



**IN THE DARKEST OF  
NIGHTS THE BRIGHTEST  
OF STARS SHINE**

ANNUAL REPORT 2019-20



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# 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

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## 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

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**

Place: Kolkata  
Date: 21.06.2021

Company Secretary  
(Membership No. ACS 33367)

#### 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 DEMATERIALISED 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.

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	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 & voting during the meeting.

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) 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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>

Dividend Bank Details	Bank	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)	Birth	● 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 Tania 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

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.

## 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

## Corporate Information

### MANAGEMENT TEAM

**Mr. Kshitiz Chhawchharia**

Resolution Professional

**Mr. Ishwari Prasad Tantia**

Chairman & Managing Director

**Mr. Rahul Tantia**

Director (Operations)

**COMPANY SECRETARY**

Mrs. Priti Todt

### ADVOCATES

S. K. Baid & Co.  
8, Old Post Office Street  
2nd floor, Kolkata - 700 001

### STATUTORY AUDITORS

M/s S Guha & Associates  
Chartered Accountants  
ICAI FRN-322493E  
CJ 19, Sector II, Salt lake City  
Kolkata - 700 091

### INTERNAL AUDITORS

M/s Konar Mustaphi & Associates

### REGISTRAR AND SHARE

#### TRANSFER AGENTS (RTA)

Maheshwari Datamatics Private Limited  
23, R.N. Mukherjee Road, 5th floor  
Kolkata - 700 001  
Phone : +913322435029/5809/  
2248- 2248  
Fax: +91 33 2248 4787  
E-mail: mdpl@cal.vsnl.net.in

### PRINCIPAL BANKERS

State Bank of India  
Allahabad Bank  
Andhra Bank  
Axis Bank Ltd  
IDBI Bank Ltd  
Oriental Bank of Commerce  
Punjab National Bank  
Indian Overseas Bank  
Phoenix Arc Private Limited

### REGISTERED & CORPORATE OFFICE

DD- 30, Sector-1, Salt Lake City  
Kolkata - 700 064  
Phone : +91 33 4019 0000  
Fax : +91 33 4019 0001  
E-mail: cs@tantiagroup.com

# Directors' Report

*Dear members*

The Monitoring Committee has pleasure in presenting the 55th Directors' Report of your Company, along with the Financial Statements, Statement of Profit and Loss and Statement of Cash Flow for the financial year ended March 31, 2020.

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.

Members may kindly note that this Monitoring Committee has not been in office for almost the entire period to which this report primarily pertains. During the CIR Process the RP was entrusted with the management of the affairs of your Company.

## FINANCIAL AND OPERATIONAL PERFORMANCE

The standalone and consolidated Financial Statements for the Financial Year ended March 31, 2020, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "Ind AS") as notified by the Ministry of Corporate Affairs.

Your Company's financial performance for the year ended March 31, 2020, is as summarized below:

### Financial Performance

The summarized standalone results of your Company are given in the table below:

(₹ in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year Ended March 31, 2020	Year Ended March 31, 2019	Year Ended March 31, 2020	Year Ended March 31, 2019
<b>Revenue from Operations (Net) and other income</b>	<b>17,696.00</b>	<b>25,221.00</b>	<b>17,697.00</b>	<b>25,334.00</b>
Profit/(loss) before Interest, Depreciation & Tax (EBITDA) before Exceptional Items	2,386.00	(9,586.00)	(1,540.00)	(12,821.00)
Finance Cost	472.00	5,351.00	474.00	5,352.00
Depreciation	583.00	657.00	608.00	817.00

(₹ in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year Ended March 31, 2020	Year Ended March 31, 2019	Year Ended March 31, 2020	Year Ended March 31, 2019
Profit Before Tax (PBT)	1,331.00	(15,594.00)	(2,622.00)	(18,990.00)
Exceptional Items	(20,149.00)	-	(33,472.00)	-
Provision for Tax	1,024.00	863.00	(1.00)	-
Profit After Tax (PAT)	20,456.00	(16,457.00)	30,833.00	(18,950.00)
Balance brought forward from previous year	-	-	-	-
Other Comprehensive Income (OCI)	21.00	(13.00)	21.00	(13.00)
<b>Total Comprehensive Income for the Year</b>	<b>20,477.00</b>	<b>(16,470.00)</b>	<b>30,854.00</b>	<b>(18,963.00)</b>
Profit available for Appropriations	20,477.00	(16,470.00)	30,854.00	(18,963.00)
Appropriations:				
Interim Equity Dividend	-	-	-	-
Proposed Final Equity Dividend	-	-	-	-
Tax on Equity Dividends	-	-	-	-
Previous Year Tax on Equity Dividends	-	-	-	-
General Reserve	-	1,415.00	-	1,415.00
<b>Balance carried to the next year's account</b>	<b>13,353.00</b>	<b>(7,124.00)</b>	<b>21,627.00</b>	<b>(9,227.00)</b>

\*Previous year figures have been regrouped/ rearranged wherever considered necessary.

During the year under review, based upon the Standalone Financial Statements, the revenue from operations and other income of your Company, the total income is ₹17,696 Lakhs. The Profit After Tax is ₹20,456 Lakhs (Previous Year- Loss of ₹16,457 Lakhs) due to exceptional items of ₹20,149 Lakhs which have arisen as a consequence of the implementation of the Approved Resolution Plan.

A Detailed Analysis of Financial Results is given in the "Management Discussion and Analysis Report", which forms an integral part of this Report.

#### DIVIDEND

There is no recommendation of dividend for the Financial Year ended March 31, 2020.

#### TRANSFER TO RESERVES

No amount is proposed to be transferred to General Reserves.

#### SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2020 stands at ₹40,00,00,000/- divided into 3,90,00,000 Equity Shares of ₹10/- each and 10,00,000 10.5% Cumulative Redeemable Preference Shares of ₹10/- each. The paid-up Equity Share Capital of your Company as on March 31, 2020 is ₹28,74,20,980/- divided into 2,87,42,098 Equity Shares of ₹10/- each, fully paid up.

During the year under review, there is no change in the Authorized Share Capital and Paid-Up Share Capital of your Company.

#### MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of your Company between the financial year ended March 31, 2020 and as at the date of signing of this report.

#### CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of your Company.

#### FINANCE AND ACCOUNTS

During the year under review, your Company has not availed any credit facilities.

As mandated by the Ministry of Corporate Affairs, the Financial Statements for the year ended March 31, 2020 have been prepared in accordance with the Ind AS, notified under Section 133 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, as amended from time to time. The estimates and judgments relating to the Financial Statements are made on a prudent basis so as to give a true and fair view of the state of affairs and profits and cash flows of your Company for the year ended March 31, 2020.

#### PUBLIC DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Companies Act, 2013 (hereinafter referred to as "the Act").

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, your Company has not made any investment and has not granted any loans, guarantee and/ or provided any security in accordance with the provisions stated in Section 186 of the Act. Details of Loans, Guarantees and Investments covered under the provisions of the said section have been disclosed in Note Nos. 5, 6, 13 & 42 of the notes to the Financial Statements.

#### CONSOLIDATED FINANCIAL STATEMENTS

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing

Regulations") and Section 129 of the Act read with Schedule III to the Act, the Consolidated Financial Statements of your Company for the financial year ended March 31, 2020 have been prepared in accordance with the relevant Ind AS issued by the Institute of Chartered Accountants of India and on the basis of the audited financial statements of your Company and the last Audited Financial Statements of your Company's subsidiaries, associate companies and Joint Ventures, as approved by their respective Board of Directors and Co-Venturers.

### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

During the year under review, employee relations at all sites remained cordial. Despite the exceptional challenges faced, the motivated workforce aided your Company in maintaining its operations.

### **RISK MANAGEMENT**

Your Company had, prior to the commencement of the CIR Process, implemented a Risk Management Policy, the effective implementation of which has been detailed in the enclosed Management Discussion & Analysis Report, which forms part of this Report.

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

During the year under review, your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

In accordance with the provisions stated in Section 177 of the Act and Rules framed thereunder read with Regulation 22 of the Listing Regulations, your Company has a vigil mechanism policy named Vigil Mechanism Policy (VMP) to deal with instances of fraud and mismanagement, if any. The details of the Vigil Mechanism Policy is explained in the Corporate Governance Report and also posted on the website of your Company at [www.tantiagroup.com](http://www.tantiagroup.com) Investor's Corner Policies Vigil Mechanism Policy.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Consolidated Financial Statements of your Company have been prepared, which forms part of this Annual Report. Further, a statement containing the salient features of the Financial Statement of your Company's subsidiaries, associates, joint ventures in the prescribed Form AOC-1 is annexed to the consolidated financial statement and forms part of this Report. The statement also provides the details of performance and financial positions of each of the subsidiaries, associates and joint ventures.

In accordance with Section 136 of the Act, the audited Financial Statements, including the consolidated Financial Statements and related information of your Company and its subsidiaries, are available on the website of your Company: <http://www.tantiagroup.com/annual-report.html>.

Your Company had, prior to the commencement of CIR Process, implemented a policy for determining material subsidiaries which is available on the Company's website at <http://www.tantiagroup.com/investor-corner/material-subsiary-policy.pdf>. In terms of the stated policy, none of the companies met the criteria of being treated as a material subsidiary during the period under review.

### **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

The Board consists of Two Directors during the year under review, comprising of Sri I.P. Tantia and Sri Rahul Tantia, Promoter Executive Directors of the Company. The details of the Companies in which they hold the membership/ chairmanships of Board Committees, as stipulated under SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Section of this Annual Report.

During the year under review, no new Directors have been appointed on the Board of your Company.

During the year under review, Mr. Ananda Mohan Maity and Mrs. Ishita Mukherjee, Independent, Non-Executive Directors of your Company resigned from their respective posts with effect from September 26th, 2019.

The Key Managerial Personnel of your Company during the Financial Year under review is Ms. Priti Todi-Company Secretary. During the year under review, there has been no change in the Key Managerial Personnel of your Company.

### **DETAILS OF BOARD MEETING**

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

In light of the above, no meeting of Board of Directors or Committee was held after the Commencement of CIR Process under IBC with effect from March 13, 2019. However, as the power of the Board of Directors of your Company stood suspended and were being exercised by the RP, he held meetings with the Directors for the adoption of Financial Result during the period under review.

### **COMMITTEES OF THE BOARD**

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

Your Company, prior to the commencement of the CIR Process, had an Audit Committee, a Nomination and Remuneration Committee, a Stakeholders' Relationship Committee and a Finance Committee, with a Code of Conduct for Principal Executive and Senior Financial Officers of your Company laid down by the Board and also posted on your Company's website: <http://www.tantiagroup.com/investor-corner.html>.

However, as the Board of your Company stands suspended after commencement of CIR Process, all the roles and responsibilities of the Board are being fulfilled by the Resolution Professional with effect from March 13, 2019. Therefore, no meetings of any of the Committees have been held during the year under review.

### **ANNUAL EVALUATION OF THE BOARD**

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

### **NOMINATION AND REMUNERATION POLICY**

Your Company, had prior to the commencement of the CIR process, a Remuneration Policy for Directors, Key Managerial Personnel and Senior Management Personnel aligning with the requirement of the Act and the Listing Regulations, the particulars of which are stated in the enclosed Corporate Governance Report and are also available on the Company's website at <http://www.tantiagroup.com/investor-corner.html>.

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Your Company had, prior to the commencement of CIR Process, implemented a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc., the details of which are explained in the Corporate Governance Report and are also available on the Company's website at <http://www.tantiagroup.com/investor-corner.html>.

### **DECLARATION BY INDEPENDENT DIRECTORS**

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

In light of the above, your Company has not received any declaration from the Independent Directors after initiation of CIR Process.

### **MANAGEMENT OPINION ON THE QUALIFICATIONS/ EMPHASIS OF MATTERS/ NOTES GIVEN BY AUDITORS IN THEIR STANDALONE AND CONSOLIDATED REPORTS**

Members' attention is invited to the observation made by the Auditors under "Emphasis of Matters" appearing in the Auditor's Reports.

- (a) Note 52 to the standalone Ind AS financial statement in respect of de-recognition of Operational and Financial Creditors in terms of Resolution Plan approved by the Hon'ble National Company Law Tribunal, Kolkata bench, vide their order dated 24th February, 2020 for the corporate insolvency of the Company, the consequential impact has been given in accordance with Approved Resolution Plan. In accordance with the same, the difference in amount of ₹1,01,554 lacs between the carrying amount of financial liabilities and consideration payable is recognised in the statement of profit and loss.

Further after thorough review concerning corresponding assets, the Company have found it justified to adjust and/or make provision against the current assets, which have also been disclosed under exceptional items amounting to ₹68,082 lacs.

- (b) We draw attention to Note 5 to the standalone Ind AS financial statement with respect to provision for diminution in value of investment amounting to ₹13,321 lacs against investment in Tantia Infrastructure Private Limited (hereinafter referred to as "TIPL") and ₹2 lacs in Tantia Raxaultollway Private Limited (hereinafter referred to as "TRPL") both being subsidiary company. TRPL being non-operational and in arbitration is expected to have adverse impact on the net worth of TIPL since the same has made substantial investment in TRPL. The provision has been disclosed in Note 52 to the standalone Ind AS financial statement as exceptional item.

### **Management Response to the emphasis on matters in Auditors Report**

A&B. As regards to emphasis of matters expressed by the Auditors in their Report with regards to Note nos. 52 & 5 of Standalone Financial Statement, attention is hereby drawn that Note nos. 52 and 5 of Standalone Financial Statement are self-explanatory and therefore do not call for any further comments.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Act, the erstwhile Resolution Professional hereby confirms that:

- (i) in the preparation of the annual accounts for the year ended March 31st, 2020, the applicable accounting standards have been followed and there has been no material departure;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31st, 2020 and of the profit for the year ended on that date;
- (iii) they have made proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis
- (v) they have laid down internal financial controls to be followed by the Company have been laid and such internal financial controls are adequate and are operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Your Company, prior to the commencement of the CIR Process, had an internal mechanism for the purpose of identification and monitoring of Related Party Transactions which is available on the Company's website, [www.tantiagroup.com/Investor's Corner/ Policies/ Related Party Transaction and Materiality Policy](http://www.tantiagroup.com/Investor's%20Corner/Policies/Related%20Party%20Transaction%20and%20Materiality%20Policy).

During the period under review, none of the transactions with related parties fall under the scope of Section 188(1) of the Companies Act, 2013. Information on Transactions with related parties pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of The Companies (Accounts) Rules, 2014 are given in Form AOC-2, annexed herewith as "Annexure IV", which forms part of this Report.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

The Hon'ble NCLT vide order dated February 24, 2020, approved the resolution plan submitted by a consortium of EDCL Infrastructure Limited and Upendra Singh Construction Private Limited for the Company under Section 31 of IBC. However, the copy of Order was received on 25 February, 2020.

#### **AUDITORS**

##### **Statutory Auditors**

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, M/s. S Guha & Associates (Firm Registration No: 322493E), Chartered Accountants, Kolkata, was appointed as the Statutory Auditors of the Company at the 54th AGM held on 26th September, 2019 for a consecutive period of 5 years till the conclusion of the 59th AGM of the Company. However, M/s. S Guha & Associates (Firm Registration No: 322493E), Chartered Accountants, Kolkata, has tendered their resignation as the Statutory Auditors of the Company, expressing their inability due to increase in scalability of operations of the Company resulting in a casual vacancy in the office of the Auditors of the Company with effect from 5th April, 2021 as per provisions of the Section 139(8) of the Companies Act, 2013.

In accordance with aforesaid provisions of the Act, the Monitoring Committee has recommended to the members for the appointment of M/s. J Jain & Co., Chartered Accountants, Kolkata, as the Statutory Auditors of the Company:

- a) to fill the casual vacancy caused by the resignation of M/s. S Guha & Associates, Chartered Accountants, Kolkata and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting; and
- b) 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, Kolkata, has confirmed their eligibility to act as the Statutory Auditors of the Company. M/s. S Guha & Associates, Chartered Accountants, Kolkata, have completed the Statutory Audit for period 2019-2020 and the same have been uploaded on the website of the Company and on the exchange website where the shares of the Company are listed. The observation made in the Auditors Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

The Auditor's Report forms an integral part of this Report.

#### **Cost Auditor**

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, as amended from time to time, M/s. S Chhaparia & Associates (FRN: 101591), Cost Accountants, Kolkata, were appointed as the Cost Auditors of your Company, to conduct the Cost Audit for the financial year ended March 31, 2020 and to submit Cost Audit Report in Form No. CRA-4.

#### **Secretarial Auditor**

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Members at its meeting held on 20th August, 2019 appointed M/s. M R & Associates, Practicing Company Secretaries, 46 B. B. Ganguly Street, Kolkata - 700012, as the Secretarial Auditor of the Company, to conduct the Secretarial Audit for the financial year ended March 31, 2020 and to submit Secretarial Audit Report in Form No. MR-3.

A copy of the Secretarial Audit Report received from M/s. M R & Associates in the prescribed Form No. MR-3 is annexed to this Report marked as "Annexure - II" and forms an integral part of this Report.

#### **CORPORATE GOVERNANCE REPORT**

As stipulated in Schedule V of Regulation 34(3) of the Listing Regulations, a separate section on Corporate Governance practices followed by your Company together with a certificate from the Company's Auditors confirming compliance of the said, has been enclosed herewith as "Annexure VIII." and forms an integral part of this Report.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, as amended from time to time, is annexed herewith as "Annexure- VI and forms an integral part of this Annual Report.

#### **EXTRACT OF ANNUAL RETURN**

As required under the Companies Act, 2013, the Annual Return is put up on the Company's website and can be accessed at <https://tantiagroup.com/disclosures/ANNUAL-RETURN-2019-2020.pdf> and Extracts of the Annual Return in Form MGT 9 for the FY 2019-20 can be accessed at <https://tantiagroup.com/disclosures/FORM-MGT-9-2019-2020.pdf>.

The details forming part of the extract of Annual Return in Form MGT-9 is also annexed herewith as "Annexure- I" and forms an integral part of this Annual Report.

#### **PARTICULARS ON REMUNERATION OF EMPLOYEES**

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subsequent amendments thereto, is annexed to this Report and marked as "Annexure- V a".

The statement containing particulars of top ten employees as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subsequent amendments thereto, is annexed to this Report and marked as "Annexure V b".

None of the Employees listed in the said Annexures is a relative of any Director of the Company.

#### **ENVIRONMENT**

Your Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

#### **DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company promotes a healthy and congenial working environment irrespective of gender, caste, creed or social class of the Employees and values every individual and is committed to protect the dignity and respect of every individual. Your Company has always endeavored for providing a better and safe environment free of sexual harassment at all its work places. During the year under review, no cases of sexual harassment against women employees were filed under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

During the year under review, your Company has transferred ₹97,417/- (Rupees Ninety Seven Thousand Four Hundred and Seventeen only) to the credit of the Investor Education and Protection Fund (IEPF) relating to unpaid dividend for the financial year ended March 31st, 2012.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Company complies with all applicable Secretarial Standard issued by the Institute of Company Secretaries of India (ICSI)

#### **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

As per the directive of Securities and Exchange Board of India, M/s. M R & Associates, Practising Company Secretaries, (CP No.: 2551), undertook the Reconciliation of Share Capital Audit on a quarterly basis and the reconciliation documents, for the year under review, have been duly uploaded on the website of the Stock Exchange.

#### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

A detailed review of operations, performance and future outlook of your Company is given as an Annexure VII, under the head "Management Discussion and Analysis Report" (MDA) and forms an integral part of this Report.

#### **OTHER DISCLOSURES/ REPORTING**

No disclosure or reporting is required in respect of the following items as there was no transaction on these items during the year under review.

- Issue of Equity Shares with differential rights as to Dividend, voting or otherwise
- Issue of Shares (including sweat equity shares) to Employees of the Company under any scheme
- None of the Directors including Managing Directors or Whole Time Directors of the Company received any remuneration or commission from any of the Company's subsidiaries
- No fraud has been reported by the Auditors to the Resolution Professional or the Monitoring Committee

#### **CAUTIONARY STATEMENT**

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

#### **ACKNOWLEDGEMENTS**

We wish to place on record our appreciation for the sincere services rendered by the Employees of your Company at all levels. We also wish to place on record our appreciation for the valuable co-operation and support received from the Government of India, various State Governments the Banks/ Financial Institutions and other stakeholders such as shareholders, customers and suppliers, among others. We also commend continuing commitment and dedication of the Employees at all levels, which has been critical for the Company's success. We look forward to their continued support in future.

For and on behalf of **Tantia Constructions Limited**

**Tarun Chaturvedi**

*(Member of the Monitoring Committee)*

**Kshitiz Chhawchharia**

*(Member of the Monitoring Committee)*

**Priti Todi**

*(Company Secretary)*

Date: 28.04.2021

Place: Kolkata

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2020

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L74210WB1964PLC026284
ii)	Registration Date	4/12/1964
iii)	Name of the Company	<b>TANTIA CONSTRUCTIONS LTD</b>
iv)	Category / Sub-Category of the Company	PUBLIC LIMITED COMPANY / LIMITED BY SHARES
v)	Address of the Registered office and contact details	DD 30, Sector I, Salt Lake City, Kolkata-700064 Ph: 033 40190000/40190001 Fax: 033 40190001 E-mail: cs@tantiagroup.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>MAHESHWARI DATAMATICS PRIVATE LIMITED</b> 23, R.N. MUKHERJEE ROAD, KOLKATA-700 001 PH: 033 22482248 E-mail: mdpl@cal.vsnl.net.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more to the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Construction of roads and railways	421	99.82
2	Manufacture of Ready –Mix and Dry-Mix Concrete and Mortars	Class: 2395 Group: 239	0.18

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1	NIGOLICE TRADING PRIVATE LIMITED DD 30, SECTOR 1, SALT LAKE CITY, KOLKATA-700064	U45201WB1991PTC053686	HOLDING COMPANY	53.09	2(46)
2	TANTIA INFRASTRUCTURE PRIVATE LIMITED DD 30, SECTOR 1, SALT LAKE CITY, KOLKATA-700064	U45201WB2006PTC110836	SUBSIDIARY COMPANY	100.00% in Equity Shares 25.42% in Preference Shares	2(87)
3	TANTIA SANJAULIPARKINGS PRIVATE LIMITED DD 30, SECTOR 1, SALT LAKE CITY, KOLKATA-700064	U70109WB2010PTC155717	ASSOCIATE	34.84% in Equity Shares 83.18% in Preference Shares	2(6)
4	TANTIA RAXAULTOLLWAY PRIVATE LIMITED DD 30, SECTOR 1, SALT LAKE CITY, KOLKATA-700064	U70109WB2011PTC157230	WHOLLY-OWNED SUBSIDIARY OF TANTIA INFRASTRUCTURE PRIVATE LIMITED, AS REFERRED IN SL. NO. 2 ABOVE	0.34% in Equity Shares	2(87)

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)

##### i) Category-wise Shareholding

(₹ in Lakhs)

Category of	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/ HUF	16,29,186	28,93,149	45,22,335	15.7,342	16,29,186	28,93,149	45,22,335	15.7342	-
(b) Central Govt	0	0	0	-	0				
(c) State Govt (s)	0	0	0	-	0				
(d) Bodies Corp.	93,99,312	70,25,883	1,64,25,195	57.1,468	93,99,312	70,25,883	1,64,25,195	57.1468	-
(e) Banks / FI									
(f) Any Other...	0	0	0	-	0	0	0	-	-
<b>Sub-total(A)(1):-</b>	<b>1,10,28,498</b>	<b>99,19,032</b>	<b>2,09,47,530</b>	<b>72.8,810</b>	<b>1,10,28,498</b>	<b>99,19,032</b>	<b>2,09,47,530</b>	<b>72.8810</b>	
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	-	0	0	0	-	-
b) Other – Individuals	0	0	0	-	0	0	0	-	-
c) Bodies Corp	0	0	0	-	0	0	0	-	-
d) Banks / FI	0	0	0	-	0	0	0	-	-
e) Any Other...	0	0	0	-	0	0	0	-	-
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>1,10,28,498</b>	<b>99,19,032</b>	<b>2,09,47,530</b>	<b>72.8,810</b>	<b>1,10,28,498</b>	<b>99,19,032</b>	<b>2,09,47,530</b>	<b>72.8810</b>	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual	0	0	0	-	0	0	0	-	-
<b>Funds</b>									
b) Banks / FI	3,32,682	0	3,32,682	1.1,575	3,32,682	0	3,32,682	1.1575	-
c) Central Govt	0	0	0	-	0	0	0	-	-
d) State Govt(s)	0	0	0	-	0	0	0	-	-
e) Venture Capital Funds	0	0	0	-	0	0	0	-	-
f) Insurance	0	0	0	-	0	0	0	-	-
<b>Companies</b>									
g) FIIs	0	0	0	-	0	0	0	-	-
h) Foreign Venture Capital Funds	0	0	0	-	0	0	0	-	-
i) Others (specify)	0	0	0	-	0	0	0	-	-
Qualified Foreign Investors	0	0	0	-	0	0	0	-	-
<b>Sub-total</b>	<b>3,32,682</b>	<b>0</b>	<b>3,32,682</b>	<b>1.1,575</b>	<b>3,32,682</b>	<b>0</b>	<b>3,32,682</b>	<b>1.1575</b>	<b>-</b>
<b>2. Non- Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	9,27,102	0	9,27,102	3.2,256	8,91,703	0	8,91,703	3.1024	(0.12)
ii) Overseas	0	0	0	-					-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹2 Lakh	44,15,746	12,659	44,28,405	15.4,074	43,98,175	12,659	44,10,834	15.35	(0.061)
ii) Individual shareholders holding nominal share capital in excess of ₹2 lakh	18,66,840	0	18,66,840	6.4,951	19,67,789	0	19,67,789	6.846	0.351

Category of	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
NBFCs registered with RBI	2,933	0	2,933	0.0,102	-	-	-	-	(0.0021)
<b>c) Others (specify)</b>									
(i) Trusts	0	0	0	0	0	0	0	0	-
(ii) Clearing Member	57,052	0	57,052	0.1,985	5,325	0	5,325	0.0,185	(0.18)
(iii) Non Resident Individual	1,69,728	0	1,69,728	0.5,905	1,76,409	0	1,76,409	0.6,138	(0.0233)
(iv) Domestic Corporate unclaimed share account	-	-	-	-	-	-	-	-	-
(v) Investor Education and Protection Fund Authority	9,826	0	9,826	0.0,342	9,826	0	9,826	0.0,342	-
<b>Sub-total (B)(2):-</b>	<b>74,49,227</b>	<b>12,659</b>	<b>74,61,886</b>	<b>25.9,615</b>	<b>74,49,227</b>	<b>12,659</b>	<b>74,61,886</b>	<b>25.9,615</b>	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>77,81,909</b>	<b>12,659</b>	<b>77,94,568</b>	<b>27.119</b>	<b>77,81,809</b>	<b>12,659</b>	<b>77,94,568</b>	<b>27.119</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
<b>Grand Total</b>	<b>1,88,10,407</b>	<b>99,31,691</b>	<b>2,87,42,098</b>	<b>100</b>	<b>1,88,10,407</b>	<b>99,31,691</b>	<b>2,87,42,098</b>	<b>100</b>	<b>-</b>

#### ii) Shareholding of Promoters

(₹ in Lakhs)

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Ishwari Prasad Tantia	9,48,976	3.3017	100	9,48,976	3.3017	100	0
Rahul Tantia	35,73,359	12.4325	19.04	35,73,359	12.4325	19.04	0
Nigolice Trading Pvt Ltd	1,52,59,689	53.0918	53.96	1,52,59,689	53.0918	53.96	0
Tantia Financial Services Ltd	11,65,506	4.0550	100	11,65,506	4.0550	100	0
<b>Total</b>	<b>2,09,47,530</b>	<b>72.88</b>	<b>68.25</b>	<b>2,09,47,530</b>	<b>72.88</b>	<b>68.25</b>	<b>0</b>

#### iii) Change in Promoters' Shareholding (please specify, if there is no change)

(₹ in Lakhs)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
At the beginning of the year	2,09,47,530	72.88	2,09,47,530	72.88
At the end of the year	2,09,47,530	72.88	2,09,47,530	72.88

There was no change in the share holding of the promoters during the year 2019-2020

#### iv) Shareholding Pattern of top-ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

(₹ in Lakhs)

Sl. No.	For Each of the Top-10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>1</b>	<b>United India Insurance Company Limited</b>				
	At the beginning of the year	3,32,682	1.1575		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year			3,32,682	1.16

Sl. No.	For Each of the Top-10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>2</b>	<b>Kamal Visaria</b>				
	At the beginning of the year	36,761	0.1279		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year			36,761	0.1279
<b>3</b>	<b>Hamilton Technologies (I) Pvt Ltd</b>				
	At the beginning of the year	3,50,000	1.22		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year	3,50,000	1.22	3,50,000	1.22
<b>4</b>	<b>MC Jain Infoservices Private Ltd#</b>				
	At the beginning of the year	1,47,500	0.51		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	05/04/2019- Transfer	(1,47,500)	0.51		
	At the end of the year	0	0	0	0
<b>5</b>	<b>MC Jain Info services Private Ltd*</b>				
	At the beginning of the year	0	0		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	05/04/2019- Transfer	1,47,500	0.51		
	At the end of the year			1,47,500	0.51
<b>6</b>	<b>Appollance Agencies Pvt Ltd*</b>				
	At the beginning of the year	1,00,000	0.35		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year			1,00,000	0.35
<b>7</b>	<b>Darpana S Mehta</b>				
	At the beginning of the year	30,500	0.1061		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year			30,500	0.1061
<b>8</b>	<b>Shoshanna Mercantiles Private Limited #</b>				
	At the beginning of the year	1,00,000	0.3479		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year			1,00,000	0.3479
<b>9</b>	<b>Neeta Jatin Jhaveri</b>				
	At the beginning of the year	2,32,144	0.81		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	31/03/2020- Transfer	2,32,144	0.81		
	At the end of the year		-	0	0

Sl. No.	For Each of the Top-10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>10</b>	<b>Anand Shaktikumar Sancheti#</b>				
	At the beginning of the year	2,13,209	0.74		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	31/03/2020- Transfer	2,13,209	0.74		
	At the end of the year			0	0
<b>11</b>	<b>Ajay Shaktikumar Sancheti#</b>				
	At the beginning of the year	2,13,210	0.74		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	31/03/2020- Transfer	2,13,210	0.74	0	0
	At the end of the year			0	0
<b>12</b>	<b>Vinod Dugar</b>				
	At the beginning of the year	2,00,000	0.70		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	31/03/2020- Transfer	(2,00,000)	0.70	0	0
	At the end of the year			0	0
<b>13</b>	<b>Deepak Anant Kharkar</b>				
	At the beginning of the year	45,662	0.1589		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year			45,662	0.1589
<b>14</b>	<b>Dineshbhai Hirjibhai Balar</b>				
	At the beginning of the year	43,198	0.15		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	05/04/2019 - Transfer	2,000	0.0070		
	12/04/2019 - Transfer	1,900	0.0066		
	19/04/2019 - Transfer	2,000	0.0070		
	26/04/2019 - Transfer	500	0.0017		
	24/05/2019 - Transfer	480	0.0017		
	28/06/2019 - Transfer	4,000	0.0139		
	13/09/2019 - Transfer	65	0.0002		
	18/10/2019 - Transfer	3,000	0.0104		
	01/11/2019 - Transfer	98	0.0003		
	08/11/2019 - Transfer	856	0.0030		
	15/11/2019 - Transfer	1,202	0.0042		
	At the end of the year			59,299	0.2063
<b>15</b>	<b>Sumedha Sharma</b>				
	At the beginning of the year	52,782	0.1836		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	NO CHANGE				
	At the end of the year			52,782	0.1836

Sl. No.	For Each of the Top-10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>16</b>	<b>Paramveer Abhay Sancheti#</b>				
	At the beginning of the year	1,42,140	0.49		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	31/03/2020 - Transfer	1,42,140	0.49		
	At the end of the year			0	0
<b>17</b>	<b>Akshay Abhay Sancheti</b>				
	At the beginning of the year	1,42,139	0.49		
	Date wise increase(+)/decrease(-) with reasons, during the year:				
	31/03/2020 - Transfer	1,42,139	0.49		
	At the end of the year			0	0

\* Not in the list of Top 10 shareholders as on 01/04/2019 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2020.

# Ceased to be in the list of Top 10 shareholders as on 31/03/2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2019.

#### v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>I. P. Tantia, Chairman &amp; Managing Director</b>				
At the beginning of the year	9,48,976	3.30		
Date wise Increase / Decrease in Share holding during the year	No Change During The Year			
At the End of the year			9,48,976	3.30
<b>R. Tantia, Executive Director</b>				
At the beginning of the year	35,73,359	12.43		
Date wise Increase / Decrease in Share holding during the year	No Change During The Year			
At the End of the year			35,73,359	12.43

Other than Mr. I.P. Tantia and Mr. Rahul Tantia, no other Directors and Key Managerial Personnel held any share(s) in the Company either at the beginning of the financial year, during the financial year or as at the end of the financial year 2019-2020. Mr. Ananda Mohan Maity and Mrs. Ishita Mukherjee, Independent non-executive directors of the Company resigned from their post w.e.f. 26th September, 2019.

Note: The shareholdings, as indicated above, are based on disclosures received from Directors and KMP

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	76,536	3,846	0	80,382
ii) Interest due but not paid	9,516	0	0	9,516
iii) Interest accrued but not due	0	0	0	0
<b>Total (i + ii + iii)</b>	<b>86,052</b>	<b>3,846</b>	<b>0</b>	<b>89,898</b>
Change in Indebtedness during the financial year				
i) Addition	0	0	0	0
ii) Reduction	79,390	3,813	0	83,203

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Net Change	(79,390)	(3,813)	0	(83,203)
In debtdness at the end of the financial year				
i) Principal Amount	6,662	33	0	6,695
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i + ii + iii)</b>	<b>6,662</b>	<b>33</b>	<b>0</b>	<b>6,695</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager: NIL**

**B. Remuneration to other directors: NIL**

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Priti Todi (Company Secretary)	Total
1.	Gross salary	4,80,000	4,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, please specify	-	-
	<b>Total (A)</b>	<b>4,80,000</b>	<b>4,80,000</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCE: NONE

For and on behalf of **Tantia Constructions Limited**

**Tarun Chaturvedi**  
(Member of the Monitoring Committee)

**Kshitiz Chhawchharia**  
(Member of the Monitoring Committee)

Date: 28.04.2021

Place: Kolkata

**Priti Todi**  
(Company Secretary)

## Form No. MR-3

**SECRETARIAL AUDIT REPORT**

for the financial year ended on 31.03.2020

Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**TANTIA CONSTRUCTION LTD.**  
**BLOCK DD 30 SECTOR 1 SALT LAKE CITY**  
**7TH FLOOR KOLKATA – 700064**  
**West Bengal**

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TANTIA CONSTRUCTIONS LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:
  - i) The Companies Act, 2013 (the Act) amendments thereof and the rules made thereunder;
  - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 and other applicable regulations /guidelines/ circulars as may be issued by SEBI from time to time.

**I further report that, there were no actions/ events in pursuance of:**

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (e) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

We further report that having regard to the compliance system prevailing in the Company, we have relied upon the representation made by the Management, for compliance with the specific applicable laws like:

- (a) Building and Other Construction Workers (Regulation of Employment and Condition of Services) Act, 1996
- (b) West Bengal Shops & Establishment Act, 1963.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and to the extent amended and notified from time to time.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Since the National Company Law Tribunal, Kolkata bench has ordered the commencement of a corporate insolvency resolution process (CIRP) in respect of the Company on 13th March, 2019, the powers of the board of directors has been suspended, therefore there are some irregularities regarding

the compliance of the provisions of the law. Further, in terms of the Regulation 15(2A) and (2B) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, some of the specified provisions regarding Board and committees shall not be applicable during the Insolvency Process Period and shall be fulfilled by the Resolution Professional as amended vide the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except:

- a. The Company is left with filing of few forms as per the provisions of the Companies Act 2013.
- b. The Company has partially complied with the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- c. The Company has partially complied with applicable Secretarial Standards.
- d. The Company has partially complied with the provisions of the Companies Act, 2013.

**We further report that**

The Board of Directors of the Company has not constituted the board with proper balance of Executive Directors, Non-Executive Directors. Further there are no independent director and woman director in its board exceeding the specified time limit as per Section 149 and Schedule IV of the companies act, 2013. The changes in the composition of Board of Directors that took place during the period under review were not carried out in compliance with the provisions of the Act. Filing of Form DIR-12 for resignation of Mr. Anand Mohan

Maity is not done as the limit of director is falling down the statutory limit of three directors for a public company according to Section 149(1) of the Companies Act, 2013, due to some technical issues as explained by the management. However, the company is exempted regarding provisions of the Board and committees under Regulation 17 to Regulation 21 of SEBI (LODR) pursuant to SEBI amendment on 31.05.2018 due to Insolvency and Bankruptcy Code 2016, as CIRP Process started on 13.03.2019 and completed on 24.02.2020. The Resolution plan is still under the implementation stage under the Monitoring Committee.

The National Company Law Tribunal, Kolkata bench has ordered the commencement of a corporate insolvency resolution process (CIRP) in respect of the Company on 13th March, 2019 thereby suspending the power of the Board, Therefore the provisions of issue of notice and agenda for the Board meeting and related activities are not applicable to the company.

**We further report that** during the audit period the Company there were no specific event/ actions having major bearing on Company's affairs in pursuance of above laws, rules, regulations, guidelines, standards, etc. other than the continuation of CIRP Process which started on 13.03.2019 and completed on 24.02.2020.

This Report is to be read with our letter of even date which is annexed "Annexure A" and forms an Integral Part of this Report.

For **M R & Associates**  
Company Secretaries

**[S. Sinha]**  
Partner

Place : Kolkata  
Date : 28.04.2021

C P No.: 5603  
UDIN: A008543C000284467

**Note:** The Audit was conducted on an annual basis and all the audit documents were obtained from the Company electronically. The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a 21-day lockdown which was further extended to contain the spread of the virus and further in view of the situation emerging out of the outbreak of second wave of COVID-19 Pandemic since March 2021, physical documents, records & other papers of the Company for the year ended March 31st, 2020 required by us for our examination were obtained from the Company through electronic Mode only and verified to the extent possible.

Annexure - A

**(TO THE SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020)**

**To,  
The Members,  
TANTIA CONSTRUCTIONS LTD.  
BLOCK DD 30 SECTOR 1 SALT LAKE CITY  
7TH FLOOR KOLKATA – 700064**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MR & Associates**  
Company Secretaries

**[S Sinha]**  
Partner

Place : Kolkata  
Date : 28.04.2021

C P No.:5603  
UDIN: A008543C000284467

Note: The Audit was conducted on an annual basis and all the audit documents were obtained from the Company electronically. The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a 21-day lockdown which was further extended to contain the spread of the virus and further in view of the situation emerging out of the outbreak of second wave of COVID-19 Pandemic since March 2021, physical documents, records & other papers of the Company for the year ended March 31st, 2020 required by us for our examination were obtained from the Company through electronic Mode only and verified to the extent possible.

**Form AOC 1**  
(Pursuant to first proviso to sub-section (3) of Section 129  
read with Rule 5 of Companies (Accounts) Rules, 2014)

**Part A: "Subsidiaries"**

**Statement containing salient features of financial statement of Subsidiaries/Associate companies/Joint Ventures**

Particulars	1	2	3
<b>Name of the subsidiary</b>	<b>Tantia Sanjauliparkings Private Limited</b>	<b>Tantia Infrastructure Private Limited</b>	<b>Tantia Raxaultollway Private Limited</b>
<b>Reporting period for the subsidiary concerned, if different from holding company's reporting period</b>	31/03/2020	31/03/2020	31/03/2019
<b>Reporting currency and Exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries</b>	INR	INR	INR
<b>Share Capital</b>	2,87,00,000.00	1,00,00,000.00	5,09,20,000.00
<b>Reserves &amp; Surplus</b>	4,09,19,854.00	(65,60,52,383.00)	2,46,60,43,064.00
<b>Total Assets</b>	29,98,10,648.00	1,73,55,25,945.00	5,47,98,08,601.00
<b>Total Liabilities</b>	23,01,90,794.00	2,38,15,78,329.00	2,96,28,45,537.00
<b>Investments</b>	-	1,11,11,38,540.00	-
<b>Turnover</b>	1,37,48,118.00	-	-
<b>Profit before taxation</b>	(54,94,724.00)	(39,52,43,745.00)	-
<b>Provision for taxation</b>	-	-	-
<b>Profit after taxation</b>	(51,83,140.00)	(29,27,76,047.00)	-
<b>Proposed Dividend</b>	-	-	-
<b>% of shareholding</b>	34.84% in Equity Share Capital of the Company; 83.18% in Preference Share Capital of the Company	100% in Equity Share Capital of the Company	0.34% is held in Equity Share Capital of the Company by TCL; 99.32% is held in the Equity Shares of the Company by TIPL

**Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Particulars	1	2	3	4
<b>Name of Associates/Joint Ventures</b>	<b>RBM-TANTIA (JV)</b>	<b>JMC-TANTIA (JV)</b>	<b>TANTIA-DBC (JV)</b>	<b>TANTIA-SIMPLEX (JV)</b>
<b>1. Latest audited Balance Sheet Date</b>	31/03/2018	31/03/2020	31/03/2020	31/03/2020
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.
No. of Shares held	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Amount of Investment in Associates/Joint Venture (In Lacs)	101	6.40	0.15	0.071
Extent of Holding %	99.99%	50%	75%	88.43%
<b>3. Description how there is significant influence</b>	Joint Venture	Joint Venture	Joint Venture	Joint Venture

Particulars	1	2	3	4
Name of Associates/Joint Ventures	RBM-TANTIA (JV)	JMC-TANTIA (JV)	TANTIA-DBC (JV)	TANTIA-SIMPLEX (JV)
<b>4. Reason why the associate/joint venture is not consolidated</b>	Not Consolidated as the interest in the entity was acquired and held exclusively with a view to its subsequent disposal in the near future. Hence the same was not considered for Consolidation purpose.	Consolidated	Consolidated	Consolidated
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet (In Lacs)</b>	-	10.17	0.15	0.071
<b>6. Profit/Loss for the year (In Lacs)</b>	-	(0.0301)	-	-
Considered in Consolidation	-	(0.0100)	-	-
Not considered in consolidation	-	(0.0100)	-	-

Particulars	5	6	7	8
Name of Associates/Joint Ventures	TANTIA- BSBK (JV)	IVRCL-TANTIA (JV)	TANTIA-FREYSSINET GILCON (JV)	TANTIA-TBL (JV)
<b>1. Latest audited Balance Sheet Date</b>	31/03/2020	31/03/2020	31/03/2019	31/03/2020
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.
No. of Shares held	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Amount of Investment in Associates/Joint Venture (In Lacs)	0.1293	2.33	7.92	0.24
Extent of Holding %	50%	50%	50%	50%
<b>3. Description how there is significant influence</b>	Joint Venture	Joint Venture	Joint Venture	Joint Venture
<b>4. Reason why the associate/joint venture is not consolidated</b>	Consolidated	Consolidated	Not Consolidated as the interest in the entity was acquired and held exclusively with a view to its subsequent disposal in the near future. Hence the same was not considered for Consolidation purpose.	Consolidated
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet (In Lacs)</b>	0.1293	3.93	-	0.24
<b>6. Profit/Loss for the year (In Lacs)</b>	-	(0.0295)	-	(0.0006)
Not considered in consolidation (In Lacs)	-	-	-	-

Particulars	9	10	11	12
Name of Associates/Joint Ventures	TANTIA-SPML (JV)	TANTIA-GONDWANA (JV)	TANTIA-CCIL (JV)	TANTIA-SEC (JV)
<b>1. Latest audited Balance Sheet Date</b>	31/03/2020	31/03/2020	31/03/2020	31/03/2018
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.
No. of Shares held	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Amount of Investment in Associates/Joint Venture (In Lacs)	2.98	40.72	15.13	48
Extent of Holding%	50%	99.80%	74%	52%
<b>3. Description how there is significant influence</b>	Joint Venture	Joint Venture	Joint Venture	Joint Venture
<b>4. Reason why the associate/joint venture is not consolidated</b>	Consolidated	Consolidated	Consolidated	Not Consolidated as the interest in the entity was acquired and held exclusively with a view to its subsequent disposal in the near future. Hence the same was not considered for Consolidation purpose
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet (In Lacs)</b>	2.98	40.72	15.13	-
<b>6. Profit/Loss for the year (In Lacs)</b>	-	(5.77)	-	-
Considered in Consolidation	-	(5.77)	-	-
Not considered in consolidation	-	-	-	-

Particulars	13	14	15	16	17	18
Name of Associates/Joint Ventures	TCL-UTM (JV)	TANTIA-PREMCO (JV)	TANTIA-MPPL (WILO) (JV)	TANTIA-NMTPL (JV)	TANTIA-SOMA(JV)	TANTIA-EDCL (JV)
<b>1. Latest audited Balance Sheet Date</b>	31/03/2018	31/03/2018	31/03/2018	31/03/2020	31/03/2020	31/03/2018
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.	Our Company's joint venture is not in form of company, thus it does not have any kind of shares.
No. of Shares held	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Amount of Investment in Associates/Joint Venture (In Lacs)	-	(2.29)	126.66	1.82	0.50	-
Extent of Holding %	60%	51%	95%	99.20%	50%	51%

Particulars	13	14	15	16	17	18
Name of Associates/ Joint Ventures	TCL-UTM (JV)	TANTIA-PRESCO (JV)	TANTIA-MPPL (WILO) (JV)	TANTIA-NMTPL (JV)	TANTIA-SOMA(JV)	TANTIA-EDCL (JV)
<b>3. Description how there is significant influence</b>	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture
<b>4. Reason why the associate/joint venture is not consolidated</b>	Not Consolidated as the interest in the entity was acquired and held exclusively with a view to its subsequent disposal in the near future. Hence the same was not considered for Consolidation purpose.	Not Consolidated as the interest in the entity was acquired and held exclusively with a view to its subsequent disposal in the near future. Hence the same was not considered for Consolidation purpose.	Not Consolidated as the interest in the entity was acquired and held exclusively with a view to its subsequent disposal in the near future. Hence the same was not considered for Consolidation purpose.	Consolidated	Consolidated	Not Consolidated as the interest in the entity was acquired and held exclusively with a view to its subsequent disposal in the near future. Hence the same was not considered for Consolidation purpose.
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet (In Lacs)</b>	-	-	-	1.82	0.49	-
<b>6. Profit/Loss for the year (In Lacs)</b>	-	-	-	-	(0.0006)	-
Considered in Consolidation	-	-	-	-	(0.0006)	-
Not considered in consolidation	-	-	-	-	-	-

# The Company has not received the Balance Sheet for some of the JVs whose Accounts are audited latest as mentioned above.

For and on behalf of **Tantia Constructions Limited**

**Tarun Chaturvedi**  
(Member of the Monitoring Committee)

**Kshitiz Chhawchharia**  
(Member of the Monitoring Committee)

Date: 28.04.2021  
Place: Kolkata

**Priti Todi**  
(Company Secretary)

**Form AOC - 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013  
and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

Tantia Constructions Limited has not entered in to any contract/arrangement/ transaction with its related parties which is not in ordinary course of business or at arm's length during the year ended March 31, 2020. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 and the corresponding Rules.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts/arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements outran sections including the value, if any: Not Applicable
- (e) Justification for entering in to such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts/arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements outran sections including the value, if any: Not Applicable
- (e) Date(s) of approval by the Board, if any: Not Applicable
- (f) Amount paid as advances, if any: Not Applicable

The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for purpose of section 188(1) of the Act.

For and On and behalf of **Tantia Constructions Limited**

Date: 28.04.2021  
Place: Kolkata

**Tarun Chaturvedi**  
(Member of the  
Monitoring Committee)

**Kshitiz Chhawchharia**  
(Member of the  
Monitoring Committee)

**Priti Todi**  
(Company Secretary)

### Particulars of Employees

- a) Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- i) The ratio of remuneration of each director to the median remuneration of the employees of the company during the financial year 2019-20 will not be applicable since no directors were paid any remuneration during the period under review. However, the median remuneration of the Company Secretary of the Company is as under:

Name of Directors & Key managerial Personnel*	Designation	Ratio of Remuneration to Median Remuneration of all employees	Increase /(Decrease) in remuneration over last year %
Mr. I. P. Tantia	Chairman & Managing Director	N.A	-
Mr. R. Tantia	Whole Time Director	N.A	-
Mr. Ananda Mohan Maity	Independent, Non-Executive Director	N.A	-
Mrs. Ishita Mukherjee	Independent, Non-Executive Director	N.A	-
Mrs. P. Todi	Company Secretary	2.28:1	-

\* Mr. Ananda Mohan Maity, Mrs. Ishita Mukherjee resigned from the post of Independent, Non-Executive Director of the Company w.e.f. 26th September, 2019

- i) **The percentage increase in remuneration of each Director, CFO, CEO, Company Secretary or Manager, if any** – There was no increase in remuneration of the Company Secretary of the Company.
- ii) **The percentage increase in median remuneration of the employees in the financial year**- There was a decrease in the median remuneration of the employees to 4.35% during the year.
- iii) **The number of permanent employees on the rolls of the company**- The number of employees as on 31st March, 2020 was 191.  
**Compared to the previous year 2018-19, the figures of the current year 2019-20 reflect that:**  
 Gross Turnover has decreased to 29.84% and this year there was a profit before taxation amounting to ₹21,480/- lakhs as compared to loss before taxation amounting to ₹15,594/- lakhs in the previous year
- iv) **Key parameters for any variable component of remuneration availed by the directors**- The Directors are not in receipt of any variable component of remuneration.
- v) **The ratio of remuneration of highest paid director to that of the employees who are not directors but receive remuneration in excess of highest paid director during the year**- This shall not be applicable since no directors were paid any remuneration during the period under review.
- vi) **Affirmation that the remuneration is as per remuneration policy of the company**- The remuneration of the Key Managerial Personnel and other employees is in accordance with the Remuneration Policy of the Company provided as annexure to the 'Directors' Report' which forms a part of the Report and Accounts.

**Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

During the year under review there were no employees who were in receipt of remuneration aggregating ₹1,02,00,000/- or more for the year or ₹8,50,000/- or more per month for the part of the year. The statement showing the list of top ten employees and their remuneration as on 31st March, 2020.

Sl. No.	Name	Designation	Remuneration Received (per month) (₹ In Lacs)	Qualification	Date of Appointment	Age (in years)	the last employment held by such employee before joining the Company	the percentage of equity shares held by the employees in the Company within meaning of clause (III) of sub rule (2) above	Whether such employee is a relative of any other director or manager of the company
1	Banwari Lal Ajitsaria	Sr. Vice President	4,00,000/-	B. Com.	15th March, 1975	66	N.A.	N.A.	N.A.
2	Bindeswari Prasad Singh	G.M (Projects)	1,50,000/-	B.E (Civil)	1st April, 2006	55	Hindustan Constructions Limited	N.A.	N.A.
3	A Suresh Kumar	Senior Project Manager	1,15,000/-	BE (Civil), M.B.A (System & Marketing)	15th July, 2004	39	N.A.	N.A.	N.A.
4	Sudip Kumar Sarkar	DGM- Project	1,10,000/-	BE (Civil), M.B.A (System & Marketing)	2nd December, 1996	50	Development Consultants Limited	N.A.	N.A.
5	Tanmay Agarwal	Vice President (Commercial)	1,00,000/-	B.Com	1st April, 2013	40	N.A.	N.A.	N.A.
6	Prahalad Rai Sharma	G.M (Projects)	89,130/-	B.Com	23rd June, 1978	63	N.A.	N.A.	N.A.
7	Alok Narayan Singh	Project Manager	88,000/-	B.Com	3rd July, 1991	50	N.A.	N.A.	N.A.
8	Pradip Agarwala	Manager (Taxation)	84,000/-	B.Com	13th August, 1996	44	N.A.	N.A.	N.A.
9	Ashok Mohan Choudhury	Asst. General Manager	75,000/-	B.Com	1ST August, 1991	66	N.A.	N.A.	N.A.
10	Rafiqui Islam	Dy. GM (Projects)	73,000/-	B.Com	1ST August, 2010	56	N.A.	N.A.	N.A.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

**A. CONSERVATION OF ENERGY**

(i)	the steps taken or impact on conservation of energy	Nil
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipment	

**B. TECHNOLOGY ABSORPTION**

(i)	the efforts made towards technology absorption	Not applicable
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Not applicable
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Not applicable
	a) the details of technology imported	Not applicable
	b) the year of import	Not applicable
	c) whether the technology has been fully absorbed	Not applicable
	d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not applicable
(iv)	the expenditure incurred on Research and Development	Not applicable

**The expenditure incurred on Research and Development**

Particulars		2018-19	2017-18
a)	Capital	The Company has not undertaken any activity relating to research and development during the year under review.	The Company has not undertaken any activity relating to research and development during the year under review
b)	Recurring (Gross)		
c)	Total		
d)	Total R & D expenditure as a percentage of total turnover (%)		

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

(₹ in Lakhs)

Particulars	2019-20	2018-19
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	-	-

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT- F.Y. 2019-2020

Tantia Constructions Limited (hereinafter referred to as "TCL" or "Your Company") is a world-class Infrastructure Services Company, operating across the infrastructure lifecycle with strong positions in major markets. As a pre-eminent Indian Infrastructure Company established over five decades ago, your Company strongly anchored itself to India's development effort over the past few years.

Your Company had been facing significant challenges in servicing its debt obligations over the years and the Debt Restructuring efforts could not bear fruit. The Hon'ble National Company Law Tribunal, Kolkata Bench (hereinafter referred to as "the Hon'ble NCLT" or the "Adjudicating Authority"), vide its order dated March 13, 2019 (hereinafter referred to as the "Insolvency Commencement Date") initiated Corporate Insolvency Resolution Process (hereinafter referred to as "CIR Process") of your Company in accordance with the provisions 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 representatives from the Financial Creditors (as decided by the CoC), three 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.

This Monitoring Committee has not been in office for almost the entire period to which this report primarily pertains. During the CIR Process the RP was entrusted with the management of the affairs of your Company.

### 1. ECONOMIC OVERVIEW

#### 1.1. Global Economic Overview

The global economy suffered a broad based deterioration in the Financial Year 2019-2020 amid prolonged trade disputes and wide ranging policy uncertainties. Global trade has declined and there has been a marked slowing-down in manufacturing activities, even though the services-sector activity has held up to some extent. The escalation of tension between the US and China is expected to further dampen global growth. The fall in crude oil prices, occasioned by changes in the demand-supply position and geopolitical events across OPEC+ countries, has also had an impact on commodity

prices, which have been largely depressed globally. The pandemic has led to a sharp contraction in the demand for oil and commodities, and recovery is likely to happen only after global economies tide over the Covid-19 crisis. Fragilities in the financial sector in a number of economies continue to remain a concern, though this has been partly addressed through increased liquidity, which has been boosted by a series of stimulus measures undertaken by all large economies.

#### 1.2. Indian Economic Overview

The Indian economy showed lacklustre growth in the face of global volatility amidst weak manufacturing, muted domestic demand and volatility in oil prices. Real GDP growth slowed down from 6.1 per cent in fiscal 2018-19 to 4.2 per cent in the backdrop of the slowdown in private consumption, lower tax collections, fund allocation challenges at the State and Central Government levels, and a sharp slowdown in credit growth. To overcome the overall slowdown, various reforms were announced by the Government in F.Y. 2019-20, viz. reduction in corporate tax rates, a scheme to provide a one-time partial credit guarantee to public sector banks (PSBs) for purchase of pooled assets of financially sound non-banking financial companies (NBFCs), recapitalization of public sector banks, relaxation of external commercial borrowing guidelines for affordable housing, setting up of a Realty Fund for stalled housing projects, merger of 10 public sector banks into four entities and revised Priority Sector Lending (PSL) norms for exports. The Government also announced the National Infrastructure Pipeline (NIP) of projects worth ₹100+ lakh crore up to FY25, with a focus on energy, roads, railways, urban infrastructure and irrigation projects to provide a much-needed productivity boost to the Indian economy and fulfil India's aspiration to become a USD 5 trillion economy by 2025.

In the Union Budget 2019-2020, the Government of India gave a massive push to the Infrastructure sector by allocating ₹24,000 lakh crore (US\$ 3.4 billion) for the said sector. With the private sector emerging as a key player across various infrastructure segments, ranging from roads and communication to power and airports, private investment into physical and social infrastructure is putting India in a high growth trajectory which shall make it a US\$ 5 trillion economy by 2024-2025. Yearly private equity (PE) and venture capital (VC) investment in India is expected to surpass US\$ 65 billion in 2025. The logistics sector in India is growing 10.5% annually. With a permission of 100% FDI permitted under automatic route across various infrastructure sectors, FDI in construction development sector- townships, housing, built up infrastructure and construction development projects- and construction (infrastructure) activities stood at US\$ 16.84 billion in March, 2020. With initiatives like "Housing for all" and "Smart Cities Mission", the Government of India is working on reducing bottlenecks and impeding growth in the Infrastructure sector.

#### 2. COVID-19 OUTBREAK

The pandemic and the nationwide lockdown that it triggered led shocks to the economy, with wide ramifications on revenue collections and economic growth. It is likely to take quite some time for the consequent stress in the economy to be relieved and

for growth to revive. The crisis has prompted the Government to announce a series of monetary and fiscal relief packages designed to inject liquidity into the system and provide relief to stressed sectors. While these stimulus measures will provide relief to the affected people and some industries, the slowdown in economic activity is expected to significantly lower India's GDP growth in FY 2020-2021. Global supply chains have also been threatened by the pandemic. Governments around the world have been quick to respond to the crisis by implementing meaningful stimulus measures through a combination of fiscal and monetary easing, increased health spending and direct support to cover losses in incomes and revenues. Against this backdrop, your Company has undertaken a series of measures to mitigate the crisis, which includes securing the safety and livelihood of its staff and subcontracted labour working at project sites, curtailing and reducing overheads at all operating levels, enhancing liquidity on its Balance Sheet and controlling working capital requirements through a mix of judicious cash flow planning and measured project execution.

### 3. INDIA'S INFRASTRUCTURE SECTOR

Increased impetus to develop infrastructure in the country is attracting both domestic and international players. Private sector is emerging as a key player across various infrastructure segments, ranging from roads and communications to power and airports. In order to boost the construction of buildings in the country, the Government of India has decided to come up with a single window clearance facility to accord speedy approval of construction projects. India ranked second in the 2019 Agility Emerging Markets Logistics Index.

In FY2019-2020, the cumulative growth of the eight core industries stood at 0.6 per cent. In the road's sector, the Government's policy to increase private sector participation has proved to be a boon for the infrastructure industry as many private players are entering the business through the public-private partnership (PPP) model. India is expected to become the third largest construction market globally by 2022. India plans to spend US\$ 1.4 trillion on infrastructure during 2019-2023 to have a sustainable development of the country.

Large investments in infrastructure has provided momentum to the overall PE (Private Equity)/VC (Venture Capital) investment in India, recording an all-time high investment of US\$ 14.5 billion in 2019. Also, to upgrade 1,25,000 kms of road length over the next five years, an estimated cost of ₹80,250 crore (US\$ 12.03 billion) is envisaged under Pradhan Mantri Gram Sadak Yojana-III (PMGSY). Road building in India has become the second cheapest in Asia.

As per Union budget 2020-2021, ₹72,216 crore (US\$ 10.33 billion) has been allocated to the Ministry of Railways. The Government is also working on improving the country's energy infrastructure and investment opportunities worth ₹21 lakh crore (US\$ 300 billion) will be available in the sector in the coming 10 years.

Highway construction in India increased at 20.57 per cent CAGR during FY14-FY19. In FY19, 10,855 km of highways were constructed. NHAI (National highways Authority of India) will be able to generate revenue of ₹1 lakh crore (US\$ 14.31 billion) from toll and wayside amenities during 2019-23. In April 2020, the Government set a target of constructing roads worth ₹15 lakh crore (US\$ 212.80 billion) in the next two years.

The infrastructure sector has become the biggest focus area for the Government of India. In Union Budget 2020-2021, the Government has announced ₹91.82 billion (US\$ 13.14 billion) for road transport and highways. For F.Y. 2020-2021, budgetary allocation to the Ministry of Development of North Eastern Region has been increased to ₹3,049 crore (US\$ 429.25 million) from ₹2,670 crore (US\$ 376.16 million) in F.Y. 2019-2020.

According to the Department for Promotion of Industry and Internal Trade (DPIIT), construction development and infrastructure activities sectors received FDI inflow amounting to US\$ 16.84 billion in March, 2020.

### 4. COMPANY'S BUSINESS OVERVIEW

Pursuant to the order passed by the Hon'ble NCLT, on February 24, 2020, as stated above, a Monitoring Committee has been constituted comprising of three representatives from the Financial Creditors (as decided by the CoC), three 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.

***Due to the ongoing CIR Process, the role and responsibilities of Board shall be fulfilled by Resolution Professional/Insolvency Professional and powers of the Board of Directors/ Committees stand suspended as amended vide the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 dated May 31, 2018.***

Your Company started its operations with projects in the railways segment and extended its activities to other infrastructure segments along with production of Ready Mix Concrete (RMC), over a period of few years. Your Company continues to operate in its existing markets whilst exploring avenues and opportunities for further diversification.

### 5. QUALITY CONTROL

Your Company maintains a robust quality control system based on the result of the experience of its founders and the priorities placed by the management evolved to meet day-to-day needs as well as, size and operational necessities. Your Company is among the first in India to be accredited with the ISO 9001:2000 from DNV, the Netherlands in 2001, which was further upgraded as ISO 9001:2008 in the year 2010. Your Company renewed the Certificate TUV Nord Management System as per DIN EN ISO 9001:2008 awarded to its RMC units at Narayanpur and Taratala, in Kolkata, West Bengal, India.

### 6. RISKS AND CONCERNS

Owing to the nature of the Industry your Company operates in, it is exposed to a variety of risk factors which are broadly categorized into Financial, Technical, Marketing, Legal and Policy & Political.

Further, with respect to the current Government which has set the ball rolling with several announcements to reform the sector and boost investor sentiments, some challenges remain to be addressed to sustain the growth trajectory.

- The increasing backlog of infrastructure projects, mounting losses due to delays and cost overruns could slow momentum.
- Factors such as delays in land acquisition and environmental clearances, capacity constraints, weak project management, and dependency on human labour need immediate attention.

- In real estate and construction, financing, changes in government regulations, foreign direct investments, approval processes, environment clearances and legal hassles & proceedings affect the execution project, and lead to significant cost overrun.
- In the EPC business, delay in projects execution, stall of projects due to non-payment by developers, steep cost escalation in inputs affect the execution of projects, resulting in significant cost overrun.

## 7. SWOT ANALYSIS

### Strengths

- Geographical spread of operations in India allows proximity to a large and diversified customer base
- Skilled, experienced and diversified workforce with proved credentials
- Well established brand recognition and goodwill owing to innovative marketing strategies.

### Weaknesses

- Bureaucracy causing delay in approvals and change in policies
- Low entry barriers in the industry causing several unorganized regional players
- Cautious approach of Banks and low exposure in Infrastructure Sector
- Rising input costs for cement, steel and other construction materials
- Longer working capital cycle
- Delays in obtaining environmental clearances, land acquisitions and rehabilitation
- Stagnant and low construction margins

### Opportunities

Basis its strengths and effective Government initiatives towards development of Indian Infrastructure, your Company is realistically optimistic and finds immense opportunity in acquiring new orders for construction of roads, bridges, water treatment system etc.

### Threats

- Political instability
- Wars
- Terrorism
- Multinational conflicts
- Natural disasters
- Fuel shortages and their prices
- Heavy fluctuation in prices of steel and cement

## 8. STRATEGY AND OUTLOOK

The Indian Infrastructure Sector has the potential to generate up to US\$ 5 trillion in annual revenue by 2025, create additional jobs and contribute over to India's GDP. Increased urbanisation is firmly placed in the centre of this progress. As per World Bank study, by 2031, some 600 million people are expected to live in India's cities. Therefore, construction houses are slated to be one of the greatest contributors to this futuristic plan.

A revival of the economy post-demonetization and implementation of GST are putting the country back on track. Your Company is looking to be the major beneficiary for the increased infrastructure spending on roads, airports and expected high GDP. Sustained

increase in infrastructure is expected to be one of the crucial factors for sustaining strong growth during the current decade. Significant investment in physical infrastructure will also lead to increased production efficiency, reduction in cost of doing business and improved standard of living. Builders' Association of India, in association with the government as well as private bodies, has taken up training of construction workers. The outlook for the construction sector is very positive with the government ready to mobilize US\$1 trillion investment plan over the next five years.

### Government Initiatives

India plans to spend US\$ 1.4 trillion on infrastructure in the next five years. For funding and development of infrastructure, the Government of India has decided to rely on off-budget sources and PPP. On July 14, 2020, National Highways Authority of India (NHAI) approached all Indian Institutes of Technology (IITs), National Institute of Technology (NITs) and reputed Engineering Colleges to collaborate and adopt nearby stretches of National Highways (NH) as part of Institutional Social Responsibility (ISR) on voluntary basis to provide world-class road infrastructure in the country.

### Road Ahead

The rapidly globalizing world is opening up newer avenues for the Infrastructure industry, especially while it makes a shift towards more efficient, safe and reliable modes of operation. Over the next decade, this will lead to newer verticals and opportunities for infrastructure development companies.

### TCL-Way Forward

TCL aims to be equipped for adding to the developments in the Infrastructure Industry. Your Company strives to enhance its core business by aligning with the changing times and the demands of its customers, most of them being market leaders in the respective industry segments. Your Company continues to adapt and structure its business in a way so as to be able to capitalise its growth opportunities from other future growth areas, with an aim at diversifying its customer base; ensure efficient conversion of the Order Book into healthy margins through execution, operational excellence and digitalisation initiatives; manage financial resources for the growth of the business and strong financial health to facilitate access to capital markets as and when required; incubate new business to tap future growth opportunities; engage with start-ups to access innovations to enhance capabilities and develop new offerings; focus on businesses contributing to environment sustainability and thrust on opportunities linked to achieving the Sustainable Development Goals, like access to clean water for everyone, reduction in consumption of virgin material in construction, energy efficient solutions, etc.

Your Company has a well laid out plan to meet its goals, which includes:

- Maintaining adequate liquidity on the Balance Sheet to exploit growth opportunities and fund emerging and high growth businesses
- Prudent allocation of resources (Capex and Working Capital) to fund growth in different businesses. Financial resources are monitored and directed at a central level with mandates for control at a local level
- Attracting and retaining a robust and thriving talent pool through employee engagement programmes, monetary and

non-monetary incentives, leadership development initiatives, offering professional development opportunities and fostering a conducive organisation climate. Your Company has evolved a series of structured HR policies to enable this resource allocation

- Long-term lasting engagements with labour sub-contractors to ensure a steady augmentation of resources at project sites
- Long-term engagement with vendors of services, materials and equipment to provide adequate resources for business growth in various business verticals
- Maintaining strong financial health to facilitate raising of resources from Capital Markets as and when required
- Ensuring judicious allocation of manpower and monetary resources to company-wide sustainability and growth initiatives such as CSR, Digitalisation and operational excellence programs

## 9. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

**Due to the Ongoing CIR Process, the Role and Responsibilities of Board shall be fulfilled by Resolution Professional/Insolvency Professional and powers of the Board of Directors/ Committees stand suspended as amended vide the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 dated May 31, 2018.**

Your Company has an adequate system of internal controls in place. It has documented policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper

**accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting the assets from unauthorised use or losses, compliances with regulations. Your Company has continued its efforts to align all its processes and controls with global best practices. The effectiveness of your Company's internal controls are reviewed periodically with a view to obviating material weaknesses.**

## 10. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

TCL's performance in the last fiscal year is a reflection of the challenges faced by the Company along with the Indian Infrastructure industry and certain other regions internationally. In the Financial Year ending March 31, 2020, the consolidated revenues of your Company including revenue from other income stood at ₹17,697 lakhs.

As of March 31, 2020, your Company had a consolidated debt of ₹41,414 lakhs. Cash and Cash Equivalents stood at ₹475 lakhs. The Consolidated EBITDA, before exceptional items, for the Financial Year ended March 31, 2020 stood at ₹(1,540) lakhs at a margin of (8.7%). Your Company, during this period remained focused on cost optimization and value enhancement.

The Consolidated Profit after Tax for the Financial Year 2019-2020 stood at ₹30,854 lakhs.

TCL's business operations and affairs after being managed by the RP of your Company, being appointed as IRP vide the Hon'ble NCLT's order dated March 13, 2019, continues to be managed by the MC vide the Adjudicating Authority's order dated February 24, 2020.

PARTICULARS	STANDALONE		CONSOLIDATED	
	2019-2020	2018-2019	2019-2020	2018-2019
Total Revenue	17,696.00	25,221.00	17,697.00	25,334.00
Total Expenses	16,365.00	40,815.00	20,319.00	44,324.00
PBT	21,480.00	(15,594.00)	30,832.00	(18,950.00)
PAT	20,477.00	(16,470.00)	30,854.00	(18,963.00)

(₹ in Lakhs)

## 11. HUMAN RESOURCES

Human resource development efforts of your Company are aligned with the industry's best practices. Your Company is an equal opportunity employer, embracing diversity in race, religion, marital status, gender, age, ethnic origin, and physical ability, providing its diverse workforce with a stimulating environment to aid both their personal and professional development. Your Company respects each employee, motivates them and tries to offer opportunities based on the skill sets and in this process builds mutually benefiting relations between the Company and its employees. Strengthening your Company's human capital is, therefore, core to its operations.

## 12. STATUTORY COMPLIANCE

The Company Secretary of your Company ensures compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent they are applicable along with compliance of the guidelines on insider trading for prevention of the same.

**Due to the Ongoing CIR Process, the Role and Responsibilities of Board shall be fulfilled by Resolution Professional/Insolvency Professional and powers of the Board of Directors/ Committees**

**stand suspended as amended vide the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 dated May 31, 2018.**

## 13. CAUTION STATEMENT

Statements made in the Management Discussion and Analysis Report are only "forward looking statements" based on certain assumptions and expectations of the Company. Your Company's actual performance could differ materially from those expressed/ projected depending upon changes in various factors. Your Company does not assume any responsibility to any change(s) in "forward looking statements", on the basis of subsequent developments, information or events etc. Data, figures and statements are from publicly shared reports and opinions of experts and Infrastructure association and organisations.

Important developments that could affect your Company's operations include a downward trend in the domestic Infrastructure industry, competition, rise in input costs, exchange rate fluctuations, and significant changes in the political and economic environment in India, environmental standards, tax laws, litigations and labour relations.

## CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2019-2020

Corporate governance is a modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders, i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuing fair Corporate Governance, the Government of India has put in place framework based on the stipulations contained under the Companies Act, 2013, SEBI Regulations, Accounting Standards, Secretarial Standards, etc.

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Board of Directors of the Company (hereinafter referred to as the "**Board**") is at the core of our corporate governance practice and oversees how the management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure healthy standards of Corporate Governance. However, a Company undergoing insolvency resolution process is exempted from the requirement of, amongst others, composition of Board of Directors, constitution, meetings and terms of reference of the Audit Committee, constitution, meetings and terms of reference of the Nomination and Remuneration Committee, constitution, meetings and terms of reference of the Stakeholders' Relationship Committee as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**SEBI LODR Regulations**"). Further, the role and responsibilities of the Board of Directors as specified under Regulation 17 of the SEBI LODR Regulations is required to be fulfilled by the interim resolution professional (hereinafter referred to as "IRP") or resolution professional (hereinafter referred to as "RP"), as the case may be.

This is to apprise the members that pursuant to an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Kolkata bench (hereinafter referred to as "**Adjudicating Authority**"), vide its order dated March 13, 2019, had ordered the commencement of the corporate insolvency resolution process (hereinafter referred to as "CIR Process") in respect of your Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as the "Code"). Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and Mr. Kshitiz Chhawchharia was appointed as IRP of the Company who was later confirmed as RP of your Company 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, to manage the affairs of the Company. In compliance with the provisions of Section 134(3) of the Companies Act, 2013, a report containing the details and information as required to be disclosed in the Report on Corporate Governance to the shareholders of the Company is provided hereunder.

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 representatives from the Financial Creditors, three 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.

Members may kindly note that this Monitoring Committee has not been in office for almost the entire period to which this report primarily pertains. During the CIR Process the RP was entrusted with the management of the affairs of your Company.

A report on Compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter VI of the SEBI LODR Regulations is given below:

### 1. BOARD OF DIRECTORS

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

#### 1.1. Composition of the Board:

The composition of the Board as on March 31, 2020 is as follows:

Sl. No.	Name of Directors	Category of Directors
1.	Mr. Ishwari Prasad Tantia	Promoter, Executive Director
2.	Mr. Rahul Tantia	Promoter, Executive Director

During the period under review, Mr. Ananda Mohan Maity and Mrs. Ishita Mukherjee, Independent, Non-Executive Directors of your Company resigned from their respective Directorship with effect from September 26, 2019.

## 1.2. Board Procedures and Meetings

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

In light of the above, no meeting of the Board of Directors or Committee was held after the Commencement of CIR Process under IBC with effect from March 13, 2019. However, as the power of the Board of Directors of your Company stood suspended and were being exercised by the RP, he held meetings with the Directors for the adoption of Financial Result during the period under review. They met four (4) times during the Financial Year 2019-2020, details of which are as tabulated below:

S. N.	Date of Board meeting(s)	Number of Directors/ RP	Board Strength	Number of Directors Present
1	14-08-2019	● Mr. Kshitiz Chhawchharia- RP ● Mr. Rahul Tantia- Promoter, Executive Director	2	1
2	20-08-2019	● Mr. Kshitiz Chhawchharia- RP ● Mr. Rahul Tantia- Promoter, Executive Director	2	1
3	14-11-2019	● Mr. Kshitiz Chhawchharia- RP ● Mr. Rahul Tantia- Promoter, Executive Director	2	1
4	13-02-2020	● Mr. Kshitiz Chhawchharia- RP ● Mr. Rahul Tantia- Promoter, Executive Director	2	1

### Note:

- This excludes directorship held in Public Companies, Private Companies, Foreign Companies and Companies formed under the provisions of Section 8 of the Act
- All the meetings were chaired by Mr. Kshitiz Chhawchharia, Resolution Profession of your Company
- Mr. Ananda Mohan Maity and Mrs. Ishita Mukherjee, Independent, Non-Executive Directors of the Company resigned from the position of directorship of the Company with effect from September 26, 2019.

## 1.3. Disclosure of Relationship between Directors Inter-Se

None of the Directors are related to any other Director on the Board, except for Mr. Rahul Tantia, Director (Operations) cum Chief Financial Officer, who is the son of Mr. Ishwari Prasad Tantia, Chairman and Managing Director of the Company, as defined under Section 2(77) of the Act.

## 1.4. Independent Directors

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

In light of the above, the requirement of Independent Director and a women director under the Companies Act, 2013 and the rules framed thereunder is not maintainable for your Company. Further, your Company has not received any declaration from the Independent Directors after initiation of CIR Process.

## 1.5. Meetings of Independent Directors

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

In light of the above, no meeting of the Independent Directors was held after the commencement of CIR Process under IBC with effect from March 13, 2019.

## 1.6. Familiarization Program For Independent Directors

Your Company, had prior to the commencement of CIR Process, implemented a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc., the details of which are explained in the Corporate Governance Report and are also available on the Company's website at [www.tantiagroup.com/ Investor's Corner/ Policies](http://www.tantiagroup.com/Investor's%20Corner/Policies).

## 1.7. Code of Conduct

In terms of the provisions of SEBI LODR Regulations, your Company, had prior to the commencement of CIR Process, had laid down a Code of Conduct for all Board Members and Senior Management Personnel of your Company. The said Code of Conduct is available on the website of your Company, [www.tantiagroup.com/Investors Corner /Policies /Code of Conduct](http://www.tantiagroup.com/Investors%20Corner/Policies/Code%20of%20Conduct).

## 2. COMMITTEES OF THE BOARD

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

Your Company, prior to the commencement of the CIR Process, had an Audit Committee, a Nomination and Remuneration Committee, a Stakeholder's Relationship Committee and a Finance Committee, with a Code of Conduct for Principal Executive and Senior Financial Officers of your Company laid down by the Board and also posted on your Company's website, [www.tantiagroup.com/ Investor's Corner/ Policies](http://www.tantiagroup.com/Investor's%20Corner/Policies).

### 2.1. AUDIT COMMITTEE

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

Your Company, prior to the commencement of the CIR Process, had an Audit Committee with a Code of Conduct for Principal Executive and Senior Financial Officers of your Company laid down by the Board and also posted on your Company's website, [www.tantiagroup.com/ Investor's Corner/ Policies](http://www.tantiagroup.com/Investor's%20Corner/Policies).

#### 2.1.1. Composition of Audit Committee

During the period under review, the Audit Committee comprised of

Sl. No.	Name of Director(s)	Category
1.	Mr. Ishwari Prasad Tantia	Member, Promoter, Executive Director
2.	Mr. Rahul Tantia	Member, Promoter, Executive Director

The Chief Financial Officer (CFO) is a regular invitee at the Audit Committee meetings. The Statutory Auditor also attends the meeting of the Audit Committee. The Company Secretary acts as the Secretary to the Committee and she is in attendance at the Audit Committee Meetings. The Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company held on September 26, 2019.

During the period under review, the Audit Committee was re-constituted via exclusion of name of Mr. Ananda Mohan Maity and Ms. Ishita Mukherjee, Independent, Non-Executive Directors of the Company, who resigned from the post of their respective Directorship with effect from September 26, 2019.

#### 2.1.2. Meeting of Audit Committee

During the period under review, no meeting of Audit committee of the Company was held.

#### 2.1.3. Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary

#### 2.1.4. Role of Audit Committee

The role of Audit Committee shall include the following (including the terms of reference):

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Reviewing with them an agreement, the quarterly financial statements before submission to the Board for approval
- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process

#### 2.1.5. Review of Information by Audit Committee

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management
- Management letters/ letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

**2.1.6. Terms of Reference of the Committee, *inter-alia*, includes the following**

The terms of reference of the audit committee are broadly as under:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the company
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing with the management the annual financial statements and Auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required being included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Review and monitor the Auditor's independence and performance and effectiveness of the audit process
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- Reviewing with the management performance of statutory and internal auditors and adequacy of the internal control systems
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department
- Staffing and seniority of the official heading the department reporting structure coverage and frequency of internal audit
- Discussions with internal auditors of any significant findings and follow up there on
- Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- Look into the reasons for substantial defaults in the payment to the depositories, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- Review the functioning of the Whistle Blower mechanism
- Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee
- Approval or any subsequent modification of transactions of the Company with related parties
- The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the

statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee

## 2.2. NOMINATION AND REMUNERATION COMMITTEE

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

Your Company, prior to the commencement of the CIR Process, had a Nomination and Remuneration Committee with a Code of Conduct for Principal Executive and Senior Financial Officers of your Company laid down by the Board and also posted on your Company's website, [www.tantiagroup.com/ Investor's Corner/ Policies](http://www.tantiagroup.com/Investor's%20Corner/Policies).

### 2.2.1. Composition of Nomination and Remuneration Committee

During the period under review, the Nomination and Remuneration Committee comprised of:

Sl. No.	Name of Director(s)	Category
1.	Mr. Rahul Tantia	Member- Promoter, Executive Director
2.	Mr. Ishwari Prasad Tantia	Member- Promoter, Executive Director

During the period under review the Nomination and Remuneration Committee was re-constituted via resignation of Mr. Ananda Mohan Maity and Mrs. Ishita Mukherjee, Independent, Non-Executive directors on September 26, 2019.

### 2.2.2. Terms of Reference of the Committee, *inter-alia*, include the following:

- Identification of persons who are qualified to become Directors and/or who may be appointed in senior management
- Formulation of criteria for evaluation of Independent Director and the Board
- Formulation of criteria for determining qualifications, positive attributes and independence of a Director
- Recommendation to the Board, a remuneration policy for the Directors, KMP and other employees. While formulating the policy, it shall ensure that:
  - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully
  - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals
- Identify persons who are qualified to become Directors (including Independent Directors) and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal
- Whilst recommending appointment of Executive Directors, a balance between functional and business unit representatives may be considered
- Carry out evaluation of every director's performance including review of remuneration of CEOs of certain significant subsidiaries
- Take steps to refresh the composition of the Board from time to time

### 2.2.3. Performance Evaluation Criteria for Independent Director

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

Your Company, prior to the commencement of the CIR Process, laid down policy to evaluate performance of Independent Director and the said policy is also posted on your Company's website, [www.tantiagroup.com/ Investor's Corner/ Policies](http://www.tantiagroup.com/Investor's%20Corner/Policies).

### 2.2.4. Remuneration Policy

The Company's remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice. The remuneration of the Managing Director, Key Managerial Personnel and Senior Management Personnel's of the Company is reviewed and recommended by the Committee, based on criteria such as industry benchmarks, the Company's performance visa-visa the industry, responsibilities shouldered, performance/track record, macro-economic review on remuneration packages of heads of other organizations. The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration. Annual increments are decided by the Remuneration Committee within the salary scale approved by the Members. The sitting fees

paid/payable to the non-Whole-time directors is excluded whilst calculating the limits of remuneration in accordance with the provisions stated in section 197 of the Act. The Company also reimburses out-of-pocket expenses to Directors attending meetings held at a city other than the one in which the Directors reside. Remuneration of employees largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by them, their individual performances, etc. The annual variable pay of senior managers is linked to the Company's performance in general and their individual performance for the relevant year is measured against specific major performance areas which are closely aligned to the Company's objectives. The Company does not have any Employee Stock Option Scheme.

**During the year under review, in terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.**

The details of the remuneration paid for the period ended March 31, 2020 are given below: -

**Non-Executive Independent Directors:** NIL

**Managing Director/Whole Time Director and Executive Director:** NIL

- Remuneration includes salary, Bonus, Contribution to provident Fund and all other perquisites taxable or non-taxable
- Appointment is contractual
- Information about qualification is based on particulars furnished by the employee
- The above employee does not hold himself or along with his spouse and dependent children 2% or more of equity shares of the Company
- The tenure of office of the Managing Director/ Whole-time Director is of five years from their respective dates of appointments and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fees

### 2.3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

**In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.**

Your Company, prior to the commencement of the CIR Process, had a Stakeholders' Relationship Committee constituted to rationalize all employees' related issues, while adhering to the requirements of the provisions stated in section 178 of the Act, Regulation 19 of SEBI LODR Regulations, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

#### 2.3.1. Composition and Size

During the period under review, the Stakeholders' Relationship Committee of your Company comprised of:

Sl. No.	Name of Director(s)	Category
1.	Mr. Ishwari Prasad Tantia	Member, Promoter, Executive Director
2.	Mr. Rahul Tantia	Member, Promoter, Executive Director

\*Mr. Ananda Mohan Maity and Mrs. Ishita Mukherjee resigned from the post of directorship of the company with effect from September 26, 2019.

The Company Secretary acts as the Secretary to the Committee and is in attendance at the Stakeholders' Relationship Committee Meetings.

**2.3.2.** Your Company had prior to the commencement of CIR Process, implemented a code of internal procedures and conduct for prevention of insider trading in the shares of the Company, pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, also available on your Company's website, [www.tantiagroup.com/ Investor's Corner/ Policies](http://www.tantiagroup.com/Investor's%20Corner/Policies).

#### 2.3.3. The Board/ Resolution Professional has designated the Company Secretary as the Compliance Officer:

**Name, Designation and Address of the Compliance Officer:** Priti Todi  
**Company Secretary**  
**Tantia Constructions Limited**  
**Address: Block DD-30, Sector-1**  
**Salt Lake, Kolkata- 700064**  
**West Bengal, India**

**2.3.4. Details of investor complaints received and redressed during the period under review are as follows:**

Number of complaints pending on April 1, 2019	Nil
Number of complaints received during the year	Nil
Number of complaints redressed during the year	Nil
Number of complaints pending on March 31, 2020	Nil

**2.4. FINANCE COMMITTEE**

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

Your company, prior to the commencement of the CIR Process, had a Finance Committee to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the monitoring and oversight of the Corporation's financial resources and strategies.

**2.4.1. Terms of Reference of the Finance Committee, inter alia, include the following:**

- Review the Company's financial policies, risk assessment and minimization procedures, strategies and capital structure, working capital and cash flow management, and make such reports and recommendations to the Board with respect thereto, as it may deem advisable
- Review banking arrangements and cash management
- Exercise all powers to borrow money (otherwise than by issue of debentures) within limits approved by the Board, and take necessary actions connected therewith, including refinancing for optimization of borrowing costs
- General corporate purposes, including working capital requirements and possible strategic investments within limits approved by the Board
- Approve opening/modifications/closure of bank accounts from time to time
- Carry out any other function as may be delegated by the Board of Directors from time to time
- Other transactions or financial issues that the Board may desire to have them reviewed by the Finance Committee
- Delegate authorities to Executives and/or other Authorised Representatives to implement the decisions of the Committee
- Review regularly and make recommendations about changes to the charter of the Committee

**3. REMUNERATION PAID TO DIRECTORS**

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

During the period under review, your Company had two Executive Directors with no Independent, Non-Executive Directors, and all the roles and responsibilities of the Board of Directors being fulfilled by the Resolution Professional in accordance, as stated above.

The remuneration payable to these Directors was determined by the Board on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders at the General Meeting and that of the Central Government and such other authorities as may be necessary, prior to the commencement of CIR Process.

**3.1. Details of Remuneration paid to each of the Director(s) for the year ended March 31, 2020 is given in the table below:**

(₹ in Lakhs)

Name of Director(s)*	Salary and other benefits				Sitting fees Board Meeting(s)/ Committee Meeting(s)	Stock Option, if any (No.)
	Salary (including House Rent Allowance)	Commission	Contribution to Provident Fund	Other Perquisites		
Mr. I. P. Tantia	-	-	-	-	-	-
Mr. R. Tantia	-	-	-	-	-	-
Mr. Ananda Mohan Maity	-	-	-	-	-	-
Mrs. Ishita Mukherjee	-	-	-	-	-	-

\*Mr. Ananda Mohan Maity and Mrs. Ishita Mukherjee, Independent, Non-Executive Directors of the company resigned from the board with effect from September 26, 2019.

### 3.2. Details of shareholding of Directors as on 31st March, 2020

During the period under review, your Company had two Executive Directors. The shareholdings of all the Executive Directors are as follows:

Name of Director	No. of shares held	Percentage of holding (%)
Mr. I. P . Tantia	9,48,976	3.30
Mr. R. Tantia	35,73,359	12.43

None of the Independent, Non-Executive Directors hold any Shares of the Company.

## 4. SUBSIDIARY COMPANIES

The financials of the subsidiary companies viz. M/s. Tantia Infrastructure Private Limited, M/s. Tantia Raxaultollway Private Limited and M/s. Tantia Sanjauliparkings Private Limited have been duly reviewed. The Company does not have any material non-listed Indian Subsidiary Company and hence, it is not required to have an Independent Director of the Company on the Board of such Subsidiary Companies as stated in Regulation 24 of SEBI LODR Regulations.

Your Company, prior to the commencement of CIR Process, as a majority stockholder, nominated its representatives on the Boards of Subsidiary Company (ies) and monitor the performance of such Company (ies) inter-alia, by the following means:

- Financial Statements, in particular the investments made by the unlisted Subsidiary Companies, were reviewed quarterly.
- All minutes of the meetings of the unlisted Subsidiary Company were placed before your Company's Board regularly
- A statement containing all significant transactions and arrangements entered into by the unlisted Subsidiary Company were placed before your Company's Board

***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

Your company, prior to the commencement of CIR Process, had implemented a policy for determining its material subsidiary and the details of such policies are available on the Company's website, [www.tantiagroup.com/Investors Corner / Policies / Policy for Determining Material Subsidiaries](http://www.tantiagroup.com/Investors%20Corner/Policies/Policy%20for%20Determining%20Material%20Subsidiaries).

Details of Subsidiaries in form AOC- 1 attached to the Director's Report may be referred to.

## 5. DISCLOSURES

### 5.1. Related Party Transactions

Your company, prior to the commencement of CIR Process, had in implementation a policy for determining the material Related Party Transactions and the details of such policies are available on the Company's website, [www.tantiagroup.com/Investors Corner /Policies /Policy of Related Party Transactions](http://www.tantiagroup.com/Investors%20Corner/Policies/Policy%20of%20Related%20Party%20Transactions).

Details of related party transactions entered into by the Company are included in the Notes to Accounts. Individual transactions with related parties are in the normal course of business on an arm's length basis and do not have potential conflict with the interests of the Company at large.

A statement in summary form of transactions with related party in the ordinary course of business is placed periodically before board. ***In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.***

The Company did not have any materially significant Related Party Transactions which may have a potential conflict with the interests of the Company. Details of Related Party Transactions in form AOC-2 attached to the Director's Report may be referred to for further details.

### 5.2. Accounting Treatment

The Ministry of Corporate Affairs (MCA), vide its notification in the Official Gazette dated February 16, 2015, notified the Indian Accounting Standards (IND-AS) applicable to certain class of companies including your Company. In pursuance of this notification, the Company including its subsidiaries, associates and joint ventures have adopted IND-AS with effect from April 1, 2017, with a transition date of April 1, 2016. In the preparation of financial statements for the period ended on 31stMarch, 2020; there was no treatment different from that prescribed in an accounting standard that had been followed.

### 5.3. Management

As part of the Director's Report or as an addition thereto, a Management Discussion and Analysis Report forms part of the Annual Report to the shareholders. This Management Discussion & Analysis Report includes discussion on the following matters within the limits set by the Company's competitive position:

- Economic Overview
- Company's Business Overview
- Quality Control
- Risks and Concerns
- Opportunities and Threats
- Strategy and Outlook
- Internal control systems and their adequacy
- Discussion on financial performance with respect to operational performance
- Human Resources
- Statutory Compliances

#### **5.4. Shareholders**

- Quarterly results and presentations made by the company have been uploaded on company's web-site, [www.tantiagroup.com](http://www.tantiagroup.com)
- Stakeholders Relationship Committee (formerly known as Shareholders Grievances Committee) has already been constituted
- To expedite the process of share transfers, the Board of the company has already constituted the Share Transfers Committee

#### **5.5. Disclosure in the Annual Report**

- The details of the establishment of vigil mechanism have been disclosed on its website [www.tantiagroup.com](http://www.tantiagroup.com)
- The Company have already disclosed the remuneration policy and evaluation criteria in this annual report

#### **5.6. Proceeds from Public Issues, Right Issues, Preferential Issues**

During the period under review, no proceeds have been received through public issue, right issue, preferential issue etc.

#### **5.7. Details of compliance with mandatory requirements and adoption of non-mandatory requirements**

The Company has complied with all mandatory requirements of the Listing Regulations. The Company has adopted the following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

##### **5.7.1. Modified/ Unmodified Opinion (s) in Audit Report**

The Company is in the regime of financial statements with modified audit opinion. The details of the same is given in Auditor's Report which Forms Part of this Annual Report. Further, The Statement of Impact of Audit Qualification for the Financial Year ended March 31, 2020 on Standalone and Consolidated Basis pursuant to SEBI Regulation 2015.

##### **5.7.2. Separate posts of Chairperson and Chief Executive Officer**

The Chairman is not the Chief Executive Officer of the Company.

##### **5.7.3. Reporting of Internal Auditor**

Prior to the commencement of CIR Process, the Internal Auditor reported directly to the Audit Committee.

##### **5.8. Details of non-compliance by the Company**

There were no instances of non-compliance by the company and no penalties or strictures were imposed on the company by Stock Exchanges or SEBI or any statutory authority or any matter related to capital Market during the last three years other than those disclosed in Secretarial Audit Report and Annual Secretarial Compliance Report.

##### **5.9. Vigil Mechanism/ Whistle Blower Policy**

In accordance with the provisions stated in Section 177 of the Act and Rules framed thereunder read with Regulation 22 of the Listing Regulations, your Company has a vigil mechanism policy named Vigil Mechanism Policy (VMP) to deal with instances of fraud and mismanagement, if any. The details of the Vigil Mechanism Policy is explained in the Corporate Governance Report and also posted on the website of your Company at [www.tantiagroup.com/Investor's Corner/Policies/Vigil Mechanism Policy](http://www.tantiagroup.com/Investor's%20Corner/Policies/Vigil%20Mechanism%20Policy).

##### **5.10. Compliance Certificate of the Auditors**

Certificate from Statutory Auditors confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the SEBI LODR Regulations, is annexed to the Corporate Governance Report forming part of this Annual Report.

## **6. GENERAL INFORMATION**

### **6.1. General Body Meetings**

#### **6.1.1. Annual General Meetings**

The details of the Annual General Meeting held in the last three years are as tabulated below:

Financial Year	Venue	Day & Date	Time
2018-19	Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata-700 017	Thursday, September 26, 2019	3.00 P.M.
2017-18	Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata-700 017	Saturday, September 29, 2018	3.00 P.M.
2016-17	Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata-700 017	Thursday, September 22, 2017	3.00 P.M.

The details of Special Resolutions passed in the Annual General Meetings held in the last 3 years are as tabulated below:

Financial Year	Subject
2018-19	Not Applicable
2017-18	1. Approval for re-appointment of Md. Sarim Arshad as an Independent Director 2. Approval for Ratification of Remuneration Payable to Mr. I.P. Tania
2016-17	1. Approval for re-appointment and remuneration payable to Mr. M.L. Agarwala, as Chairman & Director (Projects) for a period of three years w.e.f. December 16, 2017.

#### 6.1.2. Extra-Ordinary General Meetings

No Extraordinary General Meeting of the Members was held during the financial year under review.

#### 6.2. Postal Ballot

No Postal Ballot was conducted during the period under review. There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot. However, the Company has provided e-voting facility to its shareholders.

### 7. MEANS OF COMMUNICATION

i.	<b>Quarterly Results</b>	The quarterly results of the Company are being announced within 45 days of the completion of the quarter and audited annual results are announced within 60 days from the end of the last quarter and Stock Exchange(s) are immediately intimated accordingly.
ii.	<b>Newspapers where normally results are published</b>	<b>English</b> Business Standard (all editions) <b>Bengali</b> Arthik Lipi (Kolkata edition)
iii.	<b>Name of Websites where results are displayed</b>	www.tantiagroup.com www.nseindia.com www.bseindia.com
iv.	<b>Whether Website also displays official news releases, if any.</b>	Yes
v.	<b>Whether presentations made to the Institutional Investors or to the Analyst(s).</b>	None

### 8. POLICY FOR PRESERVATION OF DOCUMENTS

Your Company, prior to the commencement of CIR Process, had implemented a policy in regard to document retention, prescribing the manner of retaining the Company's documents and the time period up to which certain documents are to be retained, as mandated under Regulation 9 of the SEBI LODR Regulations. The policy is available on your Company's website, [www.tantiagroup.com/ Investors Corner / Policies](http://www.tantiagroup.com/Investors_Corner/Policies).

### 9. RISK MANAGEMENT

Your Company had prior to the commencement of the CIR Process, implemented a Risk Management Policy, the effective implementation of which has been detailed in the enclosed Management Discussion & Analysis Report, which forms part of this Report.

### 10. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

During the year under review, your Company did not deal in any commodities. Hence, it is not required to disclose the risk associated with commodity price and hedging activities.

During the year under review, the Company was also not engaged in any foreign exchange transactions. Thus, there is no foreign exchange risk involved.

### 11. GENERAL SHAREHOLDER'S INFORMATION

#### 11.1. Company Registration Details

The Company is registered in the state of West Bengal. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L74210WB1964PLC026284

**11.2. Annual General Meeting**

Sl. No.	Date	Day	Time & Venue
1.	July 26, 2021	Monday	12:00 p.m. via Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

**11.3. Financial Year: 1st April, 2020 to 31st March, 2021 Result will be announced tentatively by :**

Sl. No.	Particular	Date
1.	First Quarter Result	July, 2021
2.	Second Quarter Result	August, 2021
3.	Third Quarter Result	September, 2021
4.	Fourth Quarter and Annual Result	October, 2021

#All the proposed dates are tentative; the actual dates may vary.

**11.4. Date of Book Closure**

July 20, 2021	July 26, 2021
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**11.5. Listing on Stock Exchange**

The Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited

**11.6. Stock Codes**

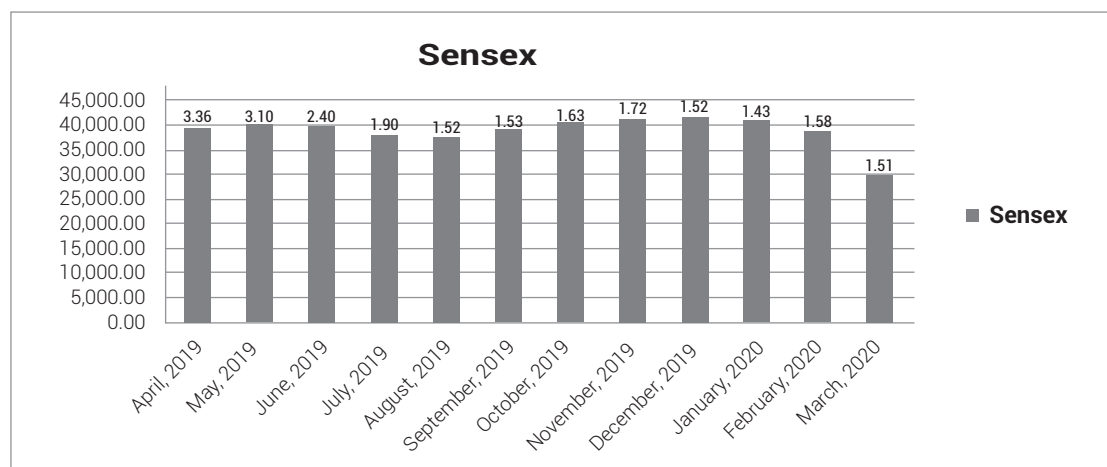
Sl. No.	Particulars	Stock Code
1.	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001 Phone: +91 22 2272 1234/33 Fax: +91 22 2272 3121 Website: www.bseindia.com	532738
2.	NSE Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400 015 Phone: +91 22 2659 8100 Fax: +91 22 2659 8120 Website: www.nseindia.com	TANTIACONS
3.	ISIN No. for Dematerialised Shares	INE388G01018

**11.7. Stock Market Data**

Monthly high and low quotations of shares traded at BSE Limited and National Stock Exchange of India Limited

Sl. No.	Month	Bombay Stock Exchange			National Stock Exchange		
		HIGH (₹)	LOW (₹)	VOLUME (No.)	HIGH (₹)	LOW (₹)	VOLUME (No.)
1.	April, 2019	3.43	3.00	21,793	3.55	2.75	81,257
2.	May, 2019	3.66	3.10	10,525	3.55	3.00	27,039
3.	June, 2019	2.95	2.35	5,290	3.05	2.05	41,744
4.	July, 2019	2.40	1.90	3,966	2.45	2.00	12,647
5.	August, 2019	1.90	1.51	15,594	2.00	1.80	18,543
6.	September, 2019	1.70	1.37	27,356	1.95	1.50	24,934
7.	October, 2019	1.63	1.35	14,102	1.50	1.00	23,596
8.	November, 2019	1.88	1.64	11,772	1.25	1.00	17,224
9.	December, 2019	1.72	1.45	3,546	1.70	1.30	33,233
10.	January, 2020	1.59	1.39	5,121	1.95	1.65	21,539
11.	February, 2020	1.58	1.32	17,962	2.65	1.85	68,972
12.	March, 2020	1.51	1.51	250	2.60	2.40	332

### 11.8. Performance chart in comparison to BSE Sensex



### 11.9. Share Transfer System

Pursuant to directions of SEBI, the facility to hold your Company's shares in electronic form are available to the members as the Company is registered with both the Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialisation of shares may be sent to Company's Registrar and Share Transfer Agents.

### 11.10. Registrar and Share Transfer Agents

M/s. Maheshwari Datamatics Private Limited is the Registrar and Share Transfer Agents (RTA) of your Company. All matters connected with share transfer, transmission and dividend payments are handled by the RTA. Share transfers are processed within 15 days of lodgment. Your Company has a Stakeholders' Relationship Committee to look into various issues relating to investors.

### 11.11. Distribution of Shareholding as on March 31, 2020

No. of Shares/ (Share Range)	Number of Shareholders	Percentage of Shareholders (%)	Number of Shares held	Percentage of Holding (%)
Up to 500	7928	82.1640	10,97,834	3.8196
501-1000	827	8.5708	6,87,748	2.3928
1001-2000	410	4.2491	6,28,792	2.1877
2001-3000	173	1.7929	4,47,846	1.5582
3001-4000	75	0.7773	2,71,381	0.9442
4001-5000	49	0.5078	2,33,506	0.8124
5001-10000	96	0.9949	6,79,567	2.3644
10001 and above	91	0.9430	2,46,95,424	85.9207
<b>Total</b>	<b>9649</b>	<b>100.00</b>	<b>2,87,42,098</b>	<b>100.00</b>

### 11.12. The Shareholding pattern as on March 31, 2020

Particulars	2019-20	
	No. of shares held	Percentage (%)
<b>Shares held by</b>		
<b>A. Shareholding of Promoter and Promoter Group</b>		
Individual/Hindu Undivided Family	45,22,335	15.73
Central/State Government	-	-
Bodies Corporate	1,64,25,195	57.15
Financial Institutions /Banks	-	-
Any Other	-	-
Total Shareholding of Promoter and Promoter Group (A)	2,09,47,530	72.88
<b>B. Public Shareholding</b>		
<b>1. Institutions</b>		

Particulars	2019-20	
	No. of shares held	Percentage (%)
Shares held by		
Mutual funds and UTI	-	-
Banks, Financial Institutions, Non-Government Institutions	3,32,682	1.16
Venture Capital Fund	-	-
Insurance Companies	-	-
Foreign Institutional Investors (FIIs)	-	-
Foreign Venture Capital Investors	-	-
Qualified Foreign Investors	-	-
Any other	-	-
<b>Sub Total (B1)</b>	<b>3,32,682</b>	<b>1.16</b>
<b>2. Non Institutions</b>		
Private Corporate Bodies	8,91,703	3.10
Indian Public	63,78,623	22.19
NRI/OCBs/Foreign National	1,76,409	0.61
Investor Education and Protection fund Authority	9,826	0.03
NBFC	-	-
Clearing Member	5,325	0.02
<b>Sub Total (B2)</b>	<b>74,61,886</b>	<b>25.96</b>
<b>Total Public Shareholding (B=B1+B2)</b>	<b>77,94,568</b>	<b>27.12</b>
<b>Grand Total (A+B)</b>	<b>2,87,42,098</b>	<b>100.00</b>

#### 11.13. Electronic Voting

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 55th Annual General Meeting will be made through electronic voting. The electronic voting period will be from Friday July 23, 2021 (9.00 a.m.) to Sunday July 25, 2021 (5.00 p.m.).

No special resolution is proposed to be conducted through postal ballot or electronic voting.

Scrutiniser for electronic voting: M/S. M.R. & Associates, Practicing Company Secretaries (Membership No. FCS 4515) has been appointed as the Scrutiniser to scrutinise the electronic voting process in a fair and transparent manner and to give his report to the Chairman.

#### 11.14. Share Transfer/ Transmission/ Consolidation/ Split System

The exercises of share transfer/transmission/consolidation/split are handled by the Company's RTA and after completing the procedural formalities of Share Transfer/ Transmission/ Consolidation/ Split, the share certificates are returned to the transferees within a maximum period of 15 days from the date of lodgment of the same, in case the application is otherwise found in order. There are no pending share transfers as on March 31, 2020.

#### 11.15. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on Equity

The Company did not issue any GDRs/ADRs or any Convertible Instruments during the year ended 31st March, 2020 and no instruments are pending for conversion. As a result, there is no impact likely on equity.

#### 11.16. Details of Equity Shares lying in Unclaimed Shares/ Demat Suspense Account

In Compliance with the Regulation 34(3) of SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of unclaimed equity shares which was previously issued and allotted by the Company during its public issue of equity shares in the year 2006 as gives as hereunder:

Aggregate number of Shareholder(s) and the outstanding shares in the suspense account lying at the beginning of the year (01-04-2019)	Number of Shareholder(s) who approached the Company for transfer of shares from suspense account during the year: (2019-2020)	Number of Shareholder(s) to whom shares were transferred from suspense account during the year: (2019-2020)	Aggregate number of Shareholder(s) and the outstanding shares in the suspense account lying at the end of the year: (31-03-2020)
a. Aggregate No. of Shareholders- 2	None	None	a. Aggregate No. of Shareholders- 2
b. Outstanding Shares as on April 1, 2019- 250 Equity Shares			b. Outstanding Shares as on March 31, 2020 -250 Equity Shares

The voting rights on aforesaid shares shall remain frozen till the rightful owner of such shares claims the shares.

### 11.17. Designated E-mail Address for Investor Relations

**11.17.1.** As per Regulation 46 of the SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015 the designated e-mail address for investor relations is cs@tantiagroup.com

**11.17.2.** In order to support the initiative of Ministry of Corporate Affairs ('MCA') 'Green Initiative in Corporate Governance' allowing paperless compliances by Companies through electronic mode. Members desirous in receiving the various documents including Notices, Reports and Accounts etc. in electronic mode may register their e-mail addresses with the Company at the designated e-mail address of the Company for this purpose, shareholders@tantiagroup.com

### 11.18. Request to Investors

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the Company:

- Shareholders are requested to convert their physical holding to Demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities
- Shareholders holding shares in physical form should communicate the change of address, if any, directly to the RTA of your Company.
- It has become mandatory for transferees to furnish a copy of Permanent Account Number (PAN) for registration of transfer of shares held in physical mode
- Shareholders holding shares in physical form who have not availed nomination facility and would like to do so, are requested to avail the same by submitting the nomination details in Nomination Form SH-13 as prescribed under Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs
- As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons

### 11.19. Reconciliation of Share Capital Audit Report by Practicing Company Secretary

The Company has received Quarterly 'Reconciliation of Share Capital Audit Report' from Mr. Mohan Ram Goenka, a Practicing Company Secretary, who has carried out 'Reconciliation of Share Capital Audit' to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital.

The Reconciliation of Share Capital Audit Report confirms that the total issued/paid-up capital is equal to the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. As on March 31, 2020, there was a difference of 99,19,032 shares between the issued and listed capital due to preferential allotment of Equity Shares to the promoters of Tantia Constructions Limited and there was no difference between the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

### 11.20. Information to Shareholders

As required under SEBI (LODR) Regulations particulars of Director(s) seeking appointment/re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice of the Annual General Meeting to be held on July 26, 2021.

## 12. COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(b) TO (i) OF SEBI LODR REGULATIONS

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

Sl. No.	Particulars	Regulation	Compliance Status (Yes/ No/ Not Applicable)	Compliance observed for the following
1.	Board of Directors	17	Not Applicable	<ul style="list-style-type: none"><li>• Composition</li><li>• Meetings</li><li>• Review of Compliance reports</li><li>• Plans for orderly succession for appointments</li><li>• Code of Conduct</li><li>• Fees/compensation to Non-Executive Directors</li><li>• Minimum information to be placed before the Board</li><li>• Compliance Certificate</li><li>• Risk Assessment &amp; Management</li><li>• Performance Evaluation of Independent Director</li></ul>

Sl. No.	Particulars	Regulation	Compliance Status (Yes/ No/ Not Applicable)	Compliance observed for the following
2.	Audit Committee	18	Not Applicable	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Meetings</li> <li>• Power of the Committee</li> <li>• Role of the Committee and review of information by the Committee</li> </ul>
3.	Nomination and Remuneration Committee	19	Not Applicable	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
4.	Stakeholders' Relationship Committee	20	Not Applicable	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
5.	Risk Management Committee	21	Not Applicable	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>• Formulation of Vigil Mechanism for Directors and employees</li> <li>• Direct access to Chairperson of Audit Committee</li> </ul>
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party Transactions</li> <li>• Approval including omnibus approval of Audit Committee</li> <li>• Approval for Material related party transactions</li> </ul>
8.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> <li>• Composition of Board of Directors of unlisted material subsidiary</li> <li>• Review of financial statements of unlisted subsidiary by the Audit Committee</li> <li>• Significant transactions and arrangements of unlisted subsidiary</li> </ul>
9.	Obligations with respect to Independent Directors	25	Not Applicable	<ul style="list-style-type: none"> <li>• Maximum Directorships and Tenure</li> <li>• Meetings of Independent Director</li> <li>• Familiarization of Independent Directors</li> </ul>
10.	Obligation with respect to Directors and Senior Management	26	Not Applicable	<ul style="list-style-type: none"> <li>• Memberships/Chairmanships in Committee</li> <li>• Affirmation on Compliance of Code of Conduct of Directors and Senior management</li> <li>• Disclosure of shareholding by non-executive directors</li> <li>• Disclosure by senior management of about potential conflicts of interest</li> </ul>
11.	Other Corporate Governance Requirements	27	Yes	<ul style="list-style-type: none"> <li>• Filing of quarterly compliance report on Corporate Governance</li> </ul>
12.	Website	46(2)	Yes	<ul style="list-style-type: none"> <li>• Terms and conditions for appointment of Independent Directors</li> <li>• Compositions of various Committees of the Board of Directors</li> <li>• Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>• Details of establishment of Vigil Mechanism/ Whistle Blower policy</li> <li>• Policy on dealing with Related Party Transactions</li> <li>• Policy for determining material subsidiaries</li> <li>• Details of familiarization program imparted to Independent Director</li> </ul>

### 13. DEMATERIALISATION OF SHARES

The dematerialization facility exists with both the NSDL and CDSL for the convenience of shareholders. As on March 31, 2020, equity shares representing 65.45% of your Company's Equity Shares Capital have been de-materialized.

Sl. No.	Mode of Holding	Number of Shareholders	Number of Shares	Percentage(%)
<b>1.</b>	<b>Dematerialised Mode</b>			
i)	NSDL	5,741.00	1,52,01,673.00	52.889
ii)	CSDL	4,118.00	36,08,734.00	12.55
	<b>Total (a)</b>	<b>9,859.00</b>	<b>1,88,10,407.00</b>	<b>65.45</b>
<b>2.</b>	<b>Physical Mode (b)</b>	25.00	99,31,691.00	34.55
	<b>Total (a+b)</b>	<b>9,884.00</b>	<b>2,87,42,098.00</b>	<b>100.00</b>

#### 14. INVESTOR'S CORRESPONDENCE MAY BE ADDRESSED TO

**Mrs. Priti Todi**

Company Secretary  
Tantia Constructions Limited  
Block-DD 30, Sector-1  
Salt Lake City  
Kolkata-700064  
Ph. No.: 033-40190000  
Email id: priti@tantiagroup.com

**Maheshwari Datamatics Private Limited**

23, R.N. Mukherjee Road, 5th Floor  
Kolkata-700001  
Tel. No.: 033-22435029/ 5809, 033-22482248  
Fax: 033-22484787  
E-mail: mdpl@cal.vsnl.net.in

#### 15. CEO/ CFO CERTIFICATION

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

The annual certificate is attached to this Report.

For and on behalf of **Tantia Constructions Limited**

**Tarun Chaturvedi**

*(Member of the Monitoring Committee)*

Date: 28.04.2021

Place: Kolkata

**Priti Todi**

*(Company Secretary)*

**Kshitiz Chhawchharia**

*(Member of the Monitoring Committee)*

#### DECLARATION BY CEO UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In terms of the SEBI (Listing Obligation and Disclosure Requirements) (Third Amendment) Regulation, 2018, May 31st, 2018 read with the Resolution Plan as approved by the NCLT Order dated February 24th, 2020, all the roles and responsibilities of the Board of Directors/ Committees shall be fulfilled by the Resolution Professional in accordance with the Section 17 and Section 23 of IBC and powers of the Board of Directors/ Committee stand suspended.

As required under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, it is hereby confirmed that for the period ended March 31, 2020, compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management in compliance with compliance with Employee Code of Conduct, as applicable to them, is affirmed.

For and on behalf of **Tantia Constructions Limited**

**Tarun Chaturvedi**

*(Member of the Monitoring Committee)*

Date: 28.04.2021

Place: Kolkata

**Priti Todi**

*(Company Secretary)*

**Kshitiz Chhawchharia**

*(Member of the Monitoring Committee)*

**Independent Auditors' Certificate on compliance with the conditions of Corporate Governance  
as per provisions of Chapter IV of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended)**

To the Members

**Tantia Constructions Limited**

Kolkata, West Bengal, India

1. The Corporate Governance Report prepared by Tantia Constructions Limited ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2020. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

**Management's Responsibility**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management is also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor's Responsibility**

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**Opinion**

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 1 above.

**Other Matters**

10. Pursuant to an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Kolkata bench ("Hon'ble NCLT"), vide its order dated March 13, 2019, had ordered the commencement of the Corporate Insolvency Resolution Process ("CIR Process") in respect of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC"/ "the Code"). Thereafter in accordance with Section 17 of the Code, the powers of the Board stood suspended and Mr. Kshitij Chhawchharia was appointed as Interim Resolution Professional of the Company who was later confirmed as the Resolution Professional of the Company on April 18, 2019 to carry out the CIR Process and manage the affairs of the Company.

On February 24, 2020, the Hon'ble NCLT approved the Resolution Plan (hereinafter referred to as the "Approved Resolution Plan") submitted for the 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 representatives from the Financial Creditors (as decided by the Committee of Creditors), three 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 the Company to the Successful Resolution Applicants.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, a company undergoing CIR process is not required to comply with relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dealing with the requirements of, amongst others, composition of board of directors including that of independent director, constitution, meetings and terms of reference of the audit committee, constitution, meetings and terms of reference of the nomination and remuneration committee, constitution, meetings and terms of reference of the stakeholders' relationship committee.

**Restriction for Use**

11. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
12. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For **S Guha & Associates**  
Chartered Accountants  
F.R.N.No.322493E

**CA Sourabh Mitra**  
Partner  
Membership No. 308743

Date: 12.02.2021  
Place: Kolkata

# Independent Auditor's Report

To the members of  
**Tantia Constructions Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone Ind AS financial statements of **Tantia Constructions Limited ("The Company")**, which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and Notes to the financial statement including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matters

### We draw attention to:

a. Note 52 to the standalone Ind AS financial statement in respect of de-recognition of Operational and Financial Creditors in terms of Resolution Plan approved by the Hon'ble National Company Law Tribunal, Kolkata bench, vide their order dated 24th February, 2020 for the corporate insolvency of the Company, the consequential impact have been given in accordance with Approved Resolution Plan. In accordance with the same the difference amount of ₹1,01,554 lacs between the carrying amount of financial liabilities and consideration payable is recognised in the statement of profit and loss.

Further after thorough review concerning corresponding assets the Company have found it justified to adjust and/or make provision against the current assets, which have also been disclosed under exceptional items amounting to ₹68,082 lacs.

b. We draw attention to Note 5 to the standalone Ind AS financial statement with respect to provision for diminution in value of investment amounting to ₹13,321 lacs against investment in Tantia Infrastructure Pvt Ltd (TIPL) and ₹2 lacs in Tantia Raxaultollways Pvt Ltd (TRPL) both being subsidiary company. TRPL being non-operational and in arbitration is expected to have adverse impact on the net worth of TIPL since the same has made substantial investment in TRPL. The provision has been disclosed in Note 52 to the standalone Ind AS financial statement as exceptional item.

Our opinion is not qualified in respect of above matters.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matters
1	<p><b>Accounting Treatment effect of Resolution plan</b></p> <p>Refer Note 52. to the Standalone Financial Statements for the details regarding the Resolution Plan implemented in the Company pursuant to a corporate insolvency resolution process concluded during the year ended 31st March 2020 under Insolvency and Bankruptcy Code, 2016.</p> <p>Owing to the size of the over-due credit facilities, multiplicity of contractual arrangements and large number of operational and financial creditors, determination of the carrying amount of related liabilities at the date of approval of Resolution Plan was a complex exercise.</p>	<p>We have performed the following procedures to determine whether the effect of Resolution Plan has been appropriately recognised in the Financial Statements:</p> <ul style="list-style-type: none"> <li>Reviewed management's process for review and implementation of the Resolution Plan.</li> <li>Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact of the same on the financial statements.</li> <li>Verified the balances of liabilities as on the date of approval of Resolution Plan from supporting documents and computations on a test check basis.</li> </ul>

Sr. No.	Key Audit Matter	How our audit addressed the key audit matters
	<p>In respect of de-recognition of operational and financial creditors, difference amounting to ₹1,01,554 between the carrying amount of financial liabilities extinguished and consideration paid, is recognised in statement of profit and loss account in accordance with "Ind AS - 109" "Financial Instruments" prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an "Exceptional item".</p> <p>Accounting for the effects of the Resolution Plan is considered by us to be a matter of most significance due to its importance to intended users understanding of the Financial Statements as a whole and materiality thereof.</p>	<ul style="list-style-type: none"> <li>● Tested the implementation of provisions of the Resolution Plan in computation of balances of liabilities owed to financial and operational creditors.</li> <li>● Evaluated whether the accounting principles applied by the management fairly present the effects of the Resolution Plan in financial statements in accordance with the principles of Ind AS.</li> <li>● Tested the related disclosures made in Notes to the financial statements in respect of the implementation of the resolution plan.</li> </ul>
2	<p><b>Litigations Matters &amp; Contingent liabilities</b></p> <p>Refer Note 52 to the standalone financial statements. Prior to the approval of the Resolution Plan, the Company was a party to certain litigations. Pursuant to the approval of the Resolution Plan, it was determined that no amounts are payable in respect of those litigations as they stand extinguished.</p>	<p>We have performed the following procedures to test the recoverability of payments made by the Company in relation to litigations instituted against it prior to the approval of the Resolution Plan:</p> <ul style="list-style-type: none"> <li>● Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact.</li> <li>● Evaluated whether the accounting principles applied by the management fairly present the amounts recoverable from relevant authorities in financial statements in accordance with the principles of Ind AS.</li> </ul>

We have determined that there are no other key audit matters to communicate in our report.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Management is responsible for the preparation of the other information. The other information comprises the Corporate Information, Management discussion and analysis and Directors Report including Annexures to Directors Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statement, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Ind AS Financial Statements**

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code, 2016, (Code) the corporate insolvency process (CIRP) of Tantia Constructions Limited was initiated by the financial creditors of the Company. The Hon'ble National Company Law Tribunal (NCLT), Kolkata bench admitted petition application filed by the financial companies and CIRP was initiated on 13th March, 2019 against the Company. Mr.Kshitiz Chhawchharia was appointed as Interim Resolution Professional to manage the affairs of the Company. Subsequently Mr. Chhawchharia

was confirmed as the Resolution Professional (RP) by the committee of creditors (COC). On appointment of the RP under the Code, the powers of the Board of Directors of the Company were suspended. During the CIR process, Expression of Interest was sought against which applications were received, out of which consortium of EDCL Infrastructure Ltd & Upendra Singh Construction Pvt. Ltd were selected as Resolution Applicant. The final order was passed by NCLT on 24th February, 2020 which is considered as "effective date" for implementation of Resolution Plan. The financial statements were certified by the Resolution Applicant and Company Secretary and taken on record by the Resolution Professional.

The Company's Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including comprehensive income, changes in equity and cash flows of the Company in accordance with the other accounting principles generally accepted in India including Indian Accounting Standard (Ind AS). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Management are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedure responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements for the financial year ended on March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosures about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply, with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.
  - e) The matters described in the Emphasis of matters section above, in our opinion, may have an adverse effect on the functioning of the Company.
  - f) The powers of the Board of Directors of the Company were suspended. On formation of a Monitoring Committee as per the Approved Resolution Plan for implementation of Resolution Plan and manage the affairs of the Company, Mr. Kshitiz Chhawchharia (Erstwhile Resolution Professional) and Mr. Tarun Chaturvedi (Representative of EDCL Infrastructure Ltd, Resolution Applicant) were inducted as members of Monitoring Committee in its first meeting held on 02nd March, 2020.
  - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i) As per Approved Resolution Plan, the contingent liabilities and commitments, excepting counter guarantee given by the Company relating to execution of the projects stand extinguished and accordingly no outflow of economic benefits is expected in respect thereof. Reference is invited to Note-39 to the standalone Ind AS financial statement.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11)

of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**For S GUHA & ASSOCIATES**

Chartered Accountants

FRN: 322493E

**CA SOURABH MITRA**

Partner

Membership No.308743

UDIN: 21308743AAAAEE2640

Place: Kolkata

Date: 12th February, 2021

# “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1(h) with the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date on the Standalone Ind AS Financial Statements for the year ended March 31, 2020:

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Tantia Constructions Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidences about the adequacy of the internal financial controls system over financial reporting with reference to these Standalone Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S GUHA & ASSOCIATES**

Chartered Accountants

FRN: 322493E

**CA SOURABH MITRA**

Partner

Place: Kolkata

Date: 12th February, 2021

Membership No.308743

UDIN: 21308743AAAAEE2640

## Report on Other Legal and Regulatory Requirements

### “Annexure B” to the Independent Auditors’ Report

Referred to in paragraph 2 with the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the members of Tantia Constructions Limited on the Standalone Ind AS Financial Statements for the year ended March 31, 2020:

- |   |  |
|---|--|
| <p>i. a) Fixed Assets register showing full particulars, including quantitative details and situation thereof have not been updated.</p> <p>b) The Company has a regular programme of physical verification of its Fixed Assets by which the same is verified on rotational basis over a period of 3 years which in our opinion, is reasonable, having regard to the size of the Company and nature of its assets. During the current financial year the process of verification was not made, hence reconciliation with physical balance could not be made.</p> <p>c) Title deeds of immovable properties, as explained to us, are lying with the Bank as part of collateral security provided to them against loans availed from the Bank.</p> <p>ii. It was noted that no physical verification of inventories was made. In the absence of the same, excess or shortage, if any, could not be determined and given effect in the accounts. However, raw materials and work in progress relating to closed camps and those under Arbitration have been completely written off.</p> <p>iii. The Company has not granted any loans, secured or unsecured, to companies, firms, LLPs or other parties covered in the register maintained under Section 189 of the Act.</p> <p>iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of the loans and investment made, and guarantees and security provided by it.</p> <p>v. According to the information and explanations provided to us the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and Rules framed there under to the extent notified. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.</p> <p>vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.</p> <p>vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax, Cess, Goods and Services Tax (GST) and other material statutory dues have generally not been regularly deposited during the year by the Company with the appropriate authorities.</p> | <p>b) As mentioned in note 39 to the standalone Ind AS financial statements, as per approved Resolution Plan, which inter alia resulted in extinguishment of all contingent liabilities and commitments, claims and obligations, which pertains to the period on or before the effective date (24th February, 2020) pursuant to the implementation of the Resolution Plan. There are no dues of income-tax, sales-tax, service-tax, duty of customs, duty of excise, value added tax and goods and services tax, which have not been deposited on account of any dispute.</p> <p>viii. The National Company Law Tribunal (‘NCLT’) has approved the terms of the Resolution Plan submitted by Resolution Applicant, pursuant to which loans or borrowings owed by the Company as at that date have been partially extinguished by way of waiver. Accordingly, the Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank during the year.</p> <p>There were no loans or borrowings payable to the Government or debenture holders.</p> <p>ix. According to the records of the Company as examined by us and as per the information and explanations given to us, the Company has not made any public issue/follow on public offer (including debt instruments) during the year.</p> <p>The Company has not availed any fresh term loan during the year. Accordingly, the provision of Clause 3(ix) of the Order in relation to fresh loan is not applicable to the Company.</p> <p>x. Based upon the Audit Procedures performed by us and according to the information and explanation provided to us by the management, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported by us during the year.</p> <p>xi. No managerial remuneration have been provided as per directive of COC, hence, this clause 3(ii) is not applicable to the Company.</p> <p>xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3 (xii) of the Order are not applicable to the Company.</p> <p>xiii. According to information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the requisite details of such transactions have been disclosed in the Financial Statements as required by the applicable Indian accounting standards.</p> <p>xiv. According to the information and explanations provided to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review.</p> |
|---|--|

- xv. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non cash transactions with any directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- xvi. According to the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S GUHA & ASSOCIATES**

Chartered Accountants  
FRN: 322493E

**CA SOURABH MITRA**

Partner  
Membership No.308743  
UDIN: 21308743AAAAEE2640

Place: Kolkata  
Date: 12th February, 2021

## Standalone Balance Sheet as at 31st March 2020

₹ in Lakhs

	Note	As at 31st March 2020	As at 31st March 2019
<b>I ASSETS</b>			
<b>1 Non - Current Assets</b>			
a. Property, Plant and Equipment	4A	2,568	3,132
b. Intangible Assets	4A	-	-
c. Capital Work in Progress	4B	41	41
d. Financial Assets			
i. Investments	5	14,576	23,968
ii. Loans	6	-	1,099
e. Deferred Tax Assets (net)	7	-	-
f. Other Non-Current Assets	8	-	-
<b>Total Non - Current Assets</b>		<b>17,185</b>	<b>28,240</b>
<b>2 Current Assets</b>			
a. Inventories	9	1,837	8,650
b. Financial Assets			
i. Trade Receivables	10	7,720	21,545
ii. Cash and Cash Equivalents	11	466	579
iii. Bank Balances (other than ii above)	12	212	627
iv. Loans	13	5,562	8,005
v. Other Financial Assets	14	405	441
c. Current Tax Assets	15	1,797	1,496
d. Other Current Assets	16	1,186	45,079
<b>Total Current Assets</b>		<b>19,185</b>	<b>86,422</b>
<b>Total Assets</b>		<b>36,370</b>	<b>1,14,662</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
a. Equity share capital	17	2,874	2,874
b. Other equity	18	13,353	(7,124)
<b>Total Equity</b>		<b>16,227</b>	<b>(4,250)</b>
<b>2 Liabilities</b>			
<b>Non-Current Liabilities</b>			
a. Financial Liabilities			
i. Borrowings	19	-	-
b. Provisions	20	202	417
c. Deferred Tax Liabilities (net)	7	1,468	437
d. Other Non-Current Liabilities	21	20	1,935
		<b>1,690</b>	<b>2,789</b>
<b>Current Liabilities</b>			
a. Financial Liabilities			
i. Borrowings	22	4,453	57,708
ii. Trade Payables	23	1,340	12,902
iii. Other Financial Liabilities	24	5,671	35,450
b. Other Current Liabilities	25	6,834	9,947
c. Provisions	26	155	116
		<b>18,453</b>	<b>1,16,123</b>
<b>Total Equity and Liabilities</b>		<b>36,370</b>	<b>1,14,662</b>
Summary of significant accounting policies	3		

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

Chartered Accountants

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

(Member of the Monitoring Committee)

**KSHITIZ CHHAWCHHARIA**

(Member of the Monitoring Committee)

**PRITI TODI**

(Company Secretary)

## Standalone Statement of Profit and Loss for the year ended 31st March 2020

₹ in Lakhs

	Note	Year ended 31 March 2020	Year ended 31 March 2019
<b>I INCOME</b>			
i. Revenue From operation	27	13,619	21,671
ii. Other income	28	4,077	3,550
<b>Total Revenue</b>		<b>17,696</b>	<b>25,221</b>
<b>II EXPENSES</b>			
i. Cost of Material Consumed	29	2,432	6,960
ii. Contract Operating Expenses	30	10,660	12,260
iii. Change in Inventory of Work in Progress	31	713	11,657
iv. Employee Benefits Expenses	32	721	1,209
v. Finance Cost	33	472	5,351
vi. Depreciation and Amortisation Expenses	4A	583	657
vii. Other Expenses	34	784	2,721
<b>Total Expenses</b>		<b>16,365</b>	<b>40,815</b>
<b>III Profit/(Loss) before Exceptional Items</b>		<b>1,331</b>	<b>(15,594)</b>
<b>IV Exceptional Items</b>		<b>(20,149)</b>	<b>-</b>
<b>V Profit/(Loss) before Tax</b>		<b>21,480</b>	<b>(15,594)</b>
<b>Tax expense :</b>			
i. Current Tax	35	-	-
ii. Deferred Tax	35	1,024	863
<b>VI Profit/(Loss) for the year</b>		<b>20,456</b>	<b>(16,457)</b>
<b>Other comprehensive income (net of tax)</b>			
<b>A i. Items that will not be reclassified to Profit or Loss</b>			
(a) Remeasurements of defined benefit liability/ (asset)		-	-
(b) Net (loss)/gain on FVTOCI of investments in equity instruments		28	(18)
<b>ii. Income taxes relating to items that will not be reclassified to profit or loss</b>		(7)	5
<b>Net other comprehensive income not to be reclassified subsequently to profit or loss</b>		<b>21</b>	<b>(13)</b>
<b>B Items that will be reclassified to profit or loss</b>		-	-
<b>Net other comprehensive income to be reclassified subsequently to profit or loss</b>		-	-
<b>VII Other Comprehensive Income (OCI)</b>		<b>21</b>	<b>(13)</b>
<b>VIII Total Comprehensive Income for the Year</b>		<b>20,477</b>	<b>(16,470)</b>
<b>Earning per Equity Share of ₹10/- each</b>	36		
Basic (₹)		71.18	(57.26)
Diluted (₹)		71.18	(57.26)
Summary of significant accounting policies	3		

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

Chartered Accountants

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

(Member of the Monitoring Committee)

**KSHITIZ CHHAWCHHARIA**

(Member of the Monitoring Committee)

**PRITI TODI**

(Company Secretary)

## Cash Flow Statement for the period ended 31st March 2020

₹ in Lakhs

	31st March 2020		31st March 2019	
<b>A Cash Flow from Operating Activities</b>				
<b>Net Profit / (Loss) before Tax</b>		<b>21,480</b>		<b>(15,594)</b>
<b>Add/(Less) Adjustment for :</b>				
Depreciation	583		657	
Provision for Diminution in value of Investment	13,323		-	
Exceptional Items	(20,149)		-	
(Profit)/Loss on Investment in Joint Ventures (Net)	(3,931)		(3,319)	
Interest Income	(136)		(119)	
Interest on Borrowings	51	(10,259)	5,092	2,311
<b>Operating Profit before working Capital changes</b>		<b>11,221</b>		<b>(13,283)</b>
<b>Add/(Less) (Increase)/decrease in Assets/Liabilities :</b>				
Debtors	13,825		685	
Loans & advances	3,542		(1,148)	
Other Non-Current Assets	0		61	
Other Current Assets	43,893		(5,904)	
Earmarked Bank balances	1		1	
Inventories	6,813		15,298	
Trade payables, Liabilities & Provisions	(16,566)	51,508	248	9,241
<b>Cash Generated from Operations</b>		<b>62,729</b>		<b>(4,042)</b>
Direct Taxes Paid / Refund (Net)		(301)		567
<b>Cash Flow before extraordinary items</b>		<b>62,428</b>		<b>(3,475)</b>
Exceptional Items		20,149		-
<b>Net Cash From Operating Activities</b>		<b>82,577</b>		<b>(3,475)</b>
<b>B Cash flow from Investing Activities</b>				
<b>Add/(Less) (Increase)/decrease in Assets/Liabilities :</b>				
Purchase of Fixed Assets	(19)		(265)	
Sale/discard of Fixed Assets	-		244	
Interest Income	172		119	
Investment in Joint Ventures & others	(2)		(1)	
Investment in Fixed deposit	414	565	324	421
<b>Net Cash used in investing Activities.</b>		<b>565</b>		<b>421</b>
<b>C Cash Flow from Financing Activities</b>				
<b>Add/(Less) (Increase)/decrease in Assets/Liabilities :</b>				
Share Capital issue	-		-	
Share Premium Account	-		-	
Net Cash inflow		-		-
Long term borrowings	(20,432)		(1,300)	
Short term borrowing	(53,255)		7,141	
Interest Paid	(9,567)		(2,803)	
Dividend Paid	(1)		(1)	
Tax on Dividend	-		-	
Dividend & Unclaimed Share Application Money Deposited	-	(83,255)	-	3,037
<b>Net Cash from financing Activities.</b>		<b>(83,255)</b>		<b>3,037</b>

## Cash Flow Statement for the period ended 31st March 2020

₹ in Lakhs

	31st March 2020		31st March 2019	
<b>D Net increase/(Decrease) in Cash and Cash equivalent (A+B+C)</b>		<b>(113)</b>		<b>(17)</b>
<b>E</b> Add: Balance at the beginning of the Year		579		596
<b>Cash &amp; Cash equivalents as the close of the year</b>		<b>466</b>		<b>579</b>
<b>Note :</b>				
Cash & Cash equivalents				
- Balances with banks in Current Accounts		456		554
- Cash in hand		10		25
<b>Cash &amp; Cash equivalents (As per Note 11)*</b>		<b>466</b>		<b>579</b>
* i) Excluding balances with the bank in the form of Fixed Deposit pledged as Security / Margin with Bank for BG Limit and Lien with Client		212		626
ii) Earmarked Bank balances against Dividend and Unclaimed Share Application		0		1
<b>Total (As per Note 12)</b>		<b>212</b>		<b>627</b>
<b>Total [As per Note (11+12)]</b>		<b>678</b>		<b>1,206</b>

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

Chartered Accountants

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

(Member of the Monitoring Committee)

**KSHITIZ CHHAWCHHARIA**

(Member of the Monitoring Committee)

**PRITI TODI**

(Company Secretary)

## Statement of Change in Equity for the year ended 31st March 2020

### A. Equity Share Capital

Equity shares of ₹10 each issued, subscribed and full paid

₹ in Lakhs

Particulars	Numbers	Amount
<b>As at 1 April 2018</b>	2,87,42,098	2,874
Changes in Equity Share Capital during 2018-19	-	-
<b>As at 31 March 2019</b>	<b>2,87,42,098</b>	<b>2,874</b>
Changes in equity share capital during 2019-20	-	-
<b>As at 31 March 2020</b>	<b>2,87,42,098</b>	<b>2,874</b>

### B. Other equity

	Reserves and surplus					Items of other comprehensive income	Total
	Share Premium	Retained earnings	Capital reserve	Capital redemption reserve	General reserve	Equity Instruments through Other Comprehensive Income	
<b>Balance at 1st April 2018</b>	7,884	(110)	100	14	1,415	43	9,346
Profit or Loss	-	(16,457)	-	-	-	-	(16,457)
Other comprehensive income (net of tax)	-	-	-	-	-	(13)	(13)
<b>Total comprehensive income for the year</b>	-	<b>(16,457)</b>	-	-	-	<b>(13)</b>	<b>(16,470)</b>
Dividend	-	-	-	-	-	-	-
Income tax on dividend paid	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-
<b>Balance as at 31st March 2019</b>	<b>7,884</b>	<b>(16,567)</b>	<b>100</b>	<b>14</b>	<b>1,415</b>	<b>30</b>	<b>(7,124)</b>
Profit or Loss	-	20,456	-	-	-	-	20,456
Other comprehensive income (net of tax)	-	-	-	-	-	21	21
<b>Total comprehensive income</b>	-	<b>20,456</b>	-	-	-	<b>21</b>	<b>20,477</b>
Dividend	-	-	-	-	-	-	-
Income tax on dividend paid	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-
<b>Balance at 31st March 2020</b>	<b>7,884</b>	<b>3,889</b>	<b>100</b>	<b>14</b>	<b>1,415</b>	<b>51</b>	<b>13,353</b>

Summary of significant accounting policies

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

#### For S GUHA & ASSOCIATES

Chartered Accountants

ICAI Firm Registration No. 322493E

#### SOURABH MITRA

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

#### TARUN CHATURVEDI

(Member of the Monitoring Committee)

#### KSHITIZ CHHAWCHHARIA

(Member of the Monitoring Committee)

#### PRITI TODI

(Company Secretary)

## Notes to the Standalone financial statements for the year ended 31 March 2020

### 1. Corporate Information

Tantia Constructions Limited (hereinafter referred to as 'Company') is one of the most proficient civil infrastructure solutions providers in India. Incorporated as a private limited Company in 1964 which became public limited Company in 1982, the Company is engaged in executing critical infrastructure projects. It began operations in the railways segment and over the years expanded to six other core infrastructure segments namely roads, urban development, infrastructure and industrial fabrication, power, marine and aviation.

Pursuant to an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Kolkata bench (hereinafter referred to as 'Adjudicating Authority'), vide its order dated 13th March 2019, had ordered the commencement of the corporate insolvency resolution (CIR) process in respect of the company under the provisions of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as 'the Code').

During the CIR process, expression of interest was sought against which applications were received, out of which Consortium of EDCL Infrastructure Limited and Upendra Singh Constructions Pvt Ltd were selected as "Resolution Applicant". Pursuant to its order (hereinafter referred to as 'NCLT Order') dated 24th February 2020 (hereinafter referred to as 'effective date'), the Adjudicating Authority approved the Resolution Plan (hereinafter referred to as 'Approved Resolution Plan') submitted by the Resolution Applicants (RA) for the Company under Section 31 of the Code, 2016. As per the terms of Section 31 of the Code, the Approved Resolution Plan shall be binding on the Company, its employees, members, creditors, guarantors and other stakeholders involved in the Resolution Plan. As per the Approved Resolution Plan, a Monitoring Committee (MC) has been formed to oversee its implementation and to manage the affairs of the Company as a going concern. During the Implementation of the Approved Resolution Plan, the powers of the Board of Directors remain suspended. The MC has not been in existence for the most part of the period covered by these financial statements since that period was under the CIR process.

Considering the above, the financial statements are being presented on a 'Going Concern' basis.

The financial statements were certified by the Key Managerial Personell (KMP) of the Company and taken on record by the Monitoring Committee at the meeting held on 12th February, 2021.

### 2. Basis of preparation

#### a) Statement of Compliance

These standalone financial statements are prepared in accordance with the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

#### b) Functional and presentation currency

The financial statements are presented in Indian Rupees (₹) which is Company's presentation currency and amounts have been rounded to the nearest Lakhs, except when otherwise indicated.

#### c) Basis of preparation

The financial statements have been prepared on historical cost convention on the accrual basis, except for the following items::

- (i) Certain financial assets and financial liabilities measured at fair value;
- (ii) Employee's defined benefit plan as per actuarial valuation.

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when valuing the asset or liability at the measurement date.

For recognition of Income and Expenses, mercantile system of accounting is followed except in case of insurance claims where on the ground of prudence and as well as uncertainty in realization, the same is accounted for as and when accepted/ received.

#### d) Use of judgments and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Critical accounting judgements and key sources of estimation uncertainty: Key assumptions -

## Notes to the Standalone financial statements for the year ended 31 March 2020

### (i) Useful lives of Property, plant and equipment:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

### (ii) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using certain valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

### (iii) Defined benefit plans:

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### (iv) Recognition and measurement of provisions and contingencies:

The certain key assumptions about the likelihood and magnitude of an outflow of resources. Provision is towards known contractual obligation, litigation cases and pending assessments in respect of taxes, duties and other levies, if any, in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result in outflow of resources, to the extent provided for.

## e) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 3. Significant accounting policies

### a) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

### b) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### i. Financial Assets

##### Initial recognition and measurement

## Notes to the Standalone financial statements for the year ended 31 March 2020

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables are initially measured at transaction price. Regular way purchase and sale of financial assets are accounted for at trade date.

### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Amortised cost
- Fair value through other comprehensive income (FVTOCI)
- Fair value through profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

#### Financial assets at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate (EIR) amortisation is included in finance income in the profit or loss.

#### Financial assets at FVTOCI

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

#### Financial assets at FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

### Other equity investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

### Investments in Subsidiaries, Associates and Joint-Ventures

The Company has accounted for its equity instruments in Subsidiaries, Associates and Joint-Ventures at cost except where Investments are accounted for at cost shall be accounted in accordance with Ind AS 105, wherein they are classified as assets held for sale.

### Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

## ii. Financial liability

### Initial recognition and measurement

Financial liabilities are initially recognised at fair value plus any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

### Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in following categories:

- Financial liabilities through profit or loss (FVTPL)
- Financial liabilities at amortised cost

#### Financial liabilities through FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

#### Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and any gain or loss on derecognition are recognised in profit or loss.

## Notes to the Standalone financial statements for the year ended 31 March 2020

Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

### **Derecognition**

A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **iii. Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## **c) Property, Plant and Equipment**

### **i. Recognition and measurement**

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

Assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and shown under 'Other current assets'.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

### **ii. Subsequent expenditure**

Subsequent expenditure is capitalized only when it is probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

### **iii. Depreciation and amortisation**

#### **Tangible Assets**

Depreciation on fixed assets is provided on Straight Line Method (SLM) and is provided based on useful life of the assets as prescribed in Schedule – II to the Companies Act, 2013.

#### **Intangible Assets**

These are amortized over the best estimates of its useful economic life as decided by the management.

## **d) Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. They are amortised over the best estimates of its useful economic life as decided by the management. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

## **e) Inventories**

- a) Stock of construction materials, stores and spares and fuel (except for those relating to Construction activities) are valued at cost (weighted average basis) or net realizable value whichever is lower.
- b) Cost of construction materials, stores, spares and fuel used in construction activities are valued at cost (weighted average basis).
- c) Work-in-progress is valued at cost and reflects the work done but not certified.
- d) The cost of inventories comprises all cost of purchase, cost of conversion and other incidental cost incurred in bringing the inventories to their present location and condition.
- e) Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make the sale.

## Notes to the Standalone financial statements for the year ended 31 March 2020

### f) Impairment

#### i. Impairment of financial instruments: financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

#### ii. Impairment of non-financial assets

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### g) Employee Benefits

#### i. Short-term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

#### ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company makes specified monthly contributions towards Provident Fund, ESI and Medical. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

#### iii. Defined benefit plans

##### I. Gratuity

Liability on account of Gratuity is:

- Covered through recognized gratuity fund managed by Life Insurance Corporation of India and contributions are charged to revenue; and
- Balance if any, is provided on the basis of valuation of the liability by an independent Actuary as at the year end.

##### II. Leave Encashment

Liability for leave encashment is treated as a long term liability and is provided on the basis of valuation by an independent Actuary as at the year end.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

### h) Provisions (other than for employee benefits), Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement and are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. The Company does not recognize a contingent liability but only makes disclosures for the same in the Financial Statements.

Contingent assets where it is probable that future economic benefits will flow to the Company are not recognised but disclosed in the financial statements.

## Notes to the Standalone financial statements for the year ended 31 March 2020

### i) Revenue Recognition

#### On Construction Contracts:

The companies recognizes revenue when the control of the goods and services is transferred to the customer as against the transfer of risk and rewards. As per the Company's current revenue recognition practices, transfer of control happens at the same point as transfer of risk and rewards thus not effecting the revenue recognition. The amount of revenue recognised reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company has adopted the modified transitional approach as permitted by the standard under which the comparative financial information is not restated. The accounting changes required by the standard are not having material effect on the Company financial statements and no transitional adjustment is recognised in retained earnings at April 1, 2018, though there would be additional disclosure requirements for the company to comply with.

Contract modifications are accounted for when additions, deletions or changes are approved either to the scope or price or both. Goods/ services added that are not distinct are accounted for on a cumulative catch up basis. Goods / services those that are distinct are accounted for prospectively as a separate contract, if the additional goods/services are priced at the standalone selling price else as a termination of the existing contract and creation of a new contract . In cases where the additional work has been approved but the corresponding change in price has not been determined, the recognition of revenue is made for an amount with respect to which it is highly probable that a significant reversal will not occur. If the consideration promised in a contract includes a variable amount, this amount is recognised only to the extent that it is highly probable that a significant reversal in the amount recognised will not occur.

#### On Sale of Goods:

- In case of sale of goods, the transfer of property in goods results in the transfer of significant risks and rewards of ownership to the buyer and revenue is recognized at the time of transfer of property. Sales are net of taxes, returns, trade discounts etc.

### j) Recognition of dividend income and interest income

#### Dividends

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the Statement of Profit and Loss.

### k) Leases

Lease income from operating leases (excluding amount for services on maintenance, etc. and contingent rentals) where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases and another systematic basis is more representative of the time pattern in which user's benefit derived from the leased asset is diminished. Contingent rent is recognized in the period when earned. The respective leased assets are included in the balance sheet according to the nature of the asset.

### l) Income tax

Income tax expense comprises of current and deferred tax. Current tax and deferred tax is recognized in the Statement of Profit or Loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

#### i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, on the basis of taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

#### ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

### m) Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to

## Notes to the Standalone financial statements for the year ended 31 March 2020

acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

### n) Foreign currencies transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. All other foreign currency assets and liabilities are stated at the rates prevailing at the date of transaction other than those covered by forward contracts, which are stated at the contracted rate. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

### o) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM").

The board of directors of the Company, which has been identified as being the CODM, generally assesses the financial performance and position of the Company and makes strategic decisions, however as per Approved Resolution Plan the power of Board of Directors remain suspended and in its place Monitoring Committee is empowered with the power.

### p) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### q) Interest in Joint venture

In respect of its interest as joint venture the company recognise its interest in a joint venture as an investment and accounts for the investment in accordance with Ind AS 28 "Investment in associates and joint ventures".

## 4A. Property, plant and equipment

₹ in Lakhs

	Free hold land	Work shop & office shed	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total	Software	Total
<b>A. Gross carrying amount (Deemed cost) (1)</b>									
As at April 1, 2018	397.00	231.00	4,075.00	69.00	279.00	44.00	5,095.00	2.00	5,097.00
Additions	-	-	245.00	-	18.00	2.00	265.00	-	265.00
Deletions / Discard	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>397.00</b>	<b>231.00</b>	<b>4,320.00</b>	<b>69.00</b>	<b>297.00</b>	<b>46.00</b>	<b>5,360.00</b>	<b>2.00</b>	<b>5,362.00</b>
Additions			1.00		17.00	1.00	19.00		19.00
Deletions / Discard							-		-
<b>As at March 31, 2020</b>	<b>397.00</b>	<b>231.00</b>	<b>4,321.00</b>	<b>69.00</b>	<b>314.00</b>	<b>47.00</b>	<b>5,379.00</b>	<b>2.00</b>	<b>5,381.00</b>
<b>B. Depreciation</b>									
Upto April 1, 2018	-	8.00	1,414.00	4.00	119.00	26.00	1,571.00	2.00	1,573.00
For the year ended March 31, 2019		4.00	592.00	2.00	51.00	8.00	657.00	-	657.00
Adjustments/ Deletions							-	-	-
<b>As at March 31, 2019</b>	<b>-</b>	<b>12.00</b>	<b>2,006.00</b>	<b>6.00</b>	<b>170.00</b>	<b>34.00</b>	<b>2,228.00</b>	<b>2.00</b>	<b>2,230.00</b>
For the year ended March 31, 2020		4.00	525.00	2.00	48.00	4.00	583.00	-	583.00
Adjustments/ Deletions							-		-
<b>As at March 31, 2020</b>	<b>-</b>	<b>16.00</b>	<b>2,531.00</b>	<b>8.00</b>	<b>218.00</b>	<b>38.00</b>	<b>2,811.00</b>	<b>2.00</b>	<b>2,813.00</b>
<b>B. Net carrying amount</b>									
<b>As at March 31, 2019</b>	<b>397.00</b>	<b>219.00</b>	<b>2,314.00</b>	<b>63.00</b>	<b>127.00</b>	<b>12.00</b>	<b>3,132.00</b>	<b>-</b>	<b>3,132.00</b>
<b>As at March 31, 2020</b>	<b>397.00</b>	<b>215.00</b>	<b>1,790.00</b>	<b>61.00</b>	<b>96.00</b>	<b>9.00</b>	<b>2,568.00</b>	<b>-</b>	<b>2,568.00</b>

(1) The company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e 31st March, 2016 as its deemed cost on the date of transition to IND AS i.e 1st April, 2016.

**Notes to the Standalone financial statements** for the year ended 31 March 2020

**4B. Capital Work-in-Progress (CWIP)**

	CWIP
<b>Gross carrying amount (Deemed cost)</b>	
As at April 1, 2018	285.00
Additions	-
Deletions / Discard / Converted to Tangible Assets	244.00
<b>As at March 31, 2019</b>	<b>41.00</b>
Additions	
Deletions / Discard / Converted to Tangible Assets	
<b>As at March 31, 2020</b>	<b>41.00</b>

**5. Non-Current Investments**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Unquoted, other than trade</b>		
<b>(a) Investment in equity instruments (fully paid)</b>		
<b>In Subsidiaries (at cost)</b>		
* Tantia Raxaultollway Private Limited - 172 (31st March 2019- 172) Equity Shares of ₹1,000/- each	2	2
Less : Provision for Diminution in value of Investments	(2)	-
* Tantia Infrastructure Private Limited - 10,000 (31st March 2019- 10,000) Equity Shares of ₹1,000/- each	100	100
Less : Provision for Diminution in value of Investments	(50)	-
<b>In Others (at fair value through other comprehensive income)</b>		
Andromeda Communications (P) Limited - 7,000 (31st March 2019 - 7,000) Equity Shares of ₹10/- each	21	19
Universal Realtors (P) Limited - 40,000 (31st March 2019 - 40,000) Equity Shares of ₹10/- each	107	107
<b>(b) Investment in preference instruments (fully paid)</b>		
<b>In Subsidiaries (at fair value through profit and loss a/c)</b>		
* Tantia Infrastructure Private Limited - 3,03,704 (31st March 2019- 3,03,704) Preference Shares of ₹100/- each	26,543	22,616
Less : Provision for Diminution in value of Investments	(13,271)	-
<b>(c) Investment in equity instruments (fully paid)</b>		
<b>In Associate (at cost)</b>		
Tantia Sanjauli Parkings Private Limited - 10,00,000 (31st March 2019- 10,00,000) Equity Shares of ₹10/- each	100	100
<b>(d) Investment in preference instruments (fully paid)</b>		
<b>In Associate (at cost)</b>		
Tantia Sanjauli Parkings Private Limited - 62,300 (31st March 2019- 62,300) Preference Shares of ₹100/- each	694	684
<b>(d) Investment in government securities (at amortised cost)</b>		
National Saving Certificate, Deposited with Sales tax Authorities, Mizoram	0	0
<b>(e) Investment in joint ventures (at cost)</b>		
Tantia - RBM JV	79	79
Tantia - JMC JV	6	6
Tantia - DBC JV	0	0
Tantia - SOMA JV	0	0
Tantia - SIMPLEX JV	0	0
Tantia - BSBK JV	0	0
Tantia - IVRCL JV	2	2
Tantia - FREYSSINET JV	8	8
Tantia - TBL JV	0	0
Tantia - SPML JV	3	3
Tantia - GONDWANA JV	41	43

## Notes to the Standalone financial statements for the year ended 31 March 2020

### 5. Non-Current Investments (Contd.)

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Tantia - CCIL JV	15	15
Tantia - EDCL JV	0	0
Tantia - SEC JV	48	48
Tantia - PREMCO JV	1	1
Tantia - MPPL (Wilo) JV	125	125
Tantia - MNTPL JV	2	6
<b>Total</b>	<b>14,576</b>	<b>23,968</b>
Aggregate carrying amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate carrying amount of unquoted investments	14,576	23,968

\* The Company is holding investments in one of its subsidiaries i.e. Tantia Infrastructure Private Limited (TIPL) in the form of Equity and Preference Shares. TIPL has in turn made substantial investments in inter alia Tantia Raxaultollways Private Limited (TRPL). TRPL being an SPV entity is currently non operational and the project is currently under arbitration which in turn is expected to have an adverse impact on the net worth of TIPL. Further, TIPL also does not have any major revenue from operation in last three financial years, therefore, as a conservative approach, 50% diminution in the value of investment is effected by INR 13,323 lakhs (Refer note - 52).

### 6. Loans - Non-Current

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<i>(Unsecured, considered good)</i>		
Security deposits and retention money*	-	1,099
<b>Total</b>	<b>-</b>	<b>1,099</b>

\*Refer note no - 52 and 13 relating to Exceptional items, wherein Security Deposits and Retention Money (both Non-Current and Current) have been written off for ₹3,697 lakhs

### 7. Deferred Tax Assets (net)

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Deferred Tax Assets	4,218	4,225
Less: Deferred Tax Liabilities	5,686	4,662
<b>Total</b>	<b>(1,468)</b>	<b>(437)</b>

Movement in deferred tax assets/ (liabilities) balances	As at 31st March 2019	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2020
<b>Deferred tax (liabilities)/assets in relation to</b>				
Fiscal allowance on property, plant and equipment, etc.	138	-	-	138
Other timing differences	4,524	1,024	-	5,548
<b>Total deferred tax liabilities</b>	<b>4,662</b>	<b>1,024</b>	<b>-</b>	<b>5,686</b>
Employees' benefit	196	-	(7)	189
Unabsorbed carried forward loss	3,626	-	-	3,626
MAT credit entitlement	403	-	-	403
<b>Total deferred tax assets</b>	<b>4,225</b>	<b>-</b>	<b>(7)</b>	<b>4,218</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>(437)</b>	<b>(1,024)</b>	<b>(7)</b>	<b>(1,468)</b>

**Notes to the Standalone financial statements** for the year ended 31 March 2020

	As at 1st April 2018	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2019
<b>Deferred tax (liabilities)/assets in relation to</b>				
Fiscal allowance on property, plant and equipment, etc.	138	-	-	138
Other timing differences	3,666	863	(5)	4,524
<b>Total deferred tax liabilities</b>	<b>3,804</b>	<b>863</b>	<b>(5)</b>	<b>4,662</b>
Employees' benefit	196	-	-	196
Unabsorbed carried forward loss	3,626	-	-	3,626
MAT credit entitlement	403	-	-	403
<b>Total deferred tax assets</b>	<b>4,225</b>	<b>-</b>	<b>-</b>	<b>4,225</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>421</b>	<b>(863)</b>	<b>5</b>	<b>(437)</b>

The net deferred tax liabilities for the previous year (year ended 31st March 2019) was ₹437/- lacs. The impact of deferred tax on the amounts written back and/or written off as per the resolution plan and management estimates (refer Note 52) has not been considered in the above calculation.

**8. Other Non-Current Assets**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Advances other than Capital Advances		
- Advances recoverable in cash or in kind or for value to be received	-	-
Others		
- Prepaid Expenses	-	-
- Deferred Revenue Expenses	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**9. Inventories**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<i>(Valued at the lower of cost and net realisable value)</i>		
Raw Materials*	976	2,958
Construction Contract Work-In-Progress*	78	4,883
Stores & Spares	445	453
Loose Tools	338	356
<b>Total</b>	<b>1,837</b>	<b>8,650</b>

\* Refer Note No 52 related to Exceptional Items, Inventories were written off for Raw Material ₹1,298 lakhs and Work-in-Progress ₹4093 lakhs.

Particulars	2019-20	2018-19
Cost of Materials Consumed	2,432	6,960
Contract Operating Expenses	10,660	12,260
Changes in Work-In-Progress	713	11,657

**10. Trade receivables**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<i>(Unsecured unless otherwise stated)</i>		
Considered good*	7,720	21,545
<b>Total</b>	<b>7,720</b>	<b>21,545</b>

\*Refer Note No 52 related to Exceptional Items, Sundry Debtors were written off ₹15,017 lakhs.

## Notes to the Standalone financial statements for the year ended 31 March 2020

### 11. Cash and Cash Equivalents

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Balances with Bank		
- In Current Account	456	554
Cash on Hand	10	25
<b>Total</b>	<b>466</b>	<b>579</b>

### 12. Other Bank Balances

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Earmarked balances with Banks	0	1
Balances with banks		
- In deposit accounts*	212	626
<b>Total</b>	<b>212</b>	<b>627</b>

\* The Company has been carrying certain Balances with Banks – In deposit accounts for a number of years. These were primarily in the nature of earmarked deposits placed as security with government bodies and as margin money against issue of bank guarantees. In case of these deposits aggregating to ₹543 lacs it was found that the amounts had matured long back and had been adjusted by the Banks or by the Clients against liabilities, but corresponding entries were not passed in the books of accounts in the Company and no amount against the same is recoverable. Accordingly, the Company has recognised these deposits as written off amounting to ₹543 lacs and disclosed the same under 'exceptional items' in the statement of profit and loss (Refer Note 52)

### 13. Loans - Current

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<i>(Unsecured, considered good)</i>		
Security deposits & earnest money	5,562	8,005
<b>Total</b>	<b>5,562</b>	<b>8,005</b>

\* The Company has been carrying certain Balances with Banks – In deposit accounts for a number of years. These were primarily in the nature of earmarked

### 14. Other Financial Assets

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Advance to Subsidiaries		
- Tantia Infrastructure Private Limited	345	345
Interest accrued but not due on bank deposits	60	96
<b>Total</b>	<b>405</b>	<b>441</b>

Refer Note No 52 relating to Exceptional Items, wherein Interest accrued but not due has been written off to the tune of ₹23 lakhs

### 15. Current Tax Asset (net)

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Advance payment of tax (net of provisions)	1,797	1,496
<b>Total</b>	<b>1,797</b>	<b>1,496</b>

## Notes to the Standalone financial statements for the year ended 31 March 2020

### 16. Other Current Assets

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Advances other than Capital Advances		
Advances to Suppliers (Goods & Services)	696	4,106
Advances to Employees	-	280
Advance to NBFC	10	10
Unbilled Revenue *	-	36,993
Works Contract Tax Receivable	480	3,661
Prepaid Expenses	-	29
Deferred Revenue Expenses	-	-
	<b>1,186</b>	<b>45,079</b>

\* The Company has been showing an amount of ₹36,182 lacs as Unbilled Revenue since long. A review of the same revealed that the said amount is no longer billable to the respective clients and hence has been written off and disclosed under 'exceptional items' in the statement of profit and loss (Refer Note 52). In addition to this, advances to supplier, advance to employees and works contract receivable has also been written off for ₹7,228 lacs.

### 17. Equity share capital

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Authorised</b>		
390,00,000 (31st March 2019- 390,00,000) equity shares of ₹10/- each	3,900	3,900
10,00,000 (31st March 2019- 10,00,000) 10.5% cumulative redeemable preference shares of ₹10/- each	100	100
	<b>4,000</b>	<b>4,000</b>
<b>Issued, subscribed and fully paid-up</b>		
2,87,42,098 equity shares (31st March 2019- 2,87,42,098) of ₹10/- each	2,874	2,874
	<b>2,874</b>	<b>2,874</b>

#### A. Reconciliation of number of equity shares outstanding at the beginning and at the end of the period

	As at 31st March 2020		As at 31st March 2019	
	Number	Amount	Number	Amount
Balance as at the beginning of the year	2,87,42,098	2,874	2,87,42,098	2,874
Add: Issued during the year	-	-	-	-
Balance as at the end of the year	2,87,42,098	2,874	2,87,42,098	2,874

#### B. Rights, Preferences and Restrictions attaching to Equity Shares

- The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in the proportion to their shareholding.

#### C. Particulars of shareholders holding more than 5% shares of fully paid up equity shares

Name of the Shareholder	As at 31st March 2020		As at 31st March 2019	
	Number	Amount	Number	Amount
Nigolice Trading Pvt Ltd	1,52,59,689	53.09%	1,52,59,689	53.09%
Rahul Tantia	35,73,359	12.43%	35,73,359	12.43%

• With respect to the existing share capital the Approved Resolution Plan proposes reduction of the Company's share capital without any pay out to the shareholders, by reducing the face value of each issued and outstanding equity share of the Company from INR 10 to INR 1

## Notes to the Standalone financial statements for the year ended 31 March 2020

### 18. Other equity

Refer statement of changes in equity for detailed movement in equity balance

A. Summary of other equity balance		1st April 2019	Movement during the year	31st March 2020	1st April 2018	Movement during the year	31st March 2019
Capital reserve	(a)	100	-	100	100	-	100
Capital redemption reserve	(b)	14	-	14	14	-	14
Securities premium account	(c)	7,884	-	7,884	7,884	-	7,884
General reserve	(d)	1,415	-	1,415	1,415	-	1,415
Retained earnings	(e)	(16,537)	20,477	3,940	(67)	(16,470)	(16,537)
Total other equity		<b>(7,124)</b>	<b>20,477</b>	<b>13,353</b>	<b>9,346</b>	<b>(16,470)</b>	<b>(7,124)</b>

#### B. The description of the nature and purpose of each reserve within equity is as follows:

- Capital reserve:** The Company had received ₹100 against future call option of 7,14,285 Share warrants in the financial year 2008-09. The call was not exercised by the applicants and as per the terms of the issue of warrant, the said amount was forfeited and credited to capital reserve during the financial year 2008-09.
- Capital redemption reserve:** The Company had issued 1,40,000 10.5% cumulative preference share at par value of ₹10 each in the Financial Year ending on 31st March 2005 were redeemed at the option of the share holder during the financial year ended on 31.03.2015. Accordingly ₹14 equivalent to the proceeds of redemption were transferred to capital redemption reserve.
- Securities premium account:** Securities premium account represents the premium received on issue of shares over and above the face value of equity shares. The account is available for utilisation in accordance with the provisions of the Companies Act, 2013.
- General Reserve:** The Company has transferred a portion of the net profit of the company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.
- Retained earnings:** This Reserve represents the cumulative profits of the Company. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

### 19. Long Term Borrowings

	As at 31st March 2020		As at 31st March 2019	
	Non-Current	Current Maturities	Non-Current	Current Maturities
(i) Secured				
- Term Loans from Non-Banking Finance Companies	-	-	-	-
- Loans from Banks				
Term Loan	-	899	-	9,738
Working capital term loan	-	675	-	6,610
Funded interest term loan	-	668	-	6,326
<b>Total</b>	<b>-</b>	<b>2,242</b>	<b>-</b>	<b>22,674</b>

Refer Note No 52 related to Exceptional Items, Current maturities of long term borrowings amounting to ₹20,432 lacs have been written back as per approved plan.

### 20. Long Term Provisions

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Provisions for employee benefits		
- Provision for gratuity	160	200
- Provision for leave encashment	42	217
	<b>202</b>	<b>417</b>

## Notes to the Standalone financial statements for the year ended 31 March 2020

### 21. Other Non-Current Liabilities

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Other liabilities against contracts	20	1,935
	<b>20</b>	<b>1,935</b>

Refer Note No 52 related to Exceptional Items, other long term liabilities amounting to ₹1,794 lakhs payable to subcontractors have been written back as per Approved Resolution Plan.

### 22. Borrowings

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Secured</b>		
Cash Credit and Working Capital Demand Loan from Bank*	4,420	51,288
Short Term Loans from Scheduled Banks*	-	2,574
<b>Unsecured</b>		
From Bodies Corporate	33	3,846
<b>Total</b>	<b>4,453</b>	<b>57,708</b>

Refer Note No 52 related to Exceptional Items, short term borrowings amounting to ₹53,383 lacs have been written back as per the terms of the approved Resolution Plan briefed under note 53.

### 23. Trade Payables

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Dues to Micro And Small Enterprises</b> (as per the intimation received from vendors)	-	-
a. the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year	-	-
b. Interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c. Interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
d. The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
e. Interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-
<b>Dues to others</b>		
- For goods	1,340	12,615
- For expenses		287
	<b>1,340</b>	<b>12,902</b>

Refer Note 1 read with Note 52 to the financial statements for the details regarding the Approved Resolution Plan implemented in the Company pursuant to a corporate insolvency resolution process concluded during the year under Insolvency and Bankruptcy Code, 2016. As per the Approved Resolution Plan trade payable amounting to ₹13,007 lacs has been written back.

Owing to the size of the overdue credit facilities, multiplicity of contractual arrangements and large number of operational creditors, determination of the carrying amount of related liabilities at the date of approval of Resolution Plan was a complex exercise and has been completed on the basis of information, documents etc. available with the Company. Confirmations/Reconciliations from the concerned creditors are pending and any consequential adjustments required in the books of accounts will be done in the year in which such reconciliations are received.

## Notes to the Standalone financial statements for the year ended 31 March 2020

Further, comprehending the provisions of the Approved Resolution Plan and determining the appropriateness of the accounting treatment thereof, more particularly the accounting treatment of derecognition of liabilities, requires significant judgment and estimates, including consideration of accounting principles to be applied for presentation of difference between carrying amount of novated debt and consideration payable therefore.

### 24. Other Financial Liabilities

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Current maturities of long term debt (Refer Note- 19)	2,242	22,674
Interest accrued and due	-	9,516
Unpaid dividend	-	1
Others		
- Advance from joint venture	1,750	1,750
- Advance from subsidiaries	411	411
- Liabilities for employees*	527	677
- Liabilities for expenses	741	421
	<b>5,671</b>	<b>35,450</b>

\* Refer Note No 52 Related to Exceptional Items, in respect of de-recognition of operational creditors, difference amount of ₹298 Lakhs between the carrying amount of financial liabilities and consideration payable, is recognized in statement of Profit / (Loss) A/c in accordance with "Ind AS 109" on "Financial Instruments" prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an "Exceptional Items".

### 25. Other Current Liabilities – Non Financial Liabilities

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Revenue received in Advance		
- Advance against Materials	4,475	4,468
- Advance against Contract	2,384	4,365
Others		
- Statutory liabilities *	(75)	1,114
- Others	50	-
	<b>6,834</b>	<b>9,947</b>

\* The statutory liabilities mainly consist of GST dues arrived of Input GST credit of ₹145 lacs and GST liability of ₹44 lacs Because of which net debit balance of ₹101 has arrived. Further, difference of ₹26 lacs is mainly due to net liabilities of TDS.

### 26. Short Term Provisions

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Provision for Gratuity	77	-
Provision for leave encashment	78	116
	<b>155</b>	<b>116</b>

### 27. Revenue from Operations

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Sale of products</b>		
- RMC sold	-	38
<b>Sale of services</b>		
- Contract receipts	13,594	21,564
<b>Other operating revenues</b>		
- Profit from investment in joint ventures	-	-
- Miscellaneous business income	25	69
	<b>13,619</b>	<b>21,671</b>

**Notes to the Standalone financial statements** for the year ended 31 March 2020

**28. Other Income**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Interest income</b>		
- Interest on fixed deposits (Gross)	13	45
- Other Interest includes interest on income tax refund	123	74
- Insurance Claim Received	-	0
- Others	4	112
<b>Other gains and losses</b>		
- Net gain arising on financial assets measured at FVTPL	3,937	3,319
	<b>4,077</b>	<b>3,550</b>

**29. Cost of Materials Consumed**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Construction Materials	2,157	5,501
Consumable Materials	178	948
Stores & Spares	40	323
Carriage Inwards (Including material re-handling)	57	188
	<b>2,432</b>	<b>6,960</b>

**30. Contract Operating Expenses**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Contract Execution Expenses	8,517	9,621
Equipment Hire Expenses	605	629
Repairing Charges		
- Plant & Machinery	86	324
- Others	39	24
Power & Fuel	1,077	1,350
Site Expenses	1	72
Works Contract Tax & Other Taxes	5	136
Consultancy Fees	329	102
Survey & Inspection Expenses	1	2
	<b>10,660</b>	<b>12,260</b>

**31. Change in Inventories of Works in Progress**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Opening Work-in-Progress	4,883	16,540
Less : Closing Work-in-Progress	4,170	4,883
	<b>713</b>	<b>11,657</b>

**Notes to the Standalone financial statements** for the year ended 31 March 2020

**32. Employee Benefits Expenses**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Salaries and Wages	756	1,112
Contribution to Provident Fund and Other Funds	(66)	43
Staff Welfare Expenses	31	54
	<b>721</b>	<b>1,209</b>

**33. Finance Cost**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Interest Expense	51	5,092
Other Borrowing Costs	421	259
	<b>472</b>	<b>5,351</b>

**34. Other Expenses**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Rent	108	121
Rates and Taxes	154	173
Insurance	110	35
Printing & Stationery	7	12
Directors' Fee	-	2
Payment to Auditors:		
- Audit Fees	7	7
- Tax Audit Fees	2	2
- Other Services	-	2
Internal Audit & Other Certificate Fees	-	-
Light Vehicles Running Expenses	7	12
Travelling & Conveyance	121	168
Advertisement	7	2
Computer Maintenance	2	3
Legal Expenses	53	44
Security Guard Expenses	88	58
Telephone Expenses	17	32
Bad Debt written off	-	97
Invocation of Bank Guarantee	-	1,814
Loss from Investment in Joint Venture	6	-
Miscellaneous Expenses	95	137
	<b>784</b>	<b>2,721</b>

## Notes to the Standalone financial statements for the year ended 31 March 2020

### 35. Income taxes

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Current period	-	-
MAT credit (entitlement)/ reversal	-	-
<b>a</b>	<b>-</b>	<b>-</b>
<b>Deferred tax</b>		
Deferred tax for the year	1,024	863
<b>b</b>	<b>1,024</b>	<b>863</b>
<b>B. Income tax recognised in other comprehensive income</b>		
<b>Deferred tax</b>		
On items that will not be reclassified to profit or loss		
- Fair valuation of equity instruments	-	-
- Remeasurements of defined benefit plans	48	5
<b>c</b>	<b>48</b>	<b>5</b>
<b>Income tax expense reported in the Standalone Statement of Profit and Loss (a+b+c)</b>	<b>1,072</b>	<b>868</b>

### 36. Earnings per equity share

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Earnings per share has been computed as under:		
(a) Profit for the year	20,456	(16,457)
(b) Weighted average number of Ordinary shares outstanding for the purpose of basic/diluted earnings per share	287	287
(c) Earnings per share on profit for the year		
- Basic EPS [(a)/(b)]	71.18	(57.26)
- Diluted EPS [(a)/(b)]	71.18	(57.26)

### 37. Segment information

AAs per Ind AS 108- "Operating Segment", segment information is not required to be provided as the Company is engaged only in construction work and in no other segment.

38. The Company is engaged in the business of providing infrastructural facilities as per Section 186 (11) read with Schedule VI of the Act. Accordingly, disclosures under Section 186 of the Act is not applicable to the Company.

### 39. Contingent liabilities and commitments

As per the Approved Resolution plan, contingent liabilities (which have/may crystalize) prior to 24th February, 2020 (hereinafter referred to as 'Effective Date') stand extinguished. In terms of the aforesaid plan, the following matters also need the attention of our stakeholders -

- The counter-guarantees, also termed as 'corporate guarantees', extended by Tantia Constructions Limited to Consortium Banks on behalf of its subsidiaries, associates and joint ventures, stand extinguished and no further liability exists with respect to the same as at 31st March 2020.
- In respect of the Bank Guarantees of Tantia Constructions Limited, only the active Bank Guarantees as on the effective date, against the ongoing projects, shall continue to remain active. The Resolution Applicant / Corporate Debtor shall be liable to settle any claim arising as a result of invocation / encashment of the Bank guarantee(s). However, the Resolution Applicant / Corporate Debtor shall not be liable in case of any bank guarantee invocation arising because of the relevant bank(s) refusal for extension of such Active Bank Guarantee(s). The active BG's as at 31st March 2020 is to the tune of ₹9,927 lacs (Previous Year - ₹12,084 lacs).

In respect of the above bank guarantees, margin money worth ₹89 lacs (Previous Year - ₹83 lacs) is being held by banks in the form of Fixed Deposits.

- Sales Tax Liability / Works Contract Tax Liability for which the company has preferred an appeal before the Appellate Authorities - NIL (Previous Year - ₹13,903 lacs).

## Notes to the Standalone financial statements for the year ended 31 March 2020

Furthermore, the Approved Resolution plan, among other matters, provides that except to the extent of the amount payable to the relevant Financial and/or Operational Creditors in accordance with the Approved Resolution Plan, all liabilities of the Company relating in any manner to the period prior to the CIRP commencement date, i.e., 13th March 2019, immediately, irrevocably and unconditionally, stand fully and finally discharged and settled, there being no further claims whatsoever, and all the rights of the Financial and/or Operational Creditors to invoke or enforce the same stands waived off. It is provided that any and all legal proceedings initiated before any forum, by or on behalf of any Financial and/or Operational Creditor (including Statutory Authorities), to enforce any rights or claims against the Company also stands extinguished. Further, in terms of the Approved Resolution Plan, no Statutory/ Governmental Authority has any right or claim against the Company, in respect of the period prior to the CIRP commencement date and/or in respect of the amounts written off, and all legal proceedings initiated before any forum by or on behalf of any Financial and/or Operational Creditor (including Governmental Authorities) or any Other Creditors to enforce any rights or claims against the Company will immediately, irrevocably and unconditionally stand withdrawn, settled and/or extinguished'

The Approved Resolution plan provides for extinguishment of all liabilities of the Company owed to Financial and/or Operational Creditors, as of the Insolvency commencement Date i.e. 13 March, 2019 against settlement of amount given under the resolution plan. The implementation of the Approved Resolution Plan, however, does not have any such similar effect over claims or receivables owed to the company. Accordingly, the company has concluded that any receivables due to the Company, evaluated based on merits of underlying litigations, from various Governmental agencies continue to subsist.

### 40. Employee Benefits

#### (a) Defined contribution plans:

Contribution to defined contribution plans, recognised as expense for the year are as under:

₹ in Lakhs

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Employer's contribution to Provident Fund	26	39
Employer's contribution to ESIC	2	4
	<b>28</b>	<b>43</b>

#### (a) Defined benefit plans:

##### Statement of Assets and Liabilities for defined benefit obligation

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Net defined benefit asset - Gratuity Plan				
Net defined benefit obligation - Gratuity Plan	120	341	236	205
<b>Total employee benefit liabilities</b>	<b>120</b>	<b>341</b>	<b>236</b>	<b>205</b>
<b>Non-current</b>	41	217	160	148
Current	79	116	76	57

#### Contribution to Gratuity

The Company's gratuity benefit scheme for its employees in India is a defined benefit plan (unfunded).

The Company provides for gratuity to employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of completed service.

Generally the present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as on year end which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The Company's gratuity expense is recognized under the head – "Employee Benefit Expense". However, as requires under Ind AS 19 no valuation is done for Gratuity since 2017-18 and no valuation is done for Leave Encashment during the current financial year.

These defined benefit plans expose the Company to actuarial risks, such as interest rate risk, liquidity risk, salary escalation risk and regulatory risk.

## Notes to the Standalone financial statements for the year ended 31 March 2020

### Inherent risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

The following tables analyze present value of defined benefit obligations, expense recognised in statement of Profit and Loss, actuarial assumptions and other information.

### Reconciliation of the net defined benefit (asset) liability

#### (i) Reconciliation of present value of defined benefit obligation

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
(a) Balance at the beginning of the year	333	341	182	205
(b) Current service cost	5	-	17	-
(c) Interest cost	20	-	12	-
(d) Actuarial (gains) / losses	-	-	(170)	-
- demographic assumptions	(39)	-	-	-
- financial assumptions	(144)	-	195	-
- experience adjustment	-	-	-	-
(e) Benefits paid	(55)	(8)	-	-
<b>Balance at the end of the year</b>	<b>120</b>	<b>333</b>	<b>236</b>	<b>205</b>

#### (ii) Net Asset / (Liability) recognised in the Balance Sheet

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Present value of obligation, as at end of the year	120	333	236	205
Fair value of plan assets, as at end of the year	-	-	-	-
<b>Net defined benefit obligations, as at end of the year</b>	<b>120</b>	<b>333</b>	<b>236</b>	<b>205</b>

#### (iii) Expense recognised in Statement of Profit and Loss

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Current service cost	5	-	17	-
Net interest cost	20	-	8	-
Actuarial Gain/loss	(183)	-	-	-
<b>Total expense recognised in Statement of Profit and Loss</b>	<b>(158)</b>	<b>-</b>	<b>25</b>	<b>-</b>

#### (iv) Re-measurements recognised in other comprehensive income

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Actual return on plan assets (excluding amounts included in net interest cost)	-	-	(170)	-
Actuarial loss (gain) arising on defined benefit obligation from	-	-	-	-
- demographic assumptions	-	-	-	-

**Notes to the Standalone financial statements** for the year ended 31 March 2020

- financial assumptions	-	-	195	-
- experience adjustment	-	-	-	-
<b>Total re-measurements included in other comprehensive income</b>	<b>-</b>	<b>-</b>	<b>25</b>	<b>-</b>

**(v) Reconciliation of fair value of plan assets**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
(a) Balance at the beginning of the year	-	-	61	49
(b) Interest income	-	-	4	-
(c) Company (employer) contributions	-	-	-	-
(d) Return on plan assets excluding interest income	-	-	0	-
(e) Benefits paid	-	-	-	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>	<b>65</b>	<b>49</b>

**(vi) Actuarial assumptions**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Discount rate	6.67%	-	6.67%	-
Expected Return on Plan Asset	NA	-	NA	-
Salary escalation rate	6.00%	-	6.00%	-
Attrition rate	1.00%	-	1.00%	-
Retirement age (years)	60	60	60	60

Assumptions regarding future mortality experience are set in accordance with the published rates under Indian Assured Lives Mortality (2006-08) Ultimate.

**(vii) Sensitivity analysis**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Defined benefit obligation on discount rate plus 50 basis points	126	-	227	-
Defined benefit obligation on salary growth rate plus 50 basis points	131	-	245	-
Defined benefit obligation on attrition rate plus 50 basis points	128	-	236	-
Defined benefit obligation on mortality rate plus 100 basis points	128	-	236	-
Defined benefit obligation on discount rate minus 50 basis points	131	-	246	-
Defined benefit obligation on salary growth rate minus 50 basis points	126	-	228	-
Defined benefit obligation on attrition rate minus 50 basis points	128	-	236	-
Defined benefit obligation on mortality rate minus 100 basis points	128	-	236	-

**Notes to the Standalone financial statements** for the year ended 31 March 2020

**(viii) Maturity profile of defined benefit obligation**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Within the next 12 months	81	-	79	-
Between 1 and 5 years	8	-	28	-
Between 5 and 10 years	20	-	77	-
More than 10 years	70	-	297	-

Since no Actuarial Valuation has been done for Gratuity and Leave Encashment were made in financial year, 2018-19, provision for liability of Gratuity and Leave Encashment could not be made. However, during the current financial year Actuarial Valuation have been made and the accordingly the same have been given effect in the accounts.

**41. Related Party Disclosures**

**Enterprises where control exist:**

Sl No	Nature of Relation	Name of the Entity
A	Holding Company	Nigolice Trading (P) Ltd
B	Subsidiaries	Tantia Infrastructure (P) Ltd.
		Tantia Raxaultollway (P) Ltd.
C	Other related parties with whom the company had transactions - Associates & Joint Ventures :	
I	Associates Companies and Enterprises over which the Key Management personnel and its relatives are able to exercise significant influence.	Castal Extrusion Private Limited
		Andromeda Communications (P) Ltd
		Tantia Agrochemicals Pvt Ltd
		Tantia Sanjauliparkings (P) Ltd.
II	Joint Ventures	RBM Tantia (JV)
		Tantia BSBK (JV)
		JMC Tantia (JV)
		Tantia DBC (JV)
		Tantia Simplex (JV)
		Tantia Soma (JV)
		Tantia TBL (JV)
		Tantia SPML (JV)
		Tantia Freyssinet Gilcon (JV)
		Tantia Gondwana (JV)
		Tantia CCIL (JV)
		Tantia EDCL (JV)
		Tantia SEC (JV)
		IVRCL Tantia (JV)
		Tantia Premco (JV)
		Tantia MPPL (WILO) (JV)
		Tantia Nayak (JV)
Tantia NMTPPL (JV)		
TCL UTM (JV)		
D	Key Management Personnel (KMP)	Sri Kshitiz Chhawchharia (Resolution Professional)
		Sri I. P. Tantia (Chairman & Managing Director)
		Sri Rahul Tantia (Director - Operations & Chief Financial Officer)
		Sri Murare Lal Agarwala (Director - Projects) (Resigned during the last year)
		Ms Rohini Sureka (Chief Financial Officer) (Resigned during the last year)
		Ms Priti Todi (Company Secretary)

**Notes to the Standalone financial statements** for the year ended 31 March 2020

E	Relatives of Key Management Personnel (KMP)	Sri Siddhartha Tantia (Son of Mr. Ishwari Prasad Tantia)
		Ms Laxmi Tantia (Daughter in law of Mr. Ishwari Prasad Tantia)
		Ms Anita Tantia (Wife of Mr. Rahul Tantia)

The following transactions were carried out with related parties in the ordinary course of business:

₹ in Lakhs

Nature of Transaction	Name of Related Party	Transaction for the year ended				
		31/03/2020	31/03/2020	31/03/2019	31/03/2019	
Rendering of Services	Tantia Gondwana (JV)	9		251		
	Tantia MPPL (WILO) (JV)	-		149		
	Tantia NMTPL (JV)	86		203		
	Tantia Raxaultollway Pvt Ltd	-	95	-	603	
Consultancy Fees	Kshitiz Chhawchharia	20	20	-	-	
Remuneration Paid / Payable	Ishwari Prasad Tantia	-		90		
	Rahul Tantia	-		48		
	Murare Lal Agarwal	21		20		
	Rohini Sureka	5		11		
	Priti Todi	5	31	5	174	
Rent paid	Andromeda Communications Pvt Ltd	2		2		
	Castal Extrusion Pvt Ltd	-		1		
	Anita Tantia	5	7	5	8	
Re-imbursment of expenses	Andromeda Communications Pvt Ltd	3		4		
	Anita Tantia	8		8		
	Tantia NMTPL (JV)	10	21	-	12	
Reversal of Services	Tantia Sanjauliparkings Pvt Ltd	-	-	615	615	
Refund Received of Security Deposit	Anita Tantia	-	-	48	48	
Recover ag Excess Salary paid earlier	Ishwari Prasad Tantia	-	-	84	84	
Investment in Joint Ventures	IVRCL Tania (JV)	0		0		
	JMC Tania (JV)	0		0		
	Tantia BSBK (JV)	0		0		
	Tantia CCIL (JV)	0		0		
	Tantia DBC (JV)	0		(3)		
	Tantia Freyssinet Gilcon (JV)	0		0		
	Tantia Gondwana (JV)	3		1		
	Tantia MPPL (WILO) (JV)	0		(1)		
	Tantia NMTPL (JV)	(5)		7		
	Tantia Simplex (JV)	0		0		
	Tantia Soma (JV)	0		0		
	Tantia TBL (JV)	0	(2)	0	4	
	Share of Profit/(Loss)	IVRCL Tania (JV)	0		0	
		JMC Tania (JV)	0		0	
		Tantia DBC (JV)	0		0	
Tantia Freyssinet Gilcon (JV)		0		0		
Tantia Gondwana (JV)		(6)		0		
Tantia MPPL (WILO) (JV)		-		-		
Tantia Simplex (JV)		0		0		
Tantia Soma (JV)		0		0		
Tantia TBL (JV)		0	(6)	0	-	

**Notes to the Standalone financial statements** for the year ended 31 March 2020

Nature of Transaction	Name of Related Party	Transaction for the year ended			
		31/03/2020	31/03/2020	31/03/2019	31/03/2019
Outstanding balances receivable	Tantia Infrastructure Pvt Ltd	4,049		4,049	
	IVRCL Tantia (JV)	179		179	
	JMC Tantia (JV)	32		49	
	Tantia BSBK (JV)	71		70	
	Tantia CCIL (JV)	1,407		1,407	
	Tantia EDCL (JV)	1		1	
	Tantia Freyssinet Gilcon (JV)	9		9	
	Tantia Gondwana (JV)	652		685	
	Tantia NMTPL (JV)	510		570	
	Anita Tantia	0		0	
	Ishwari Prasad Tantia	56		56	
	Murare Lal Agarwal	-		13	
	Castal Extrusion Pvt Ltd	1	6,967	1	7,090
	Outstanding balance payable	Andromeda Communications Pvt Ltd	2		1
Tantia Agrochemicals Pvt Ltd		3		3	
Tantia MPPL (WILO) * (JV)		907		907	
RBM Tantia (JV)		50		50	
Tantia Nayak (JV)		10		10	
Rahul Tantia		18		18	
Murare Lal Agarwal		8		-	
Rohini Sureka		13		8	
Priti Todi		2		1	
Tantia Raxaultollway Pvt Ltd		6,796	7,809	6,796	7,794

During the current financial year Bank Guarantee given by Tantia Constructions Ltd on behalf of Tantia MPPL (WILO) (JV) for ₹10,47,34,932/- was invoked, the adjustment of which has not been effected in the books of accounts.

As per the Approved Resolution plan, the existing Board {of Directors} of the Corporate Debtor shall retire and Resolution Applicant (RA) will appoint the New Board to take over the management of the Corporate Debtor for better operations on completion of tenor of the Monitoring Committee.

The retirement of existing Board has not been effected as per the MCA records, however/ the same shall remain suspended until a New Board is formed by the RA.

**Terms and conditions of transactions with related parties**

The purchases from related party are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured.

**42. Disclosure under Clause 32 of the Listing Agreement:**

The Company has not granted any Loans and Advances in the nature of Loan to its Associates and Subsidiaries, hence disclosure under Clause 32 of the Listing Agreement has not been given.

**43. Going Concern**

In the last year, the Company had incurred a net loss of ₹16,470 lakhs resulting in accumulated losses of ₹16,537 lakhs as at March 31, 2019 which completely eroded its Net worth. During the current financial year, NCLT have approved the Resolution Plan as submitted by Resolution Applicant on 24th February, 2020 which was effective in the current financial year. In the said order various waivers were provided and considering the effect thereof the Company have earned a profit of ₹20,477 lakhs which has ultimately turned around the Company and the net worth shot up to ₹13,353 lakhs and the Company have become going concern.

**44.** A contract awarded to the Company by the Road Construction Department, Bihar State Government, Patna, for development and widening of roads in Patna had been prematurely terminated by the Govt. of Bihar on 30th of April, 2008. Being aggrieved by this action on the part of Government of Bihar, the Company approached the Honorable High Court of Calcutta for remedial action. In response, an Arbitrator was appointed in the matter to adjudicate the claim filed by the Company. The Arbitrator had published an award in favour of the Company which was contested by the Road Construction Department, Bihar State Government, in the Hon'ble Supreme Court of India. After consideration of the matter, the Hon'ble Supreme Court rejected the applicant's Petition, during the year ended 31st March, 2016. Accordingly, the Company is now entitled to receive from the Road Construction Department, Bihar State Government, Patna, monies along with interest, with effect from January 27, 2012 till the date of payment. The company had filed an execution application with the Kolkata High Court for recovery of the aforesaid award. However, the execution application

## Notes to the Standalone financial statements for the year ended 31 March 2020

was further challenged by Road Construction Department, Bihar State Government, Patna, on jurisdictional grounds with Patna District Court. No accounting effect has been considered in the accounts of 2019-20 under conservative approach.

45. In the year 2011, Tanta Constructions Limited (TCL) had floated a Special Purpose Vehicle (SPV) under the name and caption Tanta Raxaultollways Pvt. Ltd. (TRPL) for execution of an infrastructure project worth ₹475 crores, against which TCL (The Company) was also the EPC Contractor for the execution of the said work worth ₹373 crores in the Project. During the course of execution of the Project the Company was facing various problems, such as delay in handover of site/land at different stretches, release of Grant from NHAI, non availability of input resources due to uncontrollable factors, heavy interest cost etc. Consequently, the progress of the work slowed down.

Considering the aforesaid scenario, TRPL decided not to proceed further with implementation of the aforesaid project and the same was conveyed to appropriate project authorities which led to termination of the project. Accordingly, TRPL had gone in for arbitration proceedings against NHAI in the month of May 2018, thereafter which, TCL had also lodged its claims before TRPL. The matter is currently under arbitration.

### 46. Finance Leases: Company as lessee

The company is engaged in the infrastructure sector. In the course of execution of various infrastructure projects at numerous locations, the company takes /procures, on hiring basis, various items of Machinery and Equipment. Overall, the number of such Machinery and Equipment procured on hiring basis for the various project sites (around 10) are numerous. The hire agreement executed by the Company with around 170 parties. Hire contracts with the contract period generally varying between 1 to 3 years.

The Company has entered into agreements in the nature of lease/leave and license agreement with different lessors/licensors for the purpose of establishment of office premises/residential accommodations etc. These are generally in the nature of operating lease/leave and license. Period of agreements are generally up to three years and renewable at the option of the lessee.

Lease rentals charged to expenses grouped under the head Contract Operating Expenses amounting to ₹605 lakhs (Note No 30) and under the head Other Expenses amounting to ₹108 lakhs (Note No 34).

### 47. Disclosure pursuant to Indian Accounting Standard (Ind AS) 11 "Construction Contracts"

Particulars	As at	As at
	31st March 2020	31st March 2019
Amount of Contract Revenue Recognised during the year	13,594	21,564
Aggregate amount of costs incurred and recognised profits (less recognized losses) upto the reporting date.	89,307	1,60,345
Amount of customer advances outstanding for contracts in progress	6,859	8,834
Retention amount due from customers for contracts in progress	5,410	8,734
Gross amount due from customers for contract works as an asset	-	36,993
Gross amount due to customers for contract work as a liability	-	-

48. An amount of ₹3,604 lacs was recoverable by the Company from Tanta Raxaultollways Pvt Ltd (Subsidiary Company) and the amount was grouped under Sundry Debtors. The said subsidiary was unable to pay off its aforesaid dues because of paucity of funds. Subsequently, the said book debt was taken over by Tanta Infrastructure Pvt Ltd, the major Promoter of Tanta Raxaultollways Pvt Ltd. The aforesaid transaction now appears in the books of the Company as recoverable from Tanta Infrastructure Pvt Ltd being categorized as the Debtors and the amount (₹3,604) continuing under the head Sundry Debtors, as before.

### 49. Financial instruments and related disclosures

#### 49.1 Fair values vs carrying amounts

The following table shows fair values of financial assets and liabilities, including their levels in financial hierarchy, together with the carrying amounts shown in the statement of financial position. The table does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	As at 31st March 2020			As at 31st March 2019	
	Note No.	Carrying amount	Fair value	Carrying amount	Fair value
			Level 3		Level 3
<b>A. Financial assets:</b>					
<b>a) Measured at amortised cost</b>					
Trade receivables	10	7,720	-	21,545	-
Cash and cash equivalents	11	466	-	579	-

**Notes to the Standalone financial statements** for the year ended 31 March 2020

	As at 31st March 2020		As at 31st March 2019		
	Note No.	Carrying amount	Fair value	Carrying amount	Fair value
			Level 3		Level 3
Other bank balances	12	212	-	627	-
Loans	6 & 13	5,562	-	9,104	-
Other financial assets	14	405	-	441	-
<b>b) Measured at fair value through profit or loss</b>					
Investments	5	13,966	13,966	23,300	23,300
<b>c) Measured at fair value through other comprehensive income</b>					
Investments	5	128	128	127	127
<b>B. Financial liabilities:</b>					
<b>a) Measured at amortised cost</b>					
Borrowings	22	4,453	-	57,708	-
Trade payables	23	1,340	-	12,902	-
Other financial liabilities	24	5,671	-	35,450	-

**49.2 Fair value measurement**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchange in a current transaction between willing parties, other than in forced or liquidation sale.

The Company has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted (adjusted) price or NAV is measured at quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The management assessed that trade receivables, cash and cash equivalent, other bank balances, trade payable and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

**50 Financial risk management**

**Risk management framework**

The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk.

The Company has exposure to the following risks arising from financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk

## Notes to the Standalone financial statements for the year ended 31 March 2020

### (i) Credit risk

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company receivables from customers. Credit risk arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables), including deposits with bank. The Company has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure.

#### Trade receivable

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Counterparty credit risk with respect to these receivables is very low in respect of construction contracts, the Company has receivables from subsidiary companies where the management perceives the risk of recovery to be remote. The risk of recovery in these businesses is reduced to the extent of security deposits already collected and held as collaterals.

#### Exposure to credit risks

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. Details of concentration percentage of revenue generated from top customer and top five customers are stated below :

	Year ended 31st March 2020		Year ended 31st March 2019	
	%	Amount	%	Amount
Revenue from top customer	59.72%	7,997	37.70%	6,392
Revenue from top five customers	98.59%	13,427	68.61%	14,098

Trade receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. As per simplified approach, the Company makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk.

#### Movement in impairment loss account is as follows:

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Balance at the beginning	-	-
Impairment loss recognised/ reversed	-	-
Amounts written-back	-	-
Balance at the end	-	-

### (ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for liquidity, funding as well as settlement management. In addition, Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

#### Exposure to liquidity risk

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments

Particulars	Less than 1 year	1-5 years	> 5 years	Total
<b>As at 31 March 2020</b>				
Borrowings	4,453	-	-	4,453
Trade payables	1,340	-	-	1,340
Other financial liabilities	5,671	-	-	5,671
	<b>11,464</b>	<b>-</b>	<b>-</b>	<b>11,464</b>

**Notes to the Standalone financial statements** for the year ended 31 March 2020

Particulars	Less than 1 year	1-5 years	> 5 years	Total
<b>As at 31 March 2019</b>				
Borrowings	57,708	-	-	57,708
Trade payables	12,902	-	-	12,902
Other financial liabilities	35,450	-	-	35,450
	<b>1,06,060</b>	<b>-</b>	<b>-</b>	<b>1,06,060</b>

**(iii) Market risk**

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, receivables, payables and borrowings.

**(a) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates related primarily to the Company's borrowing with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

**Exposure to interest rate risk**

The interest rate profile of the Company 's interest bearing financial instruments at the end of the reporting period are as follows:

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Fixed rate instruments</b>		
Financial assets	212	626
Financial liabilities	(6,695)	(80,382)
	<b>(6,483)</b>	<b>(79,756)</b>
<b>Variable rate instruments</b>		
Financial assets	-	-
Financial liabilities	-	-
	<b>-</b>	<b>-</b>

**Sensitivity analysis**

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitive analysis.

**Cash flow sensitivity analysis for variable rate instruments**

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below.

	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>As at 31 March 2020</b>				
Variable rate instruments	-	-	-	-
<b>As at 31 March 2019</b>				
Variable rate instruments	-	-	-	-

**(b) Equity price risk**

The Company is not exposed to equity risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively traded these investments.

**(c) Currency risk**

The Company does not have currency risks since it is not exposed to any foreign currency transaction.

**51 Capital management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Company's objective when managing capital are to: (a) to maximise shareholders value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to the equity holders.

The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

## Notes to the Standalone financial statements for the year ended 31 March 2020

₹ in Lakhs

Particulars		As at	As at
		31st March 2020	31st March 2019
Total debt (Bank and other borrowings)	a	6,695	74,736
Equity	b	16,226	(4,251)
Liquid investments including bank deposits	c	678	1,206
Debt to equity (a / b)		0.41	(17.58)
Debt to equity (net) [(a - c) / b]		0.37	(17.30)

In addition the Company has financial covenants relating to the banking facilities that it has taken from all the lenders like interest service coverage ratio, Debt to EBITDA, current ratio etc. which is maintained by the company.

### 52 Notes on Exceptional Items

Pursuant to the Resolution Plan submitted by the consortium of EDCL Infrastructure Ltd and Upendra Singh Constructions Pvt Ltd (collectively referred to as the "Resolution Applicant") and its approval by the Hon'ble National Company Law Tribunal, Kolkata bench, vide their order dated 24th February, 2020 for the corporate insolvency of the Company, the following consequential impact have been given in accordance with approved Resolution Plan.

- The board of the company was suspended, and Monitoring Committee (MC) of seven members was formed - three from Financial Creditors, three from successful Resolution Applicants and one being Erstwhile Resolution Professional. Accordingly, Mr. Kshitiz Chhawchharia (Resolution Professional) and Mr. Tarun Chaturvedi (Representative of EDCL Infrastructure Ltd, Resolution Applicant) were inducted as members in its first meeting, held on 02nd March, 2020.
- In respect of de-recognition of operational and financial creditors, difference amount of ₹1,01,554 Lakhs between the carrying amount of financial liabilities and consideration payable, is recognized in statement of Profit / (Loss) A/c and disclosed under the "Exceptional Items". Further, attention is invited to the adjustments made with respect to 'Investments in Subsidiaries' were in such adjustments have been made in accordance with "Ind AS 109" on "Financial Instruments" prescribed under section 133 of the Companies Act, 2013..

#### Liabilities:

Main Head	Sub Head	Amount
Other Long Term Liabilities	Other Liabilities	1,794
Short Term Borrowing	Working Capital Loan	46,996
	Short Term Loan from Schedule Banks	2,574
	From Bodies Corporate	3,813
Trade Payables	Trade Payables	13,007
Other Current Liabilities	Current Maturities of Long Term Borrowings	20,432
	Interest Accrued and Due	9,513
	Statutory Liabilities	1,008
	Advance against contract	1,701
	Liabilities for Employees	298
	Liabilities for Expenses	418
<b>Total :</b>		<b>1,01,554</b>

#### Assets:

Further after thorough review concerning corresponding assets the Company have found it justified to adjust and/or make provision against the current assets, and non current investments which have also been disclosed under exceptional items.

**Notes to the Standalone financial statements** for the year ended 31 March 2020

Main Head	Sub Head	Amount
Inventories	Raw Materials	1,298
	Constructions Work in Progress	4,093
Sundry Debtors	Sundry Debtors	15,017
Short Term Loans and Advances	Security Deposits and Earnest Money	3,697
Other Current Assets	Advance Recoverable in cash or in kind	4,248
	Interest accrued but not due on Bank deposits	23
	Works Contract Tax receivable	2,979
	Unbilled Revenue	36,182
Balances with Bank	Deposits with Bank	543
Non-Current Investments	Investment in Subsidiaries	13,323
<b>Total :</b>		<b>81,405</b>

During the current year, the Company identified some project sites which were classified as running or active in earlier years, where active work had ceased for prolonged periods either because of a dispute with the client or because the work to be done by the Company at the project site had been long completed but due to certain technical issues the project site was still being shown as active. Since these sites had long ceased to exist physically, the other current assets being shown as recoverable from these sites were recognised at Nil value. Accordingly, the Company has recognised and written off ₹43,432 lacs of "other current assets" and the same has been disclosed under 'exceptional items' in the statement of profit and loss (Refer above table)

**53 CIR process and the roadmap of revival of the company in terms of approved Resolution Plan**

Pursuant to an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Kolkata bench (hereinafter referred to as 'Adjudicating Authority'), vide its order dated 13 March 2019, had ordered the commencement of the corporate insolvency resolution (CIR) process in respect of the company under the provisions of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as 'the Code').

During the CIR process, for resolution plan (hereinafter referred to as 'Resolution Plan') three expression of interest (EOI) were received, out of which resolution plan submitted by the consortium of EDCL Infrastructure Limited and Upendra Singh Constructions Private Limited (hereinafter referred to as 'Resolution Applicants') was approved by the committee of creditors and submitted to the Adjudicating Authority for its approval. Pursuant to its order (hereinafter referred to as 'NCLT Order') dated 24 February 2020 (hereinafter referred to as 'effective date'), the Adjudicating Authority approved the Resolution Plan (hereinafter referred to as 'Approved Resolution Plan') submitted by the Resolution Applicants (RA) for the Company under Section 31 of the Code. As per the terms of Section 31 of the Code, the Approved Resolution Plan shall be binding on the Company, its employees, members, creditors, guarantors and other stakeholders involved in the Resolution Plan.

As per the terms of the approved Resolution Plan, the creditors of TCL (financial, operational and others) will receive a total consideration of ₹176.629 crores (hereinafter referred to as 'Discharge Consideration') on account of their admitted dues amounting to ₹1601 crores. The Discharge Consideration will be towards all admitted dues including the CIRP costs, employee dues, liability towards Active Bank Guarantees in case of devolvement/invocation etc.. The RA will infuse funds to finance the Discharge Consideration through a combination of (a) equity subscription and (b) loans over a period of time, as specified in the Approved Resolution Plan.

During the course of the successful implementation of the Approved Resolution Plan, the RA shall be classified as the 'promoter' of TCL, and the share-holding of the existing promoters/promoter group will stand transferred to the RA.

The implementation of the Approved Resolution Plan, inter-alia, entails the following:

- Formation of the Monitoring Committee (MC)
- With reference to the infusion of funds and payment on account of CIRP Costs, dues of Employees & Other Operational Creditors and Financial Creditors, and Transfer of Promoter shareholding in Corporate Debtor the following steps are envisaged:
  - Payment of the CIRP Costs
  - Payment of ₹3.50 crores to Employees & Operational creditors other than Statutory Authority against their admitted dues of ₹62.29 crores
  - Transfer of existing promoter's shares in their custody as well as promoter's shareholding pledged with Bankers
  - Payment of ₹71.50 crores to Financial Creditors (prior to deduction of CIRP costs) in three tranches, the first being called the Upfront Payment, against their admitted dues of ₹1526.15 crores (including Active Bank Guarantees of ₹101.629 crores).
  - Active Bank Guarantees amounting to ₹10162.90 lacs would be extinguished by way of discharge of client obligations for which the Bank Guarantees have been given. In the event of a default / invocation the Corporate Debtor/ RA will take full responsibility to ensure prompt payment of the devolved amount.

## Notes to the Standalone financial statements for the year ended 31 March 2020

- With respect to taking full control of the company by the Resolution Applicant the following steps are envisaged (after the conclusion of the above steps w.r.t. payment):
  - Settlement of all the dues of the MC including cost of operations, supervision costs, agency costs etc.
  - Resignation of existing directors of the Board of Directors of TCL and constitution of the New Board by the RA
- In the final leg the Approved Resolution Plan envisages the remaining payment to the Financial Creditors in two tranches
- With respect to the existing share capital the Approved Resolution Plan proposes reduction of the Company's share capital without any pay out to the shareholders, by reducing the face value of each issued and outstanding equity share of the Company from INR 10 to INR 1
- With respect to infusion of funds the Approved Resolution Plan permits the RA to infuse need based funds to discharge the obligations as well as to fund the working capital and other capital needs of the Company. The Approved Resolution Plan permits the RA to infuse funds through a combination of debt and equity – the final Debt to Equity mix will be formalised by the RA basis the decision on the equity structure of the Corporate Debtor as well as other changes, in commercial consideration of the Approved Resolution Plan. The Approved Resolution Plan permits the RA to own up to 95% of the revised equity capital in the Corporate Debtor; the same to be taken care of through preferential allotment of equity shares of face value of ₹1/- per share to the RA/associates within the implementation period of the Approved Resolution Plan.

### 54 Formation of the Monitoring Committee

Pursuant to Clause 22.1 of the Approved Resolution Plan, a Monitoring Committee (Monitoring Committee/MC) as specified in the Plan shall be deemed to be constituted on the Effective Date, by virtue of the order of the Hon'ble NCLT approving the Resolution Plan. The monitoring committee is to be formed comprising of 3 representatives from Financial Creditors (as decided by Committee of Creditors), 3 representatives from RA, as well as the erstwhile Resolution Professional for supervision of implementation of the Approved Resolution Plan. Thus, for the period between the 'effective date' and the Plan Implementation Completion (as defined in the Approved Resolution Plan), the Monitoring Committee has accordingly been formed to supervise the implementation of the Plan and to manage the affairs of the Company as a going concern.

### 55 Current Status of Implementation of the Approved Resolution Plan

During the course of implementation of the Approved Resolution Plan certain anomalies with respect to regulatory procedures etc. have been observed which have delayed the transfer of the existing equity shares of promoters to the RA. The RA has moved the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), inter alia, praying for speedy transfer of the same. The NCLT has directed the erstwhile Committee of Creditors and the current MC to take steps to ensure completion of the process of transfer of shares. Since there is no stay on the implementation of the Approved Resolution Plan, and all parties concerned have already initiated the process identified in the law for the transfer of shares, the MC has begun implementation of those parts of the Approved Resolution Plan which are not affected by the proceedings at the NCLT. These include inter-alia giving effect to the debt resolution arrived at by the Approved Resolution Plan, dealing with the various regulatory authorities etc.

56 The Figures of the previous year are regrouped and rearranged, wherever necessary.

57 INR '0' represents amount less than ₹50,000/-.

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

*Chartered Accountants*

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

*PARTNER*

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

*(Member of the Monitoring Committee)*

**KSHITIZ CHHAWCHHARIA**

*(Member of the Monitoring Committee)*

**PRITI TODI**

*(Company Secretary)*

# Consolidated Financial Statements

# Independent Auditor's Report

To the members of  
**Tantia Constructions Limited**

## Report on the Audit of the Consolidated Ind AS Financial Statements

### Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **Tantia Constructions Limited ("The Company")**, which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and Notes to the financial statement including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe

that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matters

#### We draw attention to:

- a. Note 52 to the Consolidated Ind AS financial statement in respect of de-recognition of Operational and Financial Creditors in terms of Resolution Plan approved by the Hon'able National Company Law Tribunal, Kolkata bench, vide their order dated 24th February, 2020 for the corporate insolvency of the Company, the consequential impact have been given in accordance with Approved Resolution Plan. In accordance with the same the difference amount of ₹1, 01,554 lacs between the carrying amount of financial liabilities and consideration payable is recognised in the statement of profit and loss.

Further after thorough review concerning corresponding assets the Company have found it justified to adjust and/or make provision against the current assets, which have also been disclosed under exceptional items amounting to ₹68,082 lacs.

Our opinion is not qualified in respect of above matters.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matters
1	<p><b>Accounting Treatment effect of Resolution plan</b></p> <p>Refer Note 52. to the Consolidated Financial Statements for the details regarding the Resolution Plan implemented in the Company pursuant to a corporate insolvency resolution process concluded during the year ended 31st March 2020 under Insolvency and Bankruptcy Code, 2016.</p> <p>Owing to the size of the over-due credit facilities, multiplicity of contractual arrangements and large number of operational and financial creditors, determination of the carrying amount of related liabilities at the date of approval of Resolution Plan was a complex exercise.</p>	<p>We have performed the following procedures to determine whether the effect of Resolution Plan has been appropriately recognised in the Financial Statements:</p> <ul style="list-style-type: none"> <li>● Reviewed management's process for review and implementation of the Resolution Plan.</li> <li>● Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact of the same on the financial statements.</li> <li>● Verified the balances of liabilities as on the date of approval of Resolution Plan from supporting documents and computations on a test check basis.</li> </ul>

Sr. No.	Key Audit Matter	How our audit addressed the key audit matters
1	<p>In respect of de-recognition of operational and financial creditors, difference amounting to ₹1, 01,554 Lacs between the carrying amount of financial liabilities extinguished and consideration paid, is recognised in statement of profit and loss account in accordance with "Ind AS - 109" "Financial Instruments" prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an "Exceptional item".</p> <p>Accounting for the effects of the Resolution Plan is considered by us to be a matter of most significance due to its importance to intended users understanding of the Financial Statements as a whole and materiality thereof.</p>	<ul style="list-style-type: none"> <li>● Tested the implementation of provisions of the Resolution Plan in computation of balances of liabilities owed to financial and operational creditors.</li> <li>● Evaluated whether the accounting principles applied by the management fairly present the effects of the Resolution Plan in financial statements in accordance with the principles of Ind AS.</li> <li>● Tested the related disclosures made in Notes to the financial statements in respect of the implementation of the resolution plan.</li> </ul>
2	<p><b>Litigations Matters &amp; Contingent liabilities</b></p> <p>Refer Note 52 to the Consolidated financial statements. Prior to the approval of the Resolution Plan, the Company was a party to certain litigations. Pursuant to the approval of the Resolution Plan, it was determined that no amounts are payable in respect of those litigations as they stand extinguished.</p>	<p>We have performed the following procedures to test the recoverability of payments made by the Company in relation to litigations instituted against it prior to the approval of the Resolution Plan:</p> <ul style="list-style-type: none"> <li>● Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact.</li> <li>● Evaluated whether the accounting principles applied by the management fairly present the amounts recoverable from relevant authorities in financial statements in accordance with the principles of Ind AS.</li> </ul>

We have determined that there are no other key audit matters to communicate in our report.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Management is responsible for the preparation of the other information. The other information comprises the Corporate Information, Management discussion and analysis and Directors Report including Annexures to Directors Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statement, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Consolidated Ind AS Financial Statements**

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code, 2016, (Code) the corporate insolvency process (CIRP) of Tania Constructions Limited was initiated by the financial creditors of the Company. The Hon'ble National Company Law Tribunal (NCLT), Kolkata bench admitted petition application filed by the financial companies and CIRP was initiated on 13th March, 2019 against the Company. Mr.Kshitiz

Chhawchharia was appointed as Interim Resolution Professional to manage the affairs of the Company. Subsequently Mr. Chhawchharia was confirmed as the Resolution Professional (RP) by the committee of creditors (COC). On appointment of the RP under the Code, the powers of the Board of Directors of the Company were suspended. During the CIR process, Expression of Interest was sought against which applications were received, out of which consortium of EDCL Infrastructure Ltd & Upendra Singh Construction Pvt. Ltd were selected as Resolution Applicant. The final order was passed by NCLT on 24th February, 2020 which is considered as "effective date" for implementation of Resolution Plan. The financial statements were certified by the Resolution Applicant and Company Secretary and taken on record by the Resolution Professional.

The Company's Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance including comprehensive income, changes in equity and cash flows of the Company in accordance with the other accounting principles generally accepted in India including Indian Accounting Standard (Ind AS). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern,

disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Management are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedure responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. \*However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended on March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosures about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

We did not Audit the financial statements of one subsidiary whose financial statements reflect total assets of ₹5,47,98,08,601/- as at 31st March, 2019, total revenues of ₹nil and net cash flows of ₹1550 for the year ended on that date, as considered in the Consolidated Financial Statements. Audited financial statements for the financial year 2019-20 is not available hence, that last audited financial statement i.e. 2018-19 has been considered for consolidation. These financial statement have been audited by other auditor whose report have been furnished to us by the management and our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respected of this subsidiary and our report in terms of sub sections (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply, with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.
  - e) The matters described in the Emphasis of matters section above, in our opinion, may have an adverse effect on the functioning of the Company.

- f) The powers of the Board of Directors of the Company was suspended. On formation of a Monitoring Committee as per the Approved Resolution Plan for implementation of Resolution Plan and manage the affairs of the Company, Mr. Kshitiz Chhawchharia (Erstwhile Resolution Professional) and Mr. Tarun Chaturvedi (Representative of EDCL Infrastructure Ltd, Resolution Applicant) were inducted as members of Monitoring Committee in its first meeting held on 02nd March, 2020.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i) As per Approved Resolution Plan, the contingent liabilities and commitments, excepting counter guarantee given by the Company relating to execution of the projects stand extinguished and accordingly no outflow of economic benefits is expected in respect thereof. Reference is invited to Note-39 to the standalone Ind AS financial statement.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

**For S GUHA & ASSOCIATES**

Chartered Accountants

FRN: 322493E

**CA SOURABH MITRA**

Partner

Membership No.308743

UDIN: 21308743AAAAEF3989

Place: Kolkata

Date: 12th February, 2021

# “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1(h) with the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date on the Consolidated Ind AS Financial Statements for the year ended March 31, 2020:

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **Tantia Constructions Limited (“the Company”)** as of March 31, 2020 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidences about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S GUHA & ASSOCIATES**

Chartered Accountants

FRN: 322493E

**CA SOURABH MITRA**

Partner

Place: Kolkata

Date: 12th February, 2021

Membership No.308743

UDIN: 21308743AAAAEF3989

## Consolidated Balance Sheet as at 31st March 2020

₹ in Lakhs

	Note	As at 31st March 2020	As at 31st March 2019
<b>I ASSETS</b>			
<b>1 Non - Current Assets</b>			
a. Property, Plant and Equipment	4A	2,737	3,326
b. Intangible Assets	4A	-	-
c. Capital Work in Progress	4B	42,043	42,043
d. Intangible Assets Under Development	4C	-	-
e. Goodwill		33	33
f. Financial Assets			
i. Investments	5	1,538	1,551
ii. Loans	6	-	1,099
g. Deferred Tax Assets (net)	7	4,057	4,068
h. Other Non-Current Assets	8	3	-
<b>Total Non - Current Assets</b>		<b>50,411</b>	<b>52,120</b>
<b>2 Current Assets</b>			
a. Inventories	9	1,837	8,650
b. Financial Assets			
i. Trade Receivables	10	4,079	17,904
ii. Cash and Cash Equivalents	11	475	588
iii. Bank Balances (other than ii above)	12	212	627
iv. Loans	13	5,962	8,405
v. Other Financial Assets	14	104	140
c. Current Tax Assets	15	1,918	1,623
d. Other Current Assets	16	1,330	45,222
<b>Total Current Assets</b>		<b>15,917</b>	<b>83,159</b>
<b>Total Assets</b>		<b>66,328</b>	<b>1,35,279</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
a. Equity share capital	17	2,874	2,874
b. Other equity	18	21,627	(9,227)
c. Non-controlling interest		2	2
<b>Total Equity</b>		<b>24,503</b>	<b>(6,351)</b>
<b>2 Liabilities</b>			
<b>Non-Current Liabilities</b>			
a. Financial Liabilities			
i. Borrowings	19	-	-
b. Provisions	20	202	417
c. Deferred Tax Liabilities (net)	7	-	-
d. Other Non-Current Liabilities	21	20	1,935
		<b>222</b>	<b>2,352</b>
<b>Current Liabilities</b>			
a. Financial Liabilities			
i. Borrowings	22	5,080	58,335
ii. Trade Payables	23	1,382	12,946
iii. Other Financial Liabilities	24	33,781	63,560
b. Other Current Liabilities	25	1,151	4,267
c. Provisions	26	209	170
		<b>41,603</b>	<b>1,39,278</b>
<b>Total Equity and Liabilities</b>		<b>66,328</b>	<b>1,35,279</b>
Significant accounting policies	3		

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

Chartered Accountants

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

(Member of the Monitoring Committee)

**KSHITIZ CHHAWCHHARIA**

(Member of the Monitoring Committee)

**PRITI TODI**

(Company Secretary)

## Consolidated Statement of Profit and Loss for the year ended 31st March 2020

₹ in Lakhs

	Note	Year ended 31st March 2020	Year ended 31st March 2019
<b>I INCOME</b>			
i. Revenue From operation	27	13,594	21,796
ii. Other income	28	4,103	3,538
<b>Total Revenue</b>		<b>17,697</b>	<b>25,334</b>
<b>II EXPENSES</b>			
i. Cost of Material Consumed	29	2,432	6,960
ii. Contract Operating Expenses	30	10,660	12,260
iii. Change in Inventory of Work in Progress	31	713	11,657
iv. Employee Benefits Expenses	32	721	1,233
v. Finance Cost	33	474	5,352
vi. Depreciation and Amortisation Expenses	4A	608	817
vii. Other Expenses	34	4,711	6,045
<b>Total Expenses</b>		<b>20,319</b>	<b>44,324</b>
<b>III Profit/(Loss) before Exceptional Items</b>		(2,622)	(18,990)
<b>IV Transfer of profit/ (loss) on accounts of change in shareholding</b>		(18)	40
<b>V Exceptional Items</b>		(33,472)	-
<b>VI Profit/(loss) before tax</b>		30,832	(18,950)
<b>Tax expense :</b>			
i. Current Tax	35	-	-
ii. Deferred Tax	35	(1)	-
<b>VII Profit/(Loss) for the year</b>		<b>30,833</b>	<b>(18,950)</b>
<b>Other comprehensive income (net of tax)</b>			
<b>A i. Items that will not be reclassified to Profit or Loss</b>			
(a) Remeasurements of defined benefit liability/ (asset)		-	-
(b) Net (loss)/gain on FVTOCI of investments in equity instruments		28	(18)
<b>ii. Income taxes relating to items that will not be reclassified to profit or loss</b>		(7)	5
<b>Net other comprehensive income not to be reclassified subsequently to profit or loss</b>		<b>21</b>	<b>(13)</b>
<b>B Items that will be reclassified to profit or loss</b>		-	-
<b>Net other comprehensive income to be reclassified subsequently to profit or loss</b>		-	-
<b>VIII Other Comprehensive Income (OCI)</b>		<b>21</b>	<b>(13)</b>
<b>IX Total Comprehensive Income for the Year</b>		<b>30,854</b>	<b>(18,963)</b>
<b>Earning per Equity Share of ₹10/- each</b>	36		
Basic (₹)		107.28	(65.94)
Diluted (₹)		107.28	(65.94)
Summary of significant accounting policies	3		

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

Chartered Accountants

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

(Member of the Monitoring Committee)

**KSHITIZ CHHAWCHHARIA**

(Member of the Monitoring Committee)

**PRITI TODI**

(Company Secretary)

## Consolidated Cash Flow Statement for the period ended 31st March 2020

₹ in Lakhs

	31st March 2020		31st March 2019	
<b>A Cash Flow from Operating Activities</b>				
<b>Net Profit / (Loss) before Tax</b>		<b>30,832</b>		<b>(18,990)</b>
<b>Add/(Less) Adjustment for :</b>				
Depreciation	608		817	
Exceptional Items	(33,472)		0	
(Profit)/Loss on Investment (Net)	(7)		-	
(Profit)/Loss on Investment in Joint Ventures (Net)			0	
(Profit)/Loss on Account of Change in Shareholding	18		40	
Interest Income	(39)		(119)	
Interest on Borrowings	53	(32,839)	5,092	5,830
<b>Operating Profit before working Capital changes</b>		<b>(2,007)</b>		<b>(13,160)</b>
<b>Add/(Less) (Increase)/decrease in Assets/Liabilities :</b>				
Debtors	13,825		362	
Loans & advances	3,542		(1,146)	
Other Non-Current Assets	(3)		61	
Other Current Assets	43,892		(6,062)	
Earmarked Bank balances	1		1	
Inventories	6,813		15,298	
Trade payables, Liabilities & Provisions	(16,570)	51,500	258	8,772
<b>Cash Generated from Operations</b>		<b>49,493</b>		<b>(4,388)</b>
Direct Taxes Paid / Refund (Net)		(295)		648
<b>Cash Flow before extraordinary items</b>		<b>49,198</b>		<b>(3,740)</b>
Exceptional Items		33,472		-
<b>Net Cash From Operating Activities</b>		<b>82,670</b>		<b>(3,740)</b>
<b>B Cash flow from Investing Activities</b>				
<b>Add/(Less) (Increase)/decrease in Assets/Liabilities :</b>				
Purchase of Fixed Assets	(19)		(598)	
Sale/discard of Fixed Assets	-		3,541	
Interest Income	75		119	
Investment in Joint Ventures & others	(2)		(260)	
Investment in Fixed deposit	414	468	324	3,126
<b>Net Cash used in investing Activities.</b>		<b>468</b>		<b>3,126</b>
<b>C Cash Flow from Financing Activities</b>				
<b>Add/(Less) (Increase)/decrease in Assets/Liabilities :</b>				
Share Capital issue	-		-	
Share Premium Account	-		-	
<b>Net Cash inflow</b>		-		-
Long term borrowings	(20,432)		(3,383)	
Short term borrowing	(53,255)		7,000	
Interest Paid	(9,569)		(3,046)	
Dividend Paid	(1)		(1)	
Tax on Dividend			-	
Dividend & Unclaimed Share Application Money Deposited		(83,257)	-	570
<b>Net Cash from financing Activities.</b>		<b>(83,257)</b>		<b>570</b>
<b>D Net increase/(Decrease) in Cash and Cash equivalent (A+B+C)</b>		<b>(119)</b>		<b>(44)</b>

## Consolidated Cash Flow Statement for the period ended 31st March 2020

₹ in Lakhs

	31st March 2020		31st March 2019	
<b>E</b> Add: Balance at the beginning of the Year		588		606
<b>Cash &amp; Cash equivalents as the close of the year</b>		<b>469</b>		<b>562</b>
<b>Note :</b>				
Cash & Cash equivalents				
- Balances with banks in Current Accounts		456		560
- Cash in hand		13		28
<b>Cash &amp; Cash equivalents (As per Note 11)*</b>		<b>469</b>		<b>588</b>
* i) Excluding balances with the bank in the form of Fixed Deposit pledged as Security / Margin with Bank for BG Limit and Lien with Client		212		626
ii) Earmarked Bank balances against Dividend and Unclaimed Share Application		0		1
<b>Total (As per Note 12)</b>		<b>212</b>		<b>627</b>
<b>Total [As per Note (11+12)]</b>		<b>681</b>		<b>1,215</b>

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

Chartered Accountants

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

(Member of the Monitoring Committee)

**KSHITIZ CHHAWCHHARIA**

(Member of the Monitoring Committee)

**PRITI TODI**

(Company Secretary)

## Statement of Change in Equity for the year ended 31st March 2020

### A. Equity Share Capital

Equity shares of ₹10 each issued, subscribed and full paid

₹ in Lakhs

Particulars	Numbers	Amount
<b>As at 1 April 2018</b>	2,87,42,098	2,874
Changes in Equity Share Capital during 2018-19	-	-
<b>As at 31 March 2019</b>	<b>2,87,42,098</b>	<b>2,874</b>
Changes in equity share capital during 2019-20	-	-
<b>As at 31 March 2020</b>	<b>2,87,42,098</b>	<b>2,874</b>

### B. Other equity

	Reserves and surplus					Items of other comprehensive income Equity Instruments through Other Comprehensive Income	Total
	Share Premium	Retained earnings	Capital reserve	Capital redemption reserve	General reserve		
<b>Balance at 1st April 2018</b>	7,884	(511)	100	14	1,415	5	8,907
Profit or Loss	-	(18,950)	-	-	-	-	(18,950)
Other comprehensive income (net of tax)	-	-	-	-	-	(13)	(13)
<b>Total comprehensive income for the year</b>	-	<b>(18,950)</b>	-	-	-	<b>(13)</b>	<b>(18,963)</b>
Dividend	-	-	-	-	-	-	-
Income tax on dividend paid	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-	-	-
Other adjustments	-	(829)	-	-	-	-	(829)
<b>Balance as at 31st March 2019</b>	<b>7,884</b>	<b>(18,632)</b>	<b>100</b>	<b>14</b>	<b>1,415</b>	<b>(8)</b>	<b>(9,227)</b>
Profit or Loss	-	30,833	-	-	-	-	30,833
Other comprehensive income (net of tax)	-	-	-	-	-	21	21
<b>Total comprehensive income</b>	-	<b>30,833</b>	-	-	-	<b>21</b>	<b>30,854</b>
Dividend	-	-	-	-	-	-	-
Income tax on dividend paid	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-
<b>Balance at 31st March 2020</b>	<b>7,884</b>	<b>12,201</b>	<b>100</b>	<b>14</b>	<b>1,415</b>	<b>13</b>	<b>21,627</b>

Summary of significant accounting policies

The accompanying notes including other explanatory information form an integral part of the financial statements

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

Chartered Accountants

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

PARTNER

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

(Member of the Monitoring Committee)

**KSHITIZ CHHAWCHHARIA**

(Member of the Monitoring Committee)

**PRITI TODI**

(Company Secretary)

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### 1. Corporate Information

Tantia Constructions Limited (hereinafter referred to as 'Company') is one of the most proficient civil infrastructure solutions providers in India. Incorporated as a private limited Company in 1964 which became public limited Company in 1982, the Company is engaged in executing critical infrastructure projects. It began operations in the railways segment and over the years expanded to six other core infrastructure segments namely roads, urban development, infrastructure and industrial fabrication, power, marine and aviation.

Pursuant to an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Kolkata bench (hereinafter referred to as 'Adjudicating Authority'), vide its order dated 13 March 2019, had ordered the commencement of the corporate insolvency resolution (CIR) process in respect of the company under the provisions of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as 'the Code').

During the CIR process, expression of interest was sought against which applications were received, out of which Consortium of EDCL Infrastructure Limited and Upendra Singh Constructions Pvt Ltd were selected as "Resolution Applicant". Pursuant to its order (hereinafter referred to as 'NCLT Order') dated 24 February 2020 (hereinafter referred to as 'effective date'), the Adjudicating Authority approved the Resolution Plan (hereinafter referred to as 'Approved Resolution Plan') submitted by the Resolution Applicants (RA) for the Company under Section 31 of the Code, 2016. As per the terms of Section 31 of the Code, the Approved Resolution Plan shall be binding on the Company, its employees, members, creditors, guarantors and other stakeholders involved in the Resolution Plan. As per the Approved Resolution Plan, a Monitoring Committee (MC) has been formed to oversee its implementation and to manage the affairs of the Company as a going concern. During the Implementation of the Approved Resolution Plan, the powers of the Board of Directors remain suspended. The MC has not been in existence for the most part of the period covered by these financial statements since that period was under the CIR process.

Considering the above, the financial statements are being presented on a 'Going Concern' basis.

The financial statements were certified by the Key Managerial Personell (KMP) of the Company and taken on record by the Monitoring Committee at the meeting held on 12th February, 2021.

### 2. Basis of preparation

#### a) Statement of Compliance

Tantia Constructions Limited consolidates entities which it owns or controls. The consolidated financial statements comprise financial statements of the company, it's subsidiaries and associates. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability direct relevant activities, those which significantly affect the entity's returns.

#### b) Basis of Consolidation

Tantia Constructions Limited consolidates entities which it owns or controls. The consolidated financial statements comprise financial statements of the company, it's subsidiaries and associates. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability direct relevant activities, those which significantly affect the entity's returns.

#### Investment in Subsidiary

Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group Companies are consolidated on a line by line basis and intra group balances and transactions including unrealized gain/loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the group. Non-controlling interests, which represents part of the net profit/loss and net asset of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

#### Investment in Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

#### c) Functional and presentation currency

The financial statements are presented in Indian Rupees (₹) which is Company's presentation currency and amounts have been rounded to the

## Notes to the Consolidated financial statements for the year ended 31st March 2020

nearest Lakhs, except when otherwise indicated.

### d) Basis of preparation

The financial statements have been prepared on historical cost convention on the accrual basis, except for the following items:

- (i) Certain financial assets and financial liabilities measured at fair value;
- (ii) Employee's defined benefit plan as per actuarial valuation.

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when valuing the asset or liability at the measurement date.

For recognition of Income and Expenses, mercantile system of accounting is followed except in case of insurance claims where on the ground of prudence and as well as uncertainty in realization, the same is accounted for as and when accepted/ received.

### e) Use of judgments and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

#### Critical accounting judgements and key sources of estimation uncertainty: Key assumptions -

##### (i) Useful lives of Property, plant and equipment:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

##### (ii) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using certain valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

##### (iii) Defined benefit plans:

The cost of the defined benefit plan includes gratuity and the present value of the gratuity obligation are determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

##### (iv) Recognition and measurement of provisions and contingencies:

The certain key assumptions about the likelihood and magnitude of an outflow of resources. Provision is towards known contractual obligation, litigation cases and pending assessments in respect of taxes, duties and other levies, if any, in respect of which management believes that there are present obligations and the settlement of such obligations are expected to result in outflow of resources, to the extent provided for.

### f) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## Notes to the Consolidated financial statements for the year ended 31st March 2020

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### 3. Significant accounting policies

#### a) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

#### b) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### i. Financial Assets

###### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables are initially measured at transaction price. Regular way purchase and sale of financial assets are accounted for at trade date.

###### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Amortised cost
- Fair value through other comprehensive income (FVTOCI)
- Fair value through profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

###### Financial assets at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate (EIR) amortisation is included in finance income in the profit or loss.

###### Financial assets at FVTOCI

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

###### Financial assets at FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

###### Other equity investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### Investments in Subsidiaries, Associates and Joint-Ventures

The Company has accounted for its equity instruments in Subsidiaries, Associates and Joint Ventures at cost except where investment are accounted for at cost shall be accounted in accordance with Ind AS 105, wherein they are classified as assets held for sale.

### Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

## ii. Financial liability

### Initial recognition and measurement

Financial liabilities are initially recognised at fair value plus any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

### Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in following categories:

- Financial liabilities through profit or loss (FVTPL)
- Financial liabilities at amortised cost

#### Financial liabilities through FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

#### Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and any gain or loss on derecognition are recognised in profit or loss.

Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

### Derecognition

A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## c) Property, Plant and Equipment

### i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Borrowing costs directly attributable to the acquisition or construction of those qualifying property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate components of property, plant and equipment.

Assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and shown under 'Other current assets'.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work - in - Progress.

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### ii. Subsequent expenditure

Subsequent expenditure is capitalized only when it is probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

### iii. Depreciation and amortisation

#### Tangible Assets

Depreciation on fixed assets is provided on Straight Line Method (SLM) and is provided based on useful life of the assets as prescribed in Schedule – II to the Companies Act, 2013.

#### Intangible Assets

These are amortized over the best estimates of its useful economic life as decided by the management.

### d) Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. They are amortised over the best estimates of its useful economic life as decided by the management. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

### e) Inventories

- a) Stock of construction materials, stores and spares and fuel (except for those relating to Construction activities) are valued at cost (weighted average basis) or net realizable value whichever is lower.
- b) Cost of construction materials, stores, spares and fuel used in construction activities are valued at cost (weighted average basis).
- c) Work-in-progress is valued at cost and reflects the work done but not certified.
- d) The cost of inventories comprises all cost of purchase, cost of conversion and other incidental cost incurred in bringing the inventories to their present location and condition.
- e) Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make the sale.

### f) Impairment

#### i. Impairment of financial instruments: financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

#### ii. Impairment of non-financial assets

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### g) Employee Benefits

#### i. Short-term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company makes specified monthly contributions towards Provident Fund, ESI and Medical. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

### iii. Defined benefit plans

#### I. Gratuity

Liability on account of Gratuity is:

- Covered through recognized gratuity fund managed by Life Insurance Corporation of India and contributions are charged to revenue; and

- Balance if any, is provided on the basis of valuation of the liability by an independent Actuary as at the year end.

#### II. Leave Encashment

Liability for leave encashment is treated as a long term liability and is provided on the basis of valuation by an independent Actuary as at the year end.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

### h) Provisions (other than for employee benefits), Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement and are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. The Company does not recognize a contingent liability but only makes disclosures for the same in the Financial Statements.

Contingent assets where it is probable that future economic benefits will flow to the Company are not recognised but disclosed in the financial statements.

### i) Revenue Recognition

#### On Construction Contracts:

The companies recognizes revenue when the control of the goods and services is transferred to the customer as against the transfer of risk and rewards. As per the Company's current revenue recognition practices, transfer of control happens at the same point as transfer of risk and rewards thus not effecting the revenue recognition. The amount of revenue recognised reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The Company has adopted the modified transitional approach as permitted by the standard under which the comparative financial information is not restated. The accounting changes required by the standard are not having material effect on the Company financial statements and no transitional adjustment is recognised in retained earnings at April 1, 2018, though there would be additional disclosure requirements for the company to comply with.

Contract modifications are accounted for when additions, deletions or changes are approved either to the scope or price or both. Goods/ services added that are not distinct are accounted for on a cumulative catch up basis. Goods / services those that are distinct are accounted for prospectively as a separate contract, if the additional goods/services are priced at the standalone selling price else as a termination of the existing contract and creation of a new contract . In cases where the additional work has been approved but the corresponding change in price has not been determined, the recognition of revenue is made for an amount with respect to which it is highly probable that a significant reversal will not occur. If the consideration promised in a contract includes a variable amount, this amount is recognised only to the extent that it is highly probable that a significant reversal in the amount recognised will not occur.

#### On Sale of Goods:

- In case of sale of goods, the transfer of property in goods results in the transfer of significant risks and rewards of ownership to the buyer and revenue is recognized at the time of transfer of property. Sales are net of taxes, returns, trade discounts etc.

### j) Recognition of dividend income and interest income

#### Dividends

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised

## Notes to the Consolidated financial statements for the year ended 31st March 2020

cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the Statement of Profit and Loss.

### k) Leases

Lease income from operating leases (excluding amount for services on maintenance, etc. and contingent rentals) where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases and another systematic basis is more representative of the time pattern in which user's benefit derived from the leased asset is diminished. Contingent rent is recognized in the period when earned. The respective leased assets are included in the balance sheet according to the nature of the asset.

### l) Income tax

Income tax expense comprises of current and deferred tax. Current tax and deferred tax is recognized in the Statement of Profit or Loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

#### i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, on the basis of taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

#### ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

### m) Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

### n) Foreign currencies transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. All other foreign currency assets and liabilities are stated at the rates prevailing at the date of transaction other than those covered by forward contracts, which are stated at the contracted rate. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

### o) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM").

The board of directors of the Company, which has been identified as being the CODM, generally assesses the financial performance and position of the Company and makes strategic decisions, however as per Approved Resolution Plan the power of Board of Directors remain suspended and in its place Monitoring Committee is empowered with the power.

### p) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### q) Interest in Joint venture

In respect of its interest as joint venture the company recognise its interest in a joint venture as an investment and accounts for the investment in accordance with Ind AS 28 "Investment in associates and joint ventures".

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**4A. Property, plant and equipment**

₹ in Lakhs

	Free hold land	Work shop & office shed	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total	Software	Other Intangible Assets	Total
<b>A. Gross carrying amount (Deemed cost) (1)</b>										
As at April 1, 2018	397.00	232.00	4,446.00	69.00	285.00	45.00	5,474.00	2.00	2,732.00	8,208.00
Additions	-	-	245.00	-	18.00	2.00	265.00	-	-	265.00
Deletions / Discard	-	-	-	-	-	-	-	-	2,732.00	2,732.00
<b>As at March 31, 2019</b>	<b>397.00</b>	<b>232.00</b>	<b>4,691.00</b>	<b>69.00</b>	<b>303.00</b>	<b>47.00</b>	<b>5,739.00</b>	<b>2.00</b>	<b>-</b>	<b>5,741.00</b>
Additions	-	-	1	-	17.00	1.00	19	-	-	19
Deletions / Discard	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>397.00</b>	<b>232.00</b>	<b>4,692.00</b>	<b>69.00</b>	<b>320.00</b>	<b>48.00</b>	<b>5,758.00</b>	<b>2.00</b>	<b>-</b>	<b>5,760.00</b>
<b>B. Depreciation</b>										
Upto April 1, 2018	-	8.00	1,573.00	4.00	121.00	26.00	1,732.00	2.00	273.00	2,007.00
For the year ended March 31, 2019	-	4.00	615.00	2.00	52.00	8.00	681.00	-	136.00	817.00
Adjustments/ Deletions	-	-	-	-	-	-	-	-	409.00	409.00
<b>As at March 31, 2019</b>	<b>-</b>	<b>12.00</b>	<b>2,188.00</b>	<b>6.00</b>	<b>173.00</b>	<b>34.00</b>	<b>2,413.00</b>	<b>2.00</b>	<b>-</b>	<b>2,415.00</b>
For the year ended March 31, 2020	-	4.00	549.00	2.00	49.00	4.00	608.00	-	-	608.00
Adjustments/ Deletions	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>-</b>	<b>16.00</b>	<b>2,737.00</b>	<b>8.00</b>	<b>222.00</b>	<b>38.00</b>	<b>3,021.00</b>	<b>2.00</b>	<b>-</b>	<b>3,023.00</b>
<b>B. Net carrying amount</b>										
<b>As at March 31, 2019</b>	<b>397.00</b>	<b>220.00</b>	<b>2,503.00</b>	<b>63.00</b>	<b>130.00</b>	<b>13.00</b>	<b>3,326.00</b>	<b>-</b>	<b>-</b>	<b>3,326.00</b>
<b>As at March 31, 2020</b>	<b>397.00</b>	<b>216.00</b>	<b>1,955.00</b>	<b>61.00</b>	<b>98.00</b>	<b>10.00</b>	<b>2,737.00</b>	<b>-</b>	<b>-</b>	<b>2,737.00</b>

- (1) The company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e 31st March, 2016 as its deemed cost on the date of transition to IND AS i.e 1st April, 2016.

**4B. Capital Work-in-Progress (CWIP)**

	Amount
<b>Gross carrying amount (Deemed cost)</b>	
As at April 1, 2018	41,710.00
Additions	333.00
Deletions / Discard / Converted to Tangible Assets	-
<b>As at March 31, 2019</b>	<b>42,043.00</b>
Additions	-
Deletions / Discard / Converted to Tangible Assets	-
<b>As at March 31, 2020</b>	<b>42,043.00</b>

**4C. Intangible Assets Under Development**

	Amount
<b>Gross carrying amount (Deemed cost)</b>	
As at April 1, 2018	1,218.00
Additions	-
Deletions / Discard / Converted to Tangible Assets	1,218.00
<b>As at March 31, 2019</b>	<b>-</b>
Additions	-
Deletions / Discard / Converted to Tangible Assets	-
<b>As at March 31, 2020</b>	<b>-</b>

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**5. Non-Current Investments**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Unquoted, other than trade</b>		
<b>(a) Investment in equity instruments (fully paid)</b>		
<b>In Others (at fair value through other comprehensive income)</b>		
Andromeda Communications (P) Limited - 7000 (31st March 2019 - 7000) Equity Shares of ₹10/- each	21	19
Universal Realtors (P) Limited - 40000 (31st March 2019 - 40000) Equity Shares of ₹10/- each	107	107
<b>(b) Investment in preference instruments (fully paid)</b>		
<b>In Subsidiaries (at fair value through profit and loss a/c)</b>		
Tantia Sanjauli Parkings Private Limited - 62,300 (31st March 2019- 62,300) Preference Shares of ₹100/- each	836	824
Tantia Infrastructure Private Limited - 3,03,704 (31st March 2019- 3,03,704) Preference Shares of ₹100/- each	-	-
<b>(c) Investment in equity instruments (fully paid)</b>		
<b>In Associate (at cost)</b>		
Tantia Sanjauli Parkings Private Limited - 10,00,000 (31st March 2019- 10,00,000) Equity Shares of ₹10/- each	243	261
<b>(d) Investment in government securities (at amortised cost)</b>		
National Saving Certificate, Deposited with Sales tax Authorities, Mizoram	-	-
<b>(e) Investment in joint ventures (at cost)</b>		
Tantia - RBM (JV)	79	79
Tantia - JMC (JV)	6	6
Tantia - DBC (JV)	-	-
Tantia - SOMA (JV)	-	-
Tantia - SIMPLEX (JV)	-	-
Tantia - BSBK (JV)	-	-
Tantia - IVRCL (JV)	2	2
Tantia - FREYSSINET (JV)	8	8
Tantia - TBL (JV)	-	-
Tantia - SPML (JV)	3	3
Tantia - GONDWANA (JV)	41	43
Tantia - CCIL (JV)	15	15
Tantia - EDCL (JV)	-	-
Tantia - SEC (JV)	48	48
Tantia - PREMCO (JV)	1	1
Tantia - MPPL (Wilo) (JV)	125	125
Tantia - MNTPL (JV)	2	6
<b>Total</b>	<b>1,538</b>	<b>1,551</b>
Aggregate carrying amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate carrying amount of unquoted investments	1,538	23,968

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**6. Loans - Non-Current**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<i>(Unsecured, considered good)</i>		
Security deposits and retention money	-	1,099
<b>Total</b>	<b>-</b>	<b>1,099</b>

**7. Deferred Tax Assets (net)**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Deferred Tax Assets	4,284	4,284
Less: Deferred Tax Liabilities	227	216
<b>Total</b>	<b>4,057</b>	<b>4,068</b>

Movement in deferred tax assets/ (liabilities) balances	As at 31st March 2019	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2020
<b>Deferred tax (liabilities)/assets in relation to</b>				
Fiscal allowance on property, plant and equipment, etc.	163	-	-	163
Other timing differences	53	4	7	64
<b>Total deferred tax liabilities</b>	<b>216</b>	<b>4</b>	<b>7</b>	<b>227</b>
Employees' benefit	197	-	-	197
Unabsorbed carried forward loss	3,684	-	-	3,684
MAT credit entitlement	403	-	-	403
<b>Total deferred tax assets</b>	<b>4,284</b>	<b>-</b>	<b>-</b>	<b>4,284</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>4,068</b>	<b>(4)</b>	<b>(7)</b>	<b>4,057</b>

	As at 1st April 2018	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2019
<b>Deferred tax (liabilities)/assets in relation to</b>				
Fiscal allowance on property, plant and equipment, etc.	163	-	-	163
Other timing differences	35	23	(5)	53
<b>Total deferred tax liabilities</b>	<b>198</b>	<b>23</b>	<b>(5)</b>	<b>216</b>
Employees' benefit	197	-	-	197
Unabsorbed carried forward loss	3,684	-	-	3,684
MAT credit entitlement	403	-	-	403
<b>Total deferred tax assets</b>	<b>4,284</b>	<b>-</b>	<b>-</b>	<b>4,284</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>4,086</b>	<b>(23)</b>	<b>5</b>	<b>4,068</b>

The net deferred tax liabilities as on 31 March 2019 are ₹4068/- lacs. Pursuant to its order dated 24 February 2020, the Adjudicating Authority approved the resolution plan submitted by the Resolution Applicants for the Company under Section 31 of the Insolvency and Bankruptcy Code, 2016. Reliable projections of future taxable income, therefore, shall be available only when the Approved Resolution Plan is fully implemented. Accordingly, deferred tax assets for the current period and the financial year are presently not recognised and the net deferred tax assets as at the end of the previous financial year have been carried forward. The change in Deferred Tax is due to application of Ind AS.

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**8. Other Non-Current Assets**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Advances other than Capital Advances		
- Advances recoverable in cash or in kind or for value to be received	-	-
Others		
- Prepaid Expenses	-	-
- Deferred Revenue Expenses	-	-
- Others	3	-
<b>Total</b>	<b>3</b>	<b>-</b>

**9. Inventories**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<i>(Valued at the lower of cost and net realisable value)</i>		
Raw Materials	976	2,958
Construction Contract Work-In-Progress	78	4,883
Stores & Spares	445	453
Loose Tools	338	356
<b>Total</b>	<b>1,837</b>	<b>8,650</b>

Refer Note No 52 related to Exceptional Items, Inventories were written off for Raw Material ₹1,298 lakhs and Work-in-Progress ₹4093 lakhs.

Particulars	2019-20	2018-19
Cost of Materials Consumed	2,432	6,960
Contract Operating Expenses	10,660	12,260
Changes in Work-In-Progress	713	11,657

**10. Trade receivables**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
(Unsecured unless otherwise stated)		
Considered good*	4,079	17,904
<b>Total</b>	<b>4,079</b>	<b>17,904</b>

Refer Note No 52 related to Exceptional Items, Sundry Debtors were written off ₹15,017 lakhs.

**11. Cash and Cash Equivalents**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Balances with Bank		
- In Current Account	456	554
Cash on Hand	13	28
Balance with Schedule Bank	6	6
<b>Total</b>	<b>475</b>	<b>588</b>

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**12. Other Bank Balances**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Earmarked balances with Banks	0	1
Balances with banks		
- In deposit accounts*	212	626
<b>Total</b>	<b>212</b>	<b>627</b>

\* The Company has been carrying certain Balances with Banks – In deposit accounts for a number of years. These were primarily in the nature of earmarked deposits placed as security with government bodies and as margin money against issue of bank guarantees. In case of these deposits aggregating to ₹543 lacs it was found that the amounts had matured long back and had been adjusted by the Banks or by the Clients against liabilities, but corresponding entries were not passed in the books of accounts in the Company and no amount against the same is recoverable. Accordingly, the Company has recognised these deposits as written off amounting to ₹543 lacs and disclosed the same under 'exceptional items' in the statement of profit and loss (Refer Note 52).

**13. Loans - Current**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<i>(Unsecured, considered good)</i>		
Security deposits & earnest money	5,462	7,905
Loan given to NBFC	500	500
<b>Total</b>	<b>5,962</b>	<b>8,405</b>

**14. Other Financial Assets**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Interest accrued but not due on bank deposits	104	140
<b>Total</b>	<b>104</b>	<b>140</b>

**15. Current Tax Asset (net)**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Advance payment of tax (net of provisions)	1,918	1,623
<b>Total</b>	<b>1,918</b>	<b>1,623</b>

**16. Other Current Assets**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Advances other than Capital Advances		
Advances to Suppliers (Goods & Services)	714	4,124
Advances to Employees	-	280
Advance to NBFC	10	10
Unbilled Revenue*	-	36,993
Other advances (including advances with statutory authorities, prepaid expenses, etc.)	606	3,815
<b>Total</b>	<b>1,330</b>	<b>45,222</b>

\* The Company has been showing an amount of ₹36,182 lacs as Unbilled Revenue since long. A review of the same revealed that the said amount is no longer billable to the respective clients and hence has been written off and disclosed under 'exceptional items' in the statement of profit and loss (Refer Note 52).

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**17. Equity share capital**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Authorised</b>		
390,00,000 (31st March 2019- 390,00,000) equity shares of ₹10/- each	3,900	3,900
10,00,000 (31st March 2019- 10,00,000) 10.5% cumulative redeemable preference shares of ₹10/- each	100	100
	<b>4,000</b>	<b>4,000</b>
<b>Issued, subscribed and fully paid-up</b>		
2,87,42,098 equity shares (31st March 2019- 2,87,42,098) of ₹10/- each	2,874	2,874
	<b>2,874</b>	<b>2,874</b>

**A. Reconciliation of number of equity shares outstanding at the beginning and at the end of the period**

	As at 31st March 2020		As at 31st March 2019	
	Number	Amount	Number	Amount
Balance as at the beginning of the year	2,87,42,098	2,874	2,87,42,098	2,874
Add: Issued during the year	-	-	-	-
Balance as at the end of the year	2,87,42,098	2,874	2,87,42,098	2,874

**B. Rights, Preferences and Restrictions attaching to Equity Shares**

- The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in the proportion to their shareholding.

**C. Particulars of shareholders holding more than 5% shares of fully paid up equity shares**

Name of the Shareholder	As at 31st March 2020		As at 31st March 2019	
	Number	Amount	Number	Amount
Nigolice Trading Pvt Ltd	1,52,59,689	53.09%	1,52,59,689	53.09%
Rahul Tantia	35,73,359	12.43%	35,73,359	12.43%

• With respect to the existing share capital the Approved Resolution Plan proposes reduction of the Company's share capital without any pay out to the shareholders, by reducing the face value of each issued and outstanding equity share of the Company from INR 10 to INR 1

**18. Other equity**

Refer statement of changes in equity for detailed movement in equity balance

A. Summary of other equity balance		1st April 2019	Movement during the year	31st March 2020	1st April 2018	Movement during the year	31st March 2019
Capital reserve	(a)	100	-	100	100	-	100
Capital redemption reserve	(b)	14	-	14	14	-	14
Securities premium account	(c)	7,884	-	7,884	7,884	-	7,884
General reserve	(d)	1,415	-	1,415	1,415	-	1,415
Retained earnings	(e)	(18,640)	30,854	12,214	(506)	(18,134)	(18,640)
<b>Total other equity</b>		<b>(9,227)</b>	<b>30,854</b>	<b>21,627</b>	<b>8,907</b>	<b>(18,134)</b>	<b>(9,227)</b>

**B. The description of the nature and purpose of each reserve within equity is as follows:**

- Capital reserve:** The Company had received ₹100 against future call option of 7,14,285 Share warrants in the financial year 2008-09. The call was not exercised by the applicants and as per the terms of the issue of warrant, the said amount was forfeited and credited to capital reserve during the financial year 2008-09.
- Capital redemption reserve:** The Company had issued 1,40,000 10.5% cumulative preference share at par value of ₹10 each in the Financial Year ending on 31st March 2005 were redeemed at the option of the share holder during the financial year ended on 31.03.2015. Accordingly ₹14 equivalent to the proceeds of redemption were transferred to capital redemption reserve.

## Notes to the Consolidated financial statements for the year ended 31st March 2020

- (c) **Securities premium account:** Securities premium account represents the premium received on issue of shares over and above the face value of equity shares. The account is available for utilisation in accordance with the provisions of the Companies Act, 2013.
- (d) **General Reserve:** The Company has transferred a portion of the net profit of the company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.
- (e) **Retained earnings:** This Reserve represents the cumulative profits of the Company. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

### 19. Long Term Borrowings

	As at 31st March 2020		As at 31st March 2019	
	Non-Current	Current Maturities	Non-Current	Current Maturities
(i) Secured				
- Term Loans from Non-Banking Finance Companies	-	-	-	-
- Loans from Banks				
Term Loan	-		-	9,738
Working capital term loan	-	673	-	6,610
Funded interest term loan	-	668	-	6,326
Term Loan from Scheduled Bank *		27,347		26,446
<b>Total</b>	<b>-</b>	<b>28,688</b>	<b>-</b>	<b>49,120</b>

Refer Note No 52 related to Exceptional Items, Current maturities of long term borrowings amounting to ₹20,432 lacs have been written back as per approved plan.

### 20. Long Term Provisions

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Provisions for employee benefits		
- Provision for gratuity	160	200
- Provision for leave encashment	42	217
<b>Total</b>	<b>202</b>	<b>417</b>

### 21. Other Non-Current Liabilities

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Other liabilities against contracts	20	1,935
<b>Total</b>	<b>20</b>	<b>1,935</b>

Refer Note No 52 related to Exceptional Items, other long term liabilities amounting to ₹1,794 lakhs payable to subcontractors have been written back as per Approved Plan.

### 22. Borrowings

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Secured</b>		
Cash Credit and Working Capital Demand Loan from Bank*	4,420	51,288
Short Term Loans from Scheduled Banks**	-	2,574
<b>Unsecured</b>		
From Bodies Corporate	660	4,473
<b>Total</b>	<b>5,080</b>	<b>58,335</b>

Refer Note No 52 related to Exceptional Items, short term borrowings amounting to ₹53,383 lacs have been written back as per approved plan.

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### 23. Trade Payables

₹ in Lakhs

	As at 31 March 2020	As at 31 March 2019
<b>Dues to Micro And Small Enterprises</b> (as per the intimation received from vendors)	-	-
a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year	-	-
b. Interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c. Interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
d. The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
e. Interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-
<b>Dues to others</b>		
- For goods	1,382	12,659
- For expenses	-	287
	<b>1,382</b>	<b>12,946</b>

Refer Note 1 read with Note 52 to the financial statements for the details regarding the Approved Resolution Plan implemented in the Company pursuant to a corporate insolvency resolution process concluded during the year under Insolvency and Bankruptcy Code, 2016. As per the Approved Resolution Plan trade payable amounting to ₹13,007 lacs has been written back.

Owing to the size of the overdue credit facilities, multiplicity of contractual arrangements and large number of operational creditors, determination of the carrying amount of related liabilities at the date of approval of Resolution Plan was a complex exercise and has been completed on the basis of information, documents etc. available with the Company. Confirmations/Reconciliations from the concerned creditors are pending and any consequential adjustments required in the books of accounts will be done in the year in which such reconciliations are received.

Further, comprehending the provisions of the Approved Resolution Plan and determining the appropriateness of the accounting treatment thereof, more particularly the accounting treatment of derecognition of liabilities, required significant judgment and estimates, including consideration of accounting principles to be applied for presentation of difference between carrying amount of novated debt and consideration payable therefore.

### 24. Other Financial Liabilities

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Current maturities of long term debt (Refer Note- 19)	28,688	49,120
Interest accrued and due	-	9,516
Interest accrued but not due	2,074	2,074
Unpaid dividend	-	1
Others		
- Advance from joint venture	1,750	1,750
- Liabilities for employees*	527	677
- Liabilities for expenses	742	422
	<b>33,781</b>	<b>63,560</b>

\* Refer Note No 52 Related to Exceptional Items, in respect of de-recognition of operational creditors, difference amount of ₹298 Lakhs between the carrying amount of financial liabilities and consideration payable, is recognized in statement of Profit / (Loss) A/c in accordance with "Ind AS 109" on "Financial Instruments" prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an "Exceptional Items".

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**25. Other Current Liabilities – Non Financial Liabilities**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Revenue received in Advance		
- Advance against Materials	-	6
- Advance against Contract	353	2,322
- Advance from Customers	436	436
Others		
- Statutory liabilities	312	1,503
- Others	50	-
	<b>1,151</b>	<b>4,267</b>

**26. Short Term Provisions**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Provision for Gratuity	78	-
Provision for leave encashment	77	116
Provision for Expenses	54	54
	<b>209</b>	<b>170</b>

**27. Revenue from Operations**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Sale of products</b>		
- RMC sold	-	163
<b>Sale of services</b>		
- Contract receipts	13,594	21,564
<b>Other operating revenues</b>		
- Profit from investment in joint ventures	-	-
- Miscellaneous business income	-	69
	<b>13,594</b>	<b>21,796</b>

**28. Other Income**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>Interest income</b>		
- Interest on fixed deposits (Gross)	26	45
- Other Interest includes interest on income tax refund	13	74
- Profit from Sale of Fixed Assets	4	0
- Others	123	112
<b>Other gains and losses</b>		
- Net gain arising on financial assets measured at FVTPL	3,937	3,307
	<b>4,103</b>	<b>3,538</b>

**29. Cost of Materials Consumed**

₹ in Lakhs

	As at 31st March 2020	As at 31 March 2019
Construction Materials	2,157	5,501
Consumable Materials	178	948
Stores & Spares	40	323
Carriage Inwards (Including material re-handling)	57	188
	<b>2,432</b>	<b>6,960</b>

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**30. Contract Operating Expenses**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Contract Execution Expenses	8,517	9,621
Equipment Hire Expenses	605	629
Repairing Charges		
- Plant & Machinery	86	324
- Others	39	24
Power & Fuel	1,077	1,350
Site Expenses	1	72
Works Contract Tax & Other Taxes	5	136
Consultancy Fees	329	102
Survey & Inspection Expenses	1	2
	<b>10,660</b>	<b>12,260</b>

**31. Change in Inventories of Works in Progress**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Opening Work-in-Progress	4,883	16,540
Less : Closing Work-in-Progress	4,170	4,883
	<b>713</b>	<b>11,657</b>

**32. Employee Benefits Expenses**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Salaries and Wages	756	1,135
Contribution to Provident Fund and Other Funds	(66)	43
Staff Welfare Expenses	31	55
	<b>721</b>	<b>1,233</b>

**33. Finance Cost**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
- On financial liabilities measured at amortised cost	53	5,092
Other Borrowing Costs	421	260
	<b>474</b>	<b>5,352</b>

**34. Other Expenses**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Rent	108	125
Rates and Taxes	154	173
Insurance	110	35
Printing & Stationery	7	14
Directors' Fee	-	2
Payment to Auditors:		
- Audit Fees	7	7

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**34. Other Expenses**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
- Tax Audit Fees	2	2
- Other Services	-	2
Internal Audit & Other Certificate Fees	-	-
Light Vehicles Running Expenses	7	12
Travelling & Conveyance	121	169
Advertisement	7	2
Computer Maintenance	2	3
Legal Expenses	53	44
Security Guard Expenses	88	58
Telephone Expenses	17	32
Bad Debt written off	-	97
Invocation of Bank Guarantee	-	1,814
Loss from Investment in Joint Venture	6	-
Loss on Fair Valuation	3,924	3,307
Miscellaneous Expenses	98	147
	<b>4,711</b>	<b>6,045</b>

**35. Income taxes**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Current period	-	-
MAT credit (entitlement)/ reversal	-	-
<b>a</b>	<b>-</b>	<b>-</b>
<b>Deferred tax</b>		
Deferred tax for the year	(1)	-
<b>b</b>	<b>(1)</b>	<b>-</b>
<b>B. Income tax recognised in other comprehensive income</b>		
<b>Deferred tax</b>		
On items that will not be reclassified to profit or loss		
- Fair valuation of equity instruments	(7)	5
- Remeasurements of defined benefit plans		-
<b>c</b>	<b>(7)</b>	<b>5</b>
<b>Income tax expense reported in the Standalone Statement of Profit and Loss (a+b+c)</b>	<b>(8)</b>	<b>5</b>

**36. Earnings per equity share**

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Earnings per share has been computed as under:		
(a) Profit for the year	30,833	(18,950)
(b) Weighted average number of Ordinary shares outstanding for the purpose of basic/diluted earnings per share	287	287
(c) Earnings per share on profit for the year		
- Basic EPS [(a)/(b)]	107.28	(65.94)
- Diluted EPS [(a)/(b)]	107.28	(65.94)

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### 37. Segment information

As per Ind AS 108- "Operating Segment", segment information is not required to be provided as the Company is engaged only in construction work and in no other segment.

38. The Company is engaged in the business of providing infrastructural facilities as per Section 186 (11) read with Schedule VI of the Act. Accordingly, disclosures under Section 186 of the Act is not applicable to the Company..

### 39 Contingent liabilities and commitments

As per the Approved Resolution Plan, contingent liabilities (which have/may crystalize) prior to 24 February, 2020 (hereinafter referred to as 'Effective Date') stand extinguished. In terms of the aforesaid plan, the following matters also need the attention of our stakeholders -

- I The counter-guarantees, also termed as 'corporate guarantees', extended by Tantia Constructions Limited to Consortium Banks on behalf of its subsidiaries, associates and joint ventures, stand extinguished and no further liability exists with respect to the same as at 31st March 2020.
- II In respect of the Bank Guarantees of Tantia Constructions Limited, only the active Bank Guarantees as on the effective date, against the ongoing projects, shall continue to remain active. The Resolution Applicant / Corporate Debtor shall be liable to settle any claim arising as a result of invocation / encashment of the Bank Guarantee(s). However, the Resolution Applicant / Corporate Debtor shall not be liable in case of any bank guarantee invocation arising because of the relevant bank(s) refusal for extension of such Active Bank Guarantee(s). The active BG's as at 31st March 2020 is to the tune of ₹9,927 lacs (Previous Year – ₹12,084 lacs).
- In respect of the above bank guarantees, margin money worth ₹89 lacs (Previous Year - ₹83 lacs) is being held by banks in the form of Fixed Deposits.
- III Sales Tax Liability / Works Contract Tax Liability for which the company has preferred an appeal before the Appellate Authorities - NIL (Previous Year – ₹13,903 lacs).

Furthermore, the Approved Resolution Plan, among other matters, provides that except to the extent of the amount payable to the relevant Financial and/or Operational Creditors in accordance with the Approved Resolution Plan, all liabilities of the Company relating in any manner to the period prior to the CIRP commencement date, i.e., 13th March 2019, immediately, irrevocably and unconditionally, stand fully and finally discharged and settled, there being no further claims whatsoever, and all the rights of the Financial and/or Operational Creditors to invoke or enforce the same stands waived off. It is provided that any and all legal proceedings initiated before any forum, by or on behalf of any Financial and/or Operational Creditor (including Statutory Authorities), to enforce any rights or claims against the Company also stands extinguished. Further, in terms of the Approved Resolution Plan, no Statutory/ Governmental Authority has any right or claim against the Company, in respect of the period prior to the CIRP commencement date and/or in respect of the amounts written off, and all legal proceedings initiated before any forum by or on behalf of any Financial and/or Operational Creditor (including Governmental Authorities) or any Other Creditors to enforce any rights or claims against the Company will immediately, irrevocably and unconditionally stand withdrawn, settled and/or extinguished.

The Approved Resolution Plan provides for extinguishment of all liabilities of the Company owed to Financial and/or Operational Creditors, as of the Insolvency Commencement Date i.e. 13 March, 2019 against settlement of amount given under the resolution plan. The implementation of the Approved Resolution Plan, however, does not have any such similar effect over claims or receivables owed to the Company. Accordingly, the Company has concluded that any receivables due to the Company, evaluated based on merits of underlying litigations, from various governmental agencies continue to subsist.

### 40. Employee Benefits

#### (a) Defined contribution plans:

Contribution to defined contribution plans, recognised as expense for the year are as under:

₹ in Lakhs

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Employer's contribution to Provident Fund	26	39
Employer's contribution to ESIC	2	4
	<b>28</b>	<b>43</b>

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### 40. Employee Benefits

#### (a) Defined benefit plans:

##### Statement of Assets and Liabilities for defined benefit obligation

Name of the Shareholder	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Net defined benefit asset - Gratuity Plan				
Net defined benefit obligation - Gratuity Plan	120	341	236	205
<b>Total employee benefit liabilities</b>	<b>120</b>	<b>341</b>	<b>236</b>	<b>205</b>
Non-current	41	217	160	148
Current	79	116	76	57

#### Contribution to Gratuity

The Company's gratuity benefit scheme for its employees in India is a defined benefit plan (unfunded).

The Company provides for gratuity from employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of completed service.

Generally the present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as on year end which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The Company's gratuity expense is recognized under the head – "Employee Benefit Expense". However, as requires under Ind AS 19 no valuation is done for Gratuity since 2017-18 and no valuation is done for Leave Encashment during the current financial year.

These defined benefit plans expose the Company to actuarial risks, such as interest rate risk, liquidity risk, salary escalation risk and regulatory risk.

#### Inherent risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

The following tables analyze present value of defined benefit obligations, expense recognised in statement of Profit and Loss, actuarial assumptions and other information.

#### Reconciliation of the net defined benefit (asset) liability

##### (i) Reconciliation of present value of defined benefit obligation

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
(a) Balance at the beginning of the year	333	341	182	205
(b) Current service cost	5	-	17	-
(c) Interest cost	20	-	12	-
(d) Actuarial (gains) / losses	-	-	(170)	-
- demographic assumptions	(39)	-	-	-
- financial assumptions	(144)	-	195	-
- experience adjustment	-	-	-	-
(e) Benefits paid	(55)	(8)	-	-
<b>Balance at the end of the year</b>	<b>120</b>	<b>333</b>	<b>236</b>	<b>205</b>

##### (ii) Net Asset / (Liability) recognised in the Balance Sheet

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Present value of obligation, as at end of the year	120	333	236	205
Fair value of plan assets, as at end of the year	-	-	-	-
<b>Net defined benefit obligations, as at end of the year</b>	<b>120</b>	<b>333</b>	<b>236</b>	<b>205</b>

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**(iii) Expense recognised in Statement of Profit and Loss**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Current service cost	5	-	17	-
Net interest cost	20	-	8	-
Actuarial Gain/loss	(183)	-	-	-
<b>Total expense recognised in Statement of Profit and Loss</b>	<b>(158)</b>	<b>-</b>	<b>25</b>	<b>-</b>

**(iv) Re-measurements recognised in other comprehensive income**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Actual return on plan assets (excluding amounts included in net interest cost)	-	-	(170.00)	-
Actuarial loss (gain) arising on defined benefit obligation from	-	-	-	-
- demographic assumptions	-	-	-	-
- financial assumptions	-	-	195.00	-
- experience adjustment	-	-	-	-
<b>Total re-measurements included in other comprehensive income</b>	<b>-</b>	<b>-</b>	<b>25</b>	<b>-</b>

**(v) Reconciliation of fair value of plan assets**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
(a) Balance at the beginning of the year	-	-	61	49
(b) Interest income	-	-	4	-
(c) Company (employer) contributions	-	-	-	-
(d) Return on plan assets excluding interest income	-	-	0	-
(e) Benefits paid	-	-	-	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>	<b>65</b>	<b>49</b>

**(vi) Actuarial assumptions**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Discount rate	6.67%	-	6.67%	-
Expected Return on Plan Asset	NA	-	NA	-
Salary escalation rate	6.00%	-	6.00%	-
Attrition rate	1.00%	-	1.00%	-
Retirement age (years)	60	60	60	60

Assumptions regarding future mortality experience are set in accordance with the published rates under Indian Assured Lives Mortality (2006-08) Ultimate.

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

**(vii) Sensitivity analysis**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Defined benefit obligation on discount rate plus 50 basis points	126	-	227	-
Defined benefit obligation on salary growth rate plus 50 basis points	131	-	245	-
Defined benefit obligation on attrition rate plus 50 basis points	128	-	236	-
Defined benefit obligation on mortality rate plus 100 basis points	128	-	236	-
Defined benefit obligation on discount rate minus 50 basis points	131	-	246	-
Defined benefit obligation on salary growth rate minus 50 basis points	126	-	228	-
Defined benefit obligation on attrition rate minus 50 basis points	128	-	236	-
Defined benefit obligation on mortality rate minus 100 basis points	128	-	236	-

**(viii) Maturity profile of defined benefit obligation**

	Leave Encashment		Gratuity	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
Within the next 12 months	81	-	79	-
Between 1 and 5 years	8	-	28	-
Between 5 and 10 years	20	-	77	-
More than 10 years	70	-	297	-

Since no Actuarial Valuation has been done for Gratuity and Leave Encashment were made in financial year, 2018-19, provision for liability of Gratuity and Leave Encashment could not be made. However, during the current financial year Actuarial Valuation have been made and the accordingly the same have been given effect in the accounts.

**41. Related Party Disclosures**

**Enterprises where control exist:**

SI No	Nature of Relation	Name of the Entity
A	Holding Company	Nigolice Trading (P) Ltd
B	Other related parties with whom the company had transactions - Associates & Joint Ventures :	
I	Associates Companies and Enterprises over which the Key Management personnel and its relatives are able to exercise significant influence.	Castal Extrusion Private Limited Andromeda Communications (P) Ltd Tantia Agrochemicals Pvt Ltd Tantia Sanjauliparkings (P) Ltd.

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

II	Joint Ventures	RBM Tantia (JV)
		Tantia BSBK (JV)
		JMC Tantia (JV)
		Tantia DBC (JV)
		Tantia Simplex (JV)
		Tantia Soma (JV)
		Tantia TBL (JV)
		Tantia SPML (JV)
		Tantia Freyssinet Gilcon (JV)
		Tantia Gondwana (JV)
		Tantia CCIL (JV)
		Tantia EDCL (JV)
		Tantia SEC (JV)
		IVRCL Tantia (JV)
		Tantia Premco (JV)
		Tantia MPPL (WILO) (JV)
		Tantia Nayak (JV)
Tantia NMTPL (JV)		
TCL UTM (JV)		
C	Key Management Personnel (KMP)	Sri Kshitiz Chhawchharia (Resolution Professional)
		Sri I. P. Tantia (Chairman & Managing Director)
		Sri Rahul Tantia (Director - Operations & Chief Financial Officer)
		Sri Murare Lal Agarwala (Director - Projects) (Resigned during the year)
		Ms Rohini Sureka (Chief Financial Officer) (Resigned during the year)
		Ms Priti Todi (Company Secretary)
D	Relatives of Key Management Personnel (KMP)	Sri Siddhartha Tantia (Son of Mr. Ishwari Prasad Tantia)
		Ms Laxmi Tantia (Daughter in law of Mr. Ishwari Prasad Tantia)
		Ms Anita Tantia Wife of Mr. Rahul Tantia)

The following transactions were carried out with related parties in the ordinary course of business:

₹ in Lakhs

Nature of Transaction	Name of Related Party	Transaction for the year ended			
		31/03/2020	31/03/2020	31/03/2019	31/03/2019
Rendering of Services	Tantia Gondwana (JV)	9		251	
	Tantia MPPL (WILO) (JV)	-		149	
	Tantia NMTPL (JV)	86	95	203	603
Consultancy Fees	Kshitiz Chhawchharia		20		-
Remuneration Paid / Payable	Ishwari Prasad Tantia	-		90	
	Rahul Tantia	-		48	
	Murare Lal Agarwal	21		20	
	Priti Todi	5		5	
	Rohini Sureka	5	31	11	174
Rent paid	Andromeda Communications Pvt Ltd	2		2	
	Castal Extrusion Pvt Ltd	-		1	
	Anita Tantia	5	7	5	8
Re-imbusement of expenses	Andromeda Communications Pvt Ltd	3		4	
	Anita Tantia	8		8	
	Tantia NMTPL (JV)	10	21	-	12
Reversal of Services	Tantia Sanjauliparkings Pvt Ltd		-		615
Refund Received of Security Deposit	Anita Tantia		-		48
Recover ag Excess Salary paid earlier	Ishwari Prasad Tantia		-		84

**Notes to the Consolidated financial statements** for the year ended 31st March 2020

Nature of Transaction	Name of Related Party	Transaction for the year ended			
		31/03/2020	31/03/2020	31/03/2019	31/03/2019
Investment in Joint Ventures	IVRCL Tantia	-		-	
	JMC Tantia	-		-	
	Tantia BSBK	-		-	
	Tantia CCIL	-		-	
	Tantia DBC	-		-3	
	Tantia Freyssinet Gilcon	-		-	
	Tantia Gondwana	3		1	
	Tantia MPPL (WILO)	-		-1	
	Tantia NMTPL	-5		7	
	Tantia Simplex	-		-	
	Tantia Soma	-		-	
	Tantia TBL	-	-2	-	4
	Share of Profit/(Loss)	IVRCL Tantia	-		-
JMC Tantia		-		-	
Tantia DBC		-		-	
Tantia Freyssinet Gilcon		-		-	
Tantia Gondwana		-6		-	
Tantia MPPL (WILO)		-		-	
Tantia Simplex		-		-	
Tantia Soma		-		-	
Tantia TBL		-	-6	-	-
Outstanding balances receivable	IVRCL Tantia	179		179	
	JMC Tantia	32		49	
	Tantia BSBK	71		70	
	Tantia CCIL	1,407		1,407	
	Tantia EDCL	1		1	
	Tantia Freyssinet Gilcon	9		9	
	Tantia Gondwana	652		685	
	Tantia NMTPL	510		570	
	Anita Tantia	-		-	
	Ishwari Prasad Tantia	56		56	
	Murare Lal Agarwal	-		13	
	Castal Extrusion Pvt Ltd	1	2,918	1	3,041
	Outstanding balance payable	Andromeda Communications Pvt Ltd	2		1
Tantia Agrochemicals Pvt Ltd		3		3	
Tantia MPPL (WILO)		907		907	
RBM Tantia		50		50	
Tantia Nayak		10		10	
Rahul Tantia		18		18	
Murare Lal Agarwal		8		-	
Rohini Sureka		13	1,011	8	997

\* During the current financial year Bank Guarantee given by Tantia Constructions Ltd on behalf of Tantia MPPL (WILO) (JV) for ₹10,47,34,932/- was invoked, the adjustment of which has not been effected in the books of accounts.

**Terms and conditions of transactions with related parties**

The purchases from related party are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured.

**42. Disclosure under Clause 32 of the Listing Agreement:**

The Company has not granted any Loans and Advances in the nature of Loan to its Associates and Subsidiaries, hence disclosure under Clause 32 of the Listing Agreement has not been given.

## Notes to the Consolidated financial statements for the year ended 31st March 2020

### 43. Going Concern

In the last year, the Company had incurred a net loss of ₹16,470 lakhs resulting in accumulated losses of ₹16,537 lakhs as at March 31, 2019 which completely eroded its Net worth. During the current financial year, NCLT have approved the Resolution Plan as submitted by Resolution Applicant on 24th February, 2020 which was effective in the current financial year. In the said order various waivers were provided and considering the effect thereof the Company have earned a profit of ₹30,862 lakhs which has ultimately turned around the Company and the net worth shoot upto ₹26,612 lakhs and the Company have become going concern.

44. A contract awarded to the Company by the Road Construction Department, Bihar State Government, Patna, for development and widening of roads in Patna had been prematurely terminated by the Govt. of Bihar on 30th of April, 2008. Being aggrieved by this action on the part of Government of Bihar, the Company approached the Honorable High Court of Calcutta for remedial action. In response, an Arbitrator was appointed in the matter to adjudicate the claim filed by the Company. The Arbitrator had published an award in favour of the Company which was contested by the Road Construction Department, Bihar State Government, in the Hon'ble Supreme Court of India. After consideration of the matter, the Hon'ble Supreme Court rejected the applicant's Petition, during the year ended 31st March, 2016. Accordingly, the Company are now entitled to receive from the Road Construction Department, Bihar State Government, Patna, monies along with interest, with effect from January 27, 2012 till the date of payment. No accounting effect had been considered in the accounts of 2018-19 under conservative approach.
45. In the year 2011, Tantia Construction Limited (TCL) had floated a Special Purpose Vehicle (SPV) under the name and caption Tantia Raxaultollways Pvt. Ltd. (TRPL) for execution of an infrastructure project worth ₹475 crores, against which TCL (The Company) was also the EPC Contractor for the execution of the said work worth ₹373 crores in the Project. During the course of execution of the Project the Company was facing various problems, such as delay in handover of site/land at different stretches, release of Grant from NHAI, non availability of input resources due to uncontrollable factors, heavy interest cost etc. Consequently, the progress of the work slowed down.

In view of the above, TRPL took the initiative of conveying to the project Authorities its decision not to proceed further with implementation of the project and consider from its side as a decision to terminate the work in question. Resultantly, being left with no alternative, TRPL has gone in for arbitration proceedings against NHAI in the month of May 2018 which is still pending and TCL has lodged their claims with TRPL.

### 46. Finance Leases: Company as lessee

The company is engaged in the infrastructure sector. In the course of execution of various infrastructure projects at numerous locations, the company takes /procures, on hiring basis, various items of Machinery and Equipment. Overall, the number of such Machinery and Equipment procured on hiring basis for the various project sites (around 20) are numerous. The hire agreement executed by the Company with around 170 parties. Hire contracts with the contract period generally varying between 1 to 3 years.

The Company has entered into agreements in the nature of lease/leave and license agreement with different lessors/licensors for the purpose of establishment of office premises/residential accommodations etc. These are generally in the nature of operating lease/leave and license. Period of agreements are generally up to three years and renewable at the option of the lessee.

Lease rentals charged to expenses grouped under the head Contract Operating Expenses amounting to ₹605 lakhs (Note No 30) and under the head Other Expenses amounting to ₹108 lakhs (Note No 34).

### 47. Disclosure pursuant to Indian Accounting Standard (Ind AS) 11 "Construction Contracts"

₹ in Lakhs

	As at 31st March 2020	As at 31st March 2019
Amount of Contract Revenue Recognised during the year	13,594	21,564
Aggregate amount of costs incurred and recognised profits (less recognized losses) upto the reporting date.	89,307	1,60,345
Amount of customer advances outstanding for contracts in progress	6,859	8,834
Retention amount due from customers for contracts in progress	5,410	8,734
Gross amount due from customers for contract works as an asset	-	36,993
Gross amount due to customers for contract work as a liability	-	-

48. An amount of ₹3,604 lacs was recoverable by the Company from Tantia Raxaultollways Pvt Ltd (Subsidiary Company) and the amount was grouped under Sundry Debtors. The said subsidiary was unable to pay off its aforesaid dues because of paucity of funds. Subsequently, the said book debt was taken over by Tantia Infrastructure Pvt Ltd, the major Promoter of Tantia Raxaultollways Pvt Ltd. The aforesaid transaction now appears in the books of the Company as Tantia Infrastructure Pvt Ltd being categorized as the Debtors and the amount (₹3,604) continuing under the head Sundry Debtors, as before..

### 49 Financial instruments and related disclosures

#### 49.1 Fair values vs carrying amounts

## Notes to the Consolidated financial statements for the year ended 31st March 2020

The following table shows fair values of financial assets and liabilities, including their levels in financial hierarchy, together with the carrying amounts shown in the statement of financial position. The table does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	As at 31st March 2020		As at 31st March 2019		
	Note No.	Carrying amount	Fair value	Carrying amount	Fair value
			Level 3		Level 3
<b>A. Financial assets:</b>					
<b>a) Measured at amortised cost</b>					
Trade receivables	10	4,079	-	17,904	-
Cash and cash equivalents	11	475	-	588	-
Other bank balances	12	212	-	627	-
Loans	6 & 13	5,962	-	9,504	-
Other financial assets	14	104	-	140	-
<b>b) Measured at fair value through profit or loss</b>					
Investments	5	836	836	824	824
<b>c) Measured at fair value through other comprehensive income</b>					
Investments	5	128	128	130	130
<b>B. Financial liabilities:</b>					
<b>a) Measured at amortised cost</b>					
Borrowings	22	5,080	-	58,335	-
Trade payables	23	1,382	-	12,946	-
Other financial liabilities	24	33,781	-	63,560	-

### 49.2 Fair value measurement

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale.

The Company has established the following fair value hierarchy that categorises the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted (adjusted) price or NAV is measured at quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The management assessed that trade receivables, cash and cash equivalent, other bank balances, trade payable and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

### 50. Financial risk management

#### Risk management framework

The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk.

The Company has exposure to the following risks arising from financial instruments:

## Notes to the Consolidated financial statements for the year ended 31st March 2020

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk

### (i) Credit risk

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company receivables from customers. Credit arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables), including deposits with bank. The Company has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure.

#### Trade receivable

The company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Counterparty credit risk with respect to these receivables is very low in respect of construction contracts, the Company has receivables from subsidiary companies where the management perceives the risk of recovery to be remote. The risk of recovery in these businesses is reduced to the extent of security deposits already collected and held as collaterals.

#### Exposure to credit risks

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. Details of concentration percentage of revenue generated from top customer and top five customers are stated below :

	Year ended 31st March 2020		Year ended 31st March 2019	
	%	Amount	%	Amount
Revenue from top customer	58.07%	8,365	31.11%	6,392
Revenue from top five customers	98.84%	14,238	68.61%	14,098

Trade receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. As per simplified approach, the Company makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk.

#### Movement in impairment loss account is as follows:

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Balance at the beginning	-	-
Impairment loss recognised/ reversed	-	-
Amounts written-back	-	-
Balance at the end	-	-

### (ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for liquidity, funding as well as settlement management. In addition, Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

#### Exposure to liquidity risk

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments

Particulars	Less than 1 year	1-5 years	> 5 years	Total
<b>As at 31 March 2020</b>				
Borrowings	5,080	-	-	5,080
Trade payables	1,382	-	-	1,382
Other financial liabilities	33,781	-	-	33,781
	<b>40,243</b>	<b>-</b>	<b>-</b>	<b>40,243</b>

## Notes to the Consolidated financial statements for the year ended 31st March 2020

Particulars	Less than 1 year	1-5 years	> 5 years	Total
<b>As at 31 March 2019</b>				
Borrowings	58,335	-	-	58,335
Trade payables	12,946	-	-	12,946
Other financial liabilities	63,560	-	-	63,560
	<b>1,34,841</b>	<b>-</b>	<b>-</b>	<b>1,34,841</b>

### (iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, receivables, payables and borrowings.

### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates related primarily to the Company's borrowing with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

#### Exposure to interest rate risk

The interest rate profile of the Company's interest bearing financial instruments at the end of the reporting period are as follows:

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Fixed rate instruments</b>		
Financial assets	5,562	9,504
Financial liabilities	(4,453)	(58,335)
	<b>1,109</b>	<b>(48,831)</b>
<b>Variable rate instruments</b>		
Financial assets	-	-
Financial liabilities	-	-
	<b>-</b>	<b>-</b>

#### Sensitivity analysis

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitive analysis.

#### Cash flow sensitivity analysis for variable rate instruments

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below.

	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>As at 31 March 2019</b>				
Variable rate instruments	-	-	-	-
<b>As at 31 March 2018</b>				
Variable rate instruments	-	-	-	-

### (b) Equity price risk

The Company is not exposed to equity risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

### (c) Currency risk

The Company does not have currency risks since it is not exposed to any foreign currency transaction.

## 51. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Company's objective when managing capital are to: (a) to maximise shareholders value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to the equity holders.

## Notes to the Consolidated financial statements for the year ended 31st March 2020

The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

₹ in Lakhs

Particulars		As at 31 March 2020	As at 31 March 2019
Total debt (Bank and other borrowings)	a	33,768	1,07,455
Equity	b	24,503	(6,351)
Liquid investments including bank deposits	c	687	1,214
Debt to equity (a / b)		1.38	(16.92)
Debt to equity (net) [(a - c) / b]		1.35	(16.73)

In addition the Company has financial covenants relating to the banking facilities that it has taken from all the lenders like interest service coverage ratio, Debt to EBITDA, current ratio etc. which is maintained by the company.

### 52 Notes on Exceptional Items

Pursuant to the Resolution Plan submitted by the consortium of EDCL Infrastructure Ltd and Upendra Singh Constructions Pvt Ltd (collectively referred to as the "Resolution Applicant") and its approval by the Hon'ble National Company Law Tribunal, Kolkata bench, vide their order dated 24th February, 2020 for the corporate insolvency of the Company, the following consequential impact have been given in accordance with approved Resolution Plan.

- The board of the company was suspended, and Monitoring Committee (MC) of seven members was formed - three from Financial Creditors, three from successful Resolution Applicants and one being the Erstwhile Resolution Professional. Accordingly, Mr. Kshitiz Chhawchharia (Resolution Professional) and Mr. Tarun Chaturvedi (Representative of EDCL Infrastructure Ltd, Resolution Applicant) were inducted as members in its first meeting, held on 02nd March, 2020.
- In respect of de-recognition of operational and financial creditors, difference amount of ₹1,01,554 Lakhs between the carrying amount of financial liabilities and consideration payable, is recognized in statement of Profit / (Loss) A/c and disclosed under the "Exceptional Items". Further, attention is invited to the adjustments made with respect to 'Investments in subsidiaries' wherein such adjustments have been made in accordance with "Ind AS 109" on "Financial Instruments" prescribed under section 133 of the Companies Act, 2013.

#### Liabilities:

Main Head	Sub Head	Amount
Other Long Term Liabilities	Other Liabilities	1,794
Short Term Borrowing	Working Capital Loan	46,996
	Short Term Loan from Schedule Banks	2,574
	From Bodies Corporate	3,813
Trade Payables	Trade Payables	13,007
Other Current Liabilities	Current Maturities of Long Term Borrowings	20,432
	Interest Accrued and Due	9,513
	Statutory Liabilities	1,008
	Advance against contract	1,701
	Liabilities for Employees	298
	Liabilities for Expenses	418
<b>Total :</b>		<b>1,01,554</b>

#### Assets:

Further after thorough review concerning corresponding assets the Company have found it justified to adjust and/or make provision against the current assets, which have also been disclosed under exceptional items.

Main Head	Sub Head	Amount
Inventories	Raw Materials	1,298
	Constructions Work in Progress	4,093
Sundry Debtors	Sundry Debtors	15,017
Short Term Loans and Advances	Security Deposits and Earnest Money	3,697
Other Current Assets **	Advance Recoverable in cash or in kind	4,248
	Interest accrued but not due on Bank deposits	23
	Works Contract Tax receivable	2,979
	Unbilled Revenue	36,182
Balances with Bank	Deposits with Bank	543
Non-Current Investments	Investment in Subsidiaries	13,323
<b>Total :</b>		<b>81,405</b>

## Notes to the Consolidated financial statements for the year ended 31st March 2020

During the current year, the Company identified some project sites which were classified as running or active in earlier years, where active work had ceased for prolonged periods either because of a dispute with the client or because the work to be done by the Company at the project site had been long completed but due to certain technical issues the project site was still being shown as active. Since these sites had long ceased to exist physically, the other current assets being shown as recoverable from these sites were recognised at Nil value. Accordingly, the Company has recognised and written off ₹43,432 lacs of 'other current assets' and the same has been disclosed under 'exceptional items' in the statement of profit and loss (Refer above table).

### 53 CIR process and the roadmap of revival of the company in terms of approved Resolution Plan

Pursuant to an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Kolkata bench (hereinafter referred to as 'Adjudicating Authority'), vide its order dated 13 March 2019, had ordered the commencement of the corporate insolvency resolution (CIR) process in respect of the company under the provisions of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as 'the Code').

During the CIR process, for resolution plan (hereinafter referred to as 'Resolution Plan') three expression of interests (EOI) were received, out of which resolution plan submitted by the consortium of EDCL Infrastructure Limited and Upendra Singh Constructions Private Limited (hereinafter referred to as 'Resolution Applicants') was approved by the Committee of Creditors and submitted to the Adjudicating Authority for its approval. Pursuant to its order (hereinafter referred to as 'NCLT Order') dated 24 February 2020 (hereinafter referred to as 'effective date'), the Adjudicating Authority approved the Resolution Plan (hereinafter referred to as 'Approved Resolution Plan') submitted by the Resolution Applicants (RA) for the Company under Section 31 of the Code. As per the terms of Section 31 of the Code, the Approved Resolution Plan shall be binding on the Company, its employees, members, creditors, guarantors and other stakeholders involved in the Resolution Plan.

As per the terms of the approved Resolution Plan, the creditors of TCL (financial, operational and others) will receive a total consideration of ₹176.629 crores (hereinafter referred to as 'Discharge Consideration') on account of their admitted dues amounting to ₹1601 crores. The Discharge Consideration will be towards all admitted dues including the CIRP costs, employee dues, liability towards Active Bank Guarantees in case of devolvement/invocation etc.. The RA will infuse funds to finance the Discharge Consideration through a combination of (a) equity subscription and (b) loans over a period of time, as specified in the Approved Resolution Plan.

During the course of the successful implementation of the Approved Resolution Plan, the RA shall be classified as the 'promoter' of TCL, and the share-holding of the existing promoters/promoter group will stand transferred to the RA.

The implementation of the Approved Resolution Plan, inter-alia, entails the following:

- Formation of the Monitoring Committee (MC)
- With reference to the infusion of funds and payment on account of CIRP Costs, dues of Employees & Other Operational Creditors and Financial Creditors, and Transfer of Promoter shareholding in Corporate Debtor the following steps are envisaged:
  - Payment of the CIRP Costs
  - Payment of ₹3.50 crores to Employees & Other Operational creditors against their admitted dues of ₹62.29 crores
  - Transfer of existing promoter's shares in their custody as well as promoter's shareholding pledged with Bankers
  - Payment of ₹71.50 crores to Financial Creditors (prior to deduction of CIRP costs) in three tranches, the first being called the Upfront Payment, against their admitted dues of ₹1526.15 crores (including Active Bank Guarantees of ₹101.629 crores).
  - Active Bank Guarantees amounting to ₹10162.90 lacs would be extinguished by way of discharge of client obligations for which the Bank Guarantees have been given. In the event of a default / invocation the RA will take full responsibility to ensure prompt payment of the devolved amount.
- With respect to the taking full control of the company by the Resolution Applicant the following steps are envisaged (after the conclusion of the above steps w.r.t. payment):
  - Settlement of all the dues of the MC including cost of operations, supervision costs, agency costs etc.
  - Resignation of existing directors of the Board of Directors of TCL and constitution of the New Board by the RA
- In the final leg the Approved Resolution Plan envisages the remaining payment to the Financial Creditors in two tranches

## Notes to the Consolidated financial statements for the year ended 31st March 2020

- With respect to the existing share capital the Approved Resolution Plan proposes reduction of the Company's share capital without any pay out to the shareholders, by reducing the face value of each issued and outstanding equity share of the Company from INR 10 to INR 1
- With respect to infusion of funds the Approved Resolution Plan permits the RA to infuse need based funds to discharge the obligations as well as to fund the working capital and other capital needs of the Company. The Approved Resolution Plan permits the RA to infuse funds through a combination of debt and equity – the final Debt to Equity mix will be formalised by the RA basis the decision on the equity structure of the Corporate Debtor as well as other changes, in commercial consideration of the Approved Resolution Plan. The Approved Resolution Plan permits the RA to own up to 95% of the revised equity capital in the Corporate Debtor; the same to be taken care of through preferential allotment of equity shares of face value of ₹1/- per share to the RA within the implementation period of the Approved Resolution Plan

### 54 Current Status of Implementation of the Approved Resolution Plan

During the course of implementation of the Approved Resolution Plan certain anomalies with respect to regulatory procedures etc. have been observed which have delayed the transfer of the existing equity shares of promoters to the RA. The RA has moved the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), inter alia, praying for speedy transfer of the same. The NCLT has directed the erstwhile Committee of Creditors and the current MC to take steps to ensure completion of the process of transfer of shares. Since there is no stay on the implementation of the Approved Resolution Plan, and all parties concerned have already initiated the process identified in the law for the transfer of shares, the MC has begun implementation of those parts of the Approved Resolution Plan which are not affected by the proceedings at the NCLT. These include inter-alia giving effect to the debt resolution arrived at by the Approved Resolution Plan, dealing with the various regulatory authorities etc..

55. The Figures of the previous year are regrouped and rearranged, wherever necessary.

56. '0' represents amount less than ₹50,000/-.

In terms of our report of even date attached

**For S GUHA & ASSOCIATES**

*Chartered Accountants*

ICAI Firm Registration No. 322493E

**SOURABH MITRA**

*PARTNER*

Membership No. 308743

Dated : 12th February, 2021

Place : Kolkata

For and on behalf of **Tantia Constructions Limited**

**TARUN CHATURVEDI**

*(Member of the Monitoring Committee)*

**KSHITIZ CHHAWCHHARIA**

*(Member of the Monitoring Committee)*

**PRITI TODI**

*(Company Secretary)*





Tantia Constructions Limited  
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