees: The proposed audit fee for the first year shall be ₹8,00,000/- (Rupees Eight Lakhs only) plus applicable taxes, and reimbursement of out-of-pocket expenses to be incurred by them in connection with the statutory audit of the Company.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s. J Jain & Co during their association with the Company and also in line with the industry benchmarks. There is no material change in the fee payable to M/s. J Jain & Co from that paid to the former auditor. The fees for other services such as certifications and other professional work will be in addition to the audit fee as above and will be decided by the management in consultation with the Auditors.

### Credentials

M/s J Jain & Co. (FRN 310064E), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1976 and is a partnership

firm incorporated in India. It has registered office at 23 A, N.S. Road, 11th floor, room no. - 44, Kolkata – 700001 and has 5 branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients.

The documents in relation to the transaction can be inspected electronically.

*None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.*

### Item No 3

The members of the Monitoring Committee of the Company approved the appointment and remuneration of M/s. S Chhaparia & Associates, Cost Auditors, Kolkata at a remuneration of Rs 50,000/- (Rupees Fifty thousand) plus applicable taxes and out of pocket expenses to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2021.

In respect of financial year 2020-2021, the Members of the Monitoring Committee of the Company, approved the appointment and remuneration of M/s. S Chhaparia & Associates, Cost Auditors, Kolkata at a remuneration of ₹50,000/- (Rupees Fifty thousand) plus applicable taxes and out of pocket expenses to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2021.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

*None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.*

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

By Order of the Monitoring Committee  
For **Tantia Constructions Limited**

Sd/-

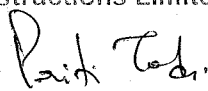
**Priti Todi**

Company Secretary

(Membership No. ACS 33367)

Place: Kolkata  
Date: 21.06.2021

For **Tantia Constructions Limited**

  
Company Secretary