

## TANTIA CONSTRUCTIONS LIMITED

(CIN: L74210WB1964PLC026284)

**Registered Office:** DD – 30, Salt Lake City, Sector I, Kolkata – 700 064

**Email:** [cs@tantiagroup.com](mailto:cs@tantiagroup.com) ; Website: [www.tantiagroup.com](http://www.tantiagroup.com)

**Phone:** +91 33 4019 0000; **Fax:** +91 33 4019 0001

### NOTICE OF POSTAL BALLOT

**(Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time)**

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 read with section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") (as amended from time to time), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 9/2023 dated 25<sup>th</sup> September 2023 and 09/2024 dated 19<sup>th</sup> September 2024 and as amended from time to time (collectively the "**MCA Circulars**") and any other applicable law, rules and regulations, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the proposed resolution appended below is for the approval of the members of Tantia Constructions Limited ("**the Company**") through postal ballot by way of remote e-voting process ("**remote e-voting**") (hereinafter referred to as "**Postal Ballot**").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Communication of assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. A detailed explanatory statement setting out the material facts concerning the Resolution and instructions for remote e-voting are also annexed to this Notice for your consideration.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Company has engaged Central Depository Services Limited ("**CDSL**") an agency authorised by the MCA for providing e-voting platform. You are requested to peruse and vote on the proposed resolution by means of Postal Ballot through voting by remote e-voting only. The Members are requested to read the instructions in the notes under the section "Commencement Of E-Voting Period and Other E-Voting Instructions".

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Maheshwari Datamatics Private Limited, Registrar and Transfer Agents of the Company ("**RTA**"), as the agency to provide e-voting facility for its Shareholders. The remote e-voting facility is available at the link: [www.evotingindia.com](http://www.evotingindia.com) and commences from Friday, November 29, 2024 at 9:00 a.m. (IST) and concludes on Saturday, December 28, 2024 at 5.00 p.m. (IST). E-voting module shall be disabled by RTA for voting thereafter. Shareholders desiring to exercise their votes are requested to carefully read the "Information and Instructions relating to e-voting" provided in the Notes to this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. (IST), December 26, 2024 (the last day to cast vote electronically) to be

eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Mohan Ram, Goenka, Practising Company Secretary, Kolkata as the scrutinizer ("**Scrutinizer**") for conducting the postal ballot voting process in a fair and transparent manner. He has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and/or Managing Directors of the Company or any person authorized by him/them. The results of the Postal Ballot/E-voting shall be declared within 2 (two) working days from the conclusion of remote e-voting and the same, along with the Scrutinizer's Report, will be placed on the website of the Company at [www.tantiagroup.com](http://www.tantiagroup.com) and shall also be displayed at the Notice Board of the Company at its registered office and shall also be communicated to the Stock Exchanges and Central Depository Services Limited (CDSL) (e-voting agency).

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. on December 28, 2024.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: To raise capital by way of a qualified institutions placement to eligible investors through issuance of equity shares and/or other eligible securities**

To consider and if deemed fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force) (**the "Companies Act"**), and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), to the extent applicable, the uniform listing agreement(s) entered into by the Company with the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and NSE together with BSE, (collectively referred to as the "**Stock Exchanges**") where the equity shares, having face value of Re. 1/- (Rupee One) each, of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment thereof ("**FEMA**") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, each as amended, and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines as amended/replaced from time to time and issued by the Government of India ("**GoI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges and any other competent authority) (hereinafter singly or collectively referred to as "**Appropriate Authorities**") and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, SEBI, the Stock Exchanges, RBI, GoI and any other concerned statutory/ regulatory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed by the Appropriate Authorities while granting of such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee thereof, which may have been constituted or be hereinafter be constituted by the Board to exercise the powers conferred by this resolution), the approval of the Shareholders be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of the issue and for such categories of persons as may be permitted) such number of Equity Shares, and/or convertible securities (including warrants or otherwise) fully convertible debentures, partly convertible debentures, and/ or convertible preference shares or any security convertible into equity shares (together the "**Securities**") or any combination of the Securities, in one or more tranches, with or without a green shoe option, through one or more permissible modes

including but not limited to private placement, by way of a qualified institutions placement (“**QIP**”), follow on public offer or a combination thereof, in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations, to any eligible investors, including, resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion (whether or not such investors are Members of the Company, to all or any of them, jointly and/or severally), for cash, , for an aggregate number of up to **4,00,00,000 (Four Crores)** Equity Shares of Face Value of Re. 1/- (Rupee One only) each/ Securities at such price (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations), on such other terms and conditions as may be mentioned in the offer document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the lead managers/ merchant bankers and / or other advisors appointed and/ or to be appointed by the Board, in Indian Rupees or denominated in one or more foreign currencies, as the Board at its absolute discretion may deem fit and appropriate (the ‘**Issue**’).”

**“RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- b) the Equity Shares proposed to be issued and allotted through the QIP or allotted upon conversion of other Securities issued in QIP shall rank *pari passu* in all respects including entitlement to dividend, voting rights or otherwise, with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the issue and allotment of Equity Shares and other securities through QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be subject to the following (hereinafter referred to as “**Eligible Securities**” within the meaning as contained in Regulation 171(a) of the SEBI ICDR Regulations):

- a) the allotment of Eligible Securities shall only be made to the eligible QIBs as defined in the SEBI ICDR Regulations;
- b) the Eligible Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- c) the allotment of the Eligible Securities or any combination thereof as may be decided by the Board and subject to applicable laws shall be completed within 365 (Three Hundred and Sixty-Five) days from the date of passing of this special resolution by the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- d) the Eligible Securities shall only be allotted as fully paid-up securities in dematerialized form;
- e) the Eligible Securities shall be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- f) the “relevant date” for the purpose of pricing of the Equity Shares, shall be the date of the meeting in which the Board decides to open the proposed QIP, in accordance with Regulation 171(b)(i) of SEBI ICDR Regulations;
- g) the “relevant date” for the purpose of Eligible Securities in a QIP which are convertible, shall be either

the date of the meeting at which the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as may be determined by the Board;

- h) no single allottee shall be allotted more than 50% (Fifty per Cent) of the size of a QIP or such other limit as may be permitted under applicable law and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under the same control shall be deemed to be a single allottee;
- i) the QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Chapter VI of the SEBI ICDR Regulations (the "**QIP Floor Price**"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations as may be applicable and provided that the Board may at its sole and absolute discretion and in consultation with the lead manager(s) and / or other advisor(s) appointed in relation to the QIP, offer a discount of not more than 5% (five per cent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations;
- j) the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of 1 (One) year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
- k) the unsubscribed portion of the QIP may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of applicable laws;
- l) the issue of Eligible Securities shall be, inter-alia, subject to appropriate adjustment in the number of shares, the price and/or the time period etc., in the event of any change in the equity capital structure of the Company consequent upon capitalization of profits (other than by way of dividend on shares), rights issue of equity shares, consolidation of its outstanding equity shares into smaller number of shares, or any capital or corporate re-organisation or restructuring etc. in accordance with the provisions of applicable laws;
- m) minimum of 10% (Ten Per Cent) of the Eligible Securities to be issued and allotted pursuant to Chapter VI of the SEBI ICDR Regulations shall be allotted to mutual fund(s) and if the mutual fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs; and
- n) the Company shall not undertake any subsequent qualified institutions placement until the expiry of 2 (Two) weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the QIP approved by way of this special resolution."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the regulatory authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, if required, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the "**Transaction Documents**") (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction

Documents (the "**Ancillary Documents**") as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds Rs. 100 crore (Rupees One Hundred Crore), the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations and applicable law."

**"RESOLVED FURTHER THAT** the issue and allotment of Securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder."

**"RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue."

**"RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue (including modify/alter any of the terms), including among other things, the date of opening and closing of the Issue (including the extension of such subscription period, as may be necessary or expedient), the class of investors to whom the Securities are to be issued, determination of the number and amount of Securities, form and manner of issue, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, timing of Issue, allotment of Securities, listing of securities at Stock Exchanges, estimated expenditure of QIP, and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to a committee of the Board, with powers to further delegate any of such powers to any of the director(s) and/or official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as the committee may deem

fit in its absolute discretion.”

“**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, and approval is granted to the Board to finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, monitoring agency, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/ or internationally recognised stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.”

“**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modifications to the terms of the Issue, as may be required or imposed by the SEBI/Stock Exchanges or other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing of the Securities and as agreed to by the Board.”

**By Order of the Board**  
For **Tantia Constructions Limited**

**Himangshu Kedia**  
**Company Secretary**  
**M. No.: ACS 25151**

Kolkata, 20<sup>th</sup> November 2024

**NOTES:**

- (a) The explanatory statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice ("**Notice**").
- (b) In accordance with the provisions of the Act and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 9/2023 dated 25<sup>th</sup> September 2023 and 09/2024 dated 19<sup>th</sup> September 2024 and as amended from time to time (collectively the "**MCA Circulars**"), the Notice is being sent in electronic form only by email to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**") and Registrar and Share Transfer Agent of the Company i.e. Maheshwari Datamatics Private Limited ("**RTA**") as on Friday, 22<sup>nd</sup> November 2024 ("**Cut-Off Date**") and who have or will register their email address with their Depository Participant(s) ("**DPs**") or with RTA in accordance with the process outlined in this Notice.
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
- (d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**SEBI Listing Regulations**"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, MCA Circulars, the Company is providing the remote e-voting facility to its Members. The Company has engaged the services of NSDL to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the "**remote e-voting**"). In accordance with the MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
- (e) Members may also note that the Postal Ballot Notice will also be available for download on the Company's website [www.tantiaconstructions.com](http://www.tantiaconstructions.com) and on the website of stock exchanges (where the shares of the Company are listed i.e. the BSE Limited and the National Stock Exchange of India Limited) and also on the website of the CDSL i.e. [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com).
- (f) The remote e-voting period commences on Friday, 29<sup>th</sup> November 2024 at 9:00 a.m. (IST) and ends on Saturday, 28<sup>th</sup> December 2024 at 5:00 p.m. (IST). The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
- (g) The Board of Directors of the Company has appointed Mr. Mohan Ram Goenka (Membership No. FCS 4515), Proprietor of M/s. MR & Associates, Practising Company Secretaries (C.P. No. 2551), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.
- (h) The Scrutinizer will submit his report to the Chairman/Managing Director & CEO/Company Secretary of the Company after completion of the scrutiny of the remote e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairman/ Managing Director & CEO/ Company Secretary of the Company on or before Monday, 30<sup>th</sup> December 2024 i.e. not later than 2 (Two) working days from the conclusion of remote e-voting at

the registered office of the Company.

- (i) The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website [www.tantiagroup.com](http://www.tantiagroup.com) and also on the website of NSDL at [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com) and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.
- (j) The Resolution, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e. Saturday, 28<sup>th</sup> December 2024.
- (k) Members seeking inspection of relevant documents referred to in this Notice and the Explanatory Statement under Section 102 of the Act may send an email to [cs@tantiagroup.com](mailto:cs@tantiagroup.com) from their registered e-mail addresses up to the last date of remote e-voting i.e. Thursday, 26<sup>th</sup> December 2024 mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THIS POSTAL BALLOT NOTICE**

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As required by Section 102 of the Companies Act, 2013, the following Statement sets out all material facts relating to the Special Business mentioned in the Notice of Postal Ballot.

ITEM NO. 1:

### **I. Particulars of the issuance of Securities**

In order to capitalize on the demand in areas relating to Company's businesses and to expand its market footprint domestically and globally, the Company has, in the recent past, announced expansion plans and further growth opportunities in its existing operations and continues to evaluate various avenues for expansion and growth.

Accordingly, as approved by the Board at their meeting held on November 20, 2024 and in order to fulfill the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of Equity Shares, and/or convertible securities (including warrants or otherwise), fully convertible debentures, partly convertible debentures, and/ or convertible preference shares or any security convertible into equity shares ("**Securities**"), for an aggregate number of upto **4,00,00,000 (Four Crore)** Equity Shares of face value of Re. 1/- (Rupee One only) each, through one or more permissible modes, including but not limited to, private placement, by way of a qualified institutions placement ("**QIP**"), follow on public offer or a combination thereof. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India ("**SEBI**"), BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, "**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities, as may be required in this regard, domestically or internationally.

**II. Objects of the Offering:** The Company shall utilize the proceeds from the Issue (after adjustment of fees, commissions and expenses related to the Issue) at various stages for the usage of one or more, or any combination of the following:

- (i) Towards organic and inorganic growth, strategic initiatives, expansion and development of the business of the Company.
- (ii) Investment/funding or acquisitions, thereof.
- (iii) Pre-payment and/or repayment of debt availed by the Company.
- (iv) Working Capital requirements of the Company.
- (v) capital expenditure;
- (vi) General corporate purposes and other purpose(s) as may be approved by the Board of the Company.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing involved in completion of the offering, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in rescheduling the proposed schedule for utilization of the net proceeds at the discretion of the Board, subject to compliance with applicable laws. The proposed/actual utilization/deployment of proceeds will be in the manner and as determined by the Board or its duly constituted committee at its discretion and in accordance with the applicable laws. The proceeds from the offering shall be deposited in appropriate money market instruments/debt mutual funds, deposits in scheduled commercial banks or in short term or long term debt or such other methods as per applicable laws and other instruments as per applicable law and

the Board approved policy, pending utilization thereof.

**III. Amount to be raised/ number of Securities to be Issued:**

The number of Securities to be issued, in one or more tranches, through any of the modes or combination thereof as mentioned in the resolution would not exceed 4,00,00,000 (Four Crore) Equity Shares/Securities in the aggregate.

**IV. Relevant Date**

In terms of the provisions of Regulation 171(b) of the SEBI ICDR Regulations the **relevant date** for the purpose of pricing of the Equity Shares to be issued shall be the date of the meeting in which the Board or any committee duly authorized by the Board, decides to open the Issue and the **relevant date** for the purpose of pricing of the convertible securities to be issued shall be the date of the meeting in which the Board or any committee duly authorized by the Board, decides to open the Issue or the date on which the holders of the eligible convertible securities are entitled to apply for the Equity Shares, as may be determined by the Board.

**V. Basis or Justification of Pricing**

The issue of Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, rules, regulations and guidelines.

The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the provisions of Regulation 176(1) of Chapter VI of the SEBI ICDR Regulations. Regulation 176(1) of the SEBI ICDR Regulations provides that the qualified institutions placement shall be made at a price not less than the average of the weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the relevant date. Provided that the Board may, in accordance with the applicable laws, offer a discount of not more than 5% (Five Per Cent) or such percentage as permitted under the applicable laws, on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. Since, the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board or its duly authorised committee to finalize the terms of issue of the Securities that may be issued to the qualified institutional buyers in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

Pursuant to the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the price at which a preferential issue of shares is made by a listed company is not required to be determined by a registered valuer.

**VI. Interest of Promoters, Directors and Key Managerial Personnel**

The Promoters, members of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP. No allotment shall be made, either directly or indirectly, to any Qualified Institutional Buyer who is a promoter of the Company, or any person related to promoters of the Company in terms of the SEBI ICDR Regulations.

**VII. Proposed time within which the allotment shall be completed**

The allotment of the Securities pursuant to the offering shall be completed within 365 (Three Hundred and Sixty Five) days from the date of this resolution or such other period as may be prescribed under the ICDR Regulations or other applicable laws from time to time.

## **VIII. Transferability**

In terms of the provisions of Regulation 178 of the SEBI ICDR Regulations, the eligible securities allotted under the Issue shall not be sold by the allottee(s) for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange.

## **IX. Undertakings**

- a. None of the directors or promoters of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations;
- b. the equity shares of the same class, which are proposed to be allotted under the Issue or pursuant to conversion or exchange of eligible securities, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of this notice to the shareholders for convening the meeting to pass the special resolution; and
- c. the Company shall not undertake any subsequent QIP until the expiry of 2 (two) weeks from the date of the QIP to be undertaken pursuant to this special resolution, or such other time as maybe prescribed in the SEBI ICDR Regulations or other applicable laws.
- d. In the event the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore only), in terms of Regulation 173A of the SEBI ICDR Regulations, the Company shall appoint a SEBI registered creditrating agency as the monitoring agency to monitor the use of the proceeds of the issue ("**Monitoring Agency**") till one hundred percent of the proceeds of the issue have been utilized.

## **X. Other Material Terms**

- a. the allotment of Securities shall only be made to the eligible Qualified Institutional Buyers as defined in the SEBI ICDR Regulations;
- b. no partly paid-up Securities shall be issued/allotted and all the Securities shall be issued in dematerialized form;
- c. all eligible securities issued through this qualified institutions placement shall be listed on the recognized stock exchange where the equity shares of the Company are listed;
- d. the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profit or reserves, or any such capital or corporate re-organisation or restructuring;
- e. no single allottee shall be allotted more than 50% (fifty per cent) of the proposed Issue and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and it is clarified that QIBs belonging to the same group or who are under the same control shall be deemed to be a single allottee;
- f. a minimum of 10% (ten per cent) of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the ICDR Regulations;
- g. the tenure of the convertible or exchangeable eligible securities shall not exceed 60 (sixty) months from the date of allotment;
- h. the schedule of the QIP will be as determined by the Board or its duly authorized committee;
- i. the detailed terms and conditions for the offer will be determined in consultation with the advisors, lead manager(s) and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements;
- j. The Company is yet to identify the investor(s) and decide the exact quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Securities that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company; and
- k. There would be no change in control pursuant to the said issue of Securities.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche/s, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board (including any duly authorized committee thereof) in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the

Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters, monitoring agency and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further equity shares, such further equity shares shall be offered to the existing shareholders of such company and to any persons other than the existing shareholders of the company, after seeking prior approval of the shareholders by way of a special resolution. Since the special resolution proposed in this notice may result in the issuance of equity shares of the Company to the existing shareholders of the Company and to persons other than the existing shareholders of the Company, approval of the shareholders of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its shareholders by way of a Special Resolution. Consent of the shareholders would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of the Securities.

The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment limits and relevant foreign exchange regulations, including the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ("**FEMA**") and rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them and hence the details of the proposed allottees, the percentage of their post-QIP shareholding, the shareholding pattern of the Company and other relevant details are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors and the quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable laws.

As the Issue may result in the issue of Equity Shares/ securities of the Company to investors who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations and SEBI ICDR Regulations.

None of the directors and key managerial personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board believes that the proposed QIP issue is in the best interest of the Company and therefore recommends the Special Resolution as set out in the accompanying notice for approval of the shareholders.

**By Order of the Board**  
**For Tantia Constructions Limited**

**Himangshu Kedia**  
**Company Secretary**  
**M. No.: A25151**

Kolkata, 20<sup>th</sup> November 2024

## **COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS**

1. The e-Voting period will commence from 9:00 a.m. (IST) on Friday, 29<sup>th</sup> November 2024 and end at 5:00 p.m. (IST) on Saturday, 28<sup>th</sup> December 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled thereafter.
2. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 22<sup>nd</sup> November 2024 ("**Cut-Off date**"), may cast their vote through remote e-voting.
3. Mr. Mohan Ram Goenka (Membership No FCS 4515), Proprietor of M/s. MR & Associates, Practicing Company Secretaries (C.P. No. 2551), has been appointed as the Scrutinizer to scrutinize the Postal Ballot process through remote e-voting in a fair and transparent manner.

### **E-VOTING PROCESS**

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SS – 2, as amended from time to time, the Company is pleased to provide remote e-Voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing remote e-Voting facility to all its members. The instructions for remote e-Voting are as under:

### **INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on from November 29, 2024 (9:00 AM IST) and ends on December 28, 2024, (05:00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date November 18, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/PoD2/CIR/P/2023/0155 dated November 11, 2024**, 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.
- (iii) 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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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 above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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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 <b>CDSL</b>	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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module
3. Now enter your User ID  
 For CDSL: 16 digits beneficiary ID,  
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID  
 Shareholders 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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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.</li> </ul>
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 Tanta Constructions Limited 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.



- It is Mandatory that, 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 mandatory 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) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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/RTA email id**.

For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.