



TANTIA CONSTRUCTIONS LIMITED

(25/27, Netaji Subhas Road, Kolkata-700001)

CIN: L74210WB1964PLC026284

Phone No: 033 2230 6284/1896, Fax-033 2230 7403

Web: www.tantiagroup.com, Email: secretarial@tantiagroup.com

NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting of the Members of Tantia Constructions Limited will be held at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata- 700017, on Friday, the 22nd day of September, 2017 at 3 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Auditors and Board of Directors thereon.
2. To re-appoint Mr. Rahul Tantia (DIN: 00056898), Director (Operations), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Statutory Auditor

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and Rules made thereunder and pursuant to recommendation of Audit Committee of Board of Directors, the Company hereby ratifies the appointment of M/s. Konar Mustaphi & Associates, Chartered Accountants (Firm's Registration. No.314125E), as the Statutory Auditors of the Company to hold office from the conclusion of the 50th Annual General Meeting to the conclusion of the 54th Annual General Meeting of the Company, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit, certificate fees and all applicable taxes in India, if any."

SPECIAL BUSINESS:

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

Re-appointment and remuneration payable to Mr. M.L. Agarwala

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V as amended up to date, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') including any statutory modification or re-enactment thereof and subject to approval of Central Government and subject to all such approvals as may be necessary, the Company hereby approves the terms of re-appointment of and remuneration payable to Mr. M.L. Agarwala as a Director (Projects) of the Company for a period of 3 (three) years with effect from December 16, 2016 on terms set out in the explanatory statement annexed hereto and as per the Agreement entered into between the Company and

Mr. M.L. Agarwala, a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement is hereby specifically approved.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as mentioned in explanatory statement paid to Mr. M.L. Agarwala as a Director (Projects) of the Company shall be treated as minimum remuneration as provided under the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed to between the Board of Directors and Mr. M.L. Agarwala from time to time and the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation, provided however that the said alteration shall not have the effect of increasing the overall remuneration exceeding the overall ceiling as stipulated in Schedule V appended to the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolutions, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be, in their absolute discretion, deemed necessary, expedient, usual or proper in the best interest of the Company."

5. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

Appointment of Independent, Non-executive Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Md. Sarim Arshad (DIN : 07670312), who was appointed as an Additional Director of the Company on 3rd December, 2016 by the Board of Directors via resolution by circulation, to hold office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent, Non-executive Director of the Company for a term of 3 years upto 2nd December, 2019 and whose office shall not be liable to determination by retirement of directors by rotation."

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Ratification of Remuneration of Cost Auditor for the financial year 2017-18

"RESOLVED THAT pursuant to provisions of Sections 148 and 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-enactment(s) thereof for time being in force), the remuneration of M/s. S. Chapparia & Associates, Cost Accountants, Kolkata, appointed by the Board of Directors of the Company as the Cost Auditor to conduct the audit of Cost Records maintained by the Company for the Financial Year 2017-18 at ₹50,000 plus

service tax as applicable, and reimbursement of out of pocket expenses incurred, be and is hereby ratified.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

(Priti Todi)

Company Secretary
A33367

Place: Kolkata
Date: 30th May, 2017

Notes:

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

A person can act as proxy on behalf of member or members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
2. The relative Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), with respect to the special business set out in Item Nos. 5 & 6 above, is annexed hereto
3. The relevant details as required under Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 of the stock exchanges, of persons seeking appointment/re-appointment relating to Item Nos. 2, 4 and 5 of the Notice are also annexed.
4. Corporate Members/Societies intending to send their Authorized Representatives are requested to send a certified copy of the Resolution of the Board of Directors of the Company, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the meeting on their behalf at the said AGM, preferably before 48 hours before the scheduled time of commencement of the AGM for making necessary arrangement(s).
5. Members/Proxy-holders are requested to produce, the attached Attendance Slip duly filled in, at the entrance for admission to the meeting hall. Members who hold shares in dematerialized form are requested to write their Name with Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Name with Folio Number in the attendance slip for the purpose of identification of their membership at the AGM.
6. In case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote by show of hands or at poll.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 15th September, 2017 to Friday, 22nd September, 2017 for the purpose of AGM (both days inclusive).
8. The Audited Accounts of the Company for the year ended 31st March, 2017, the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon and all other documents annexed to the Balance Sheet, are available for inspection by the Members at the Registered Office of the Company at 25-27, Netaji Subhas Road, Kolkata- 700 001 on working days during 11.00 A.M. to 1.00 P.M. upto the date of this AGM. Members of the Company may also note that the Notice calling 52nd Annual General Meeting and the Annual Report relating to Financial Year 2016-17 will also be available on the Company's Website: www.tantiagroup.com for the download.
9. Non-Resident Indian Members are requested to inform the Company's RTA immediately of :
 - a) the change in Residential Status on return to India for permanent settlement, if any.
 - b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of Bank with Pin Code Number, if not furnished earlier or intimate changes in the particulars of the Banking Account, if any.
10. Members desirous of obtaining any information/ clarification (s) concerning the Audited Accounts of the Company for the financial year ended 31st March, 2017 and operation of the Company are requested to send their query at least 10 days prior to the date of AGM to the Company Secretary at the registered office of the Company.
11. 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.

12. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents (RTA), M/s Maheshwari Datamatics Private Limited (MDPL).
13. Pursuant to provisions of Section 205A(5) of the Companies Act, 1956/ Section 124 of the Companies Act, 2013 (once notified), dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of the dividends paid by the Company and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Last date for claim
2009-10	15/09/2010	14/09/2017
2010-11	16/09/2011	15/09/2018
2011-12	21/09/2012	20/09/2019

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial year from 2009-10 onwards, on the website of the IEPF viz. www.iepf.gov.in and under "Investors" section on the Website of the Company: www.tantiagroup.com.

Further, the Company shall not be in a position to entertain the claims of Shareholders for the unclaimed dividends after the last date as mentioned in the table. In view of the above, the Shareholders are advised to send all the un-encashed dividend warrants pertaining to the above years to our RTA for revalidation or issuance of Demand Draft in lieu thereof and encash them before the due dates for transfer to the IEPF.

In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred Unpaid Dividend relating to the Financial Year 2008-09 amounting to ₹70242/- to the Investor Education and Protection Fund (IEPF) maintained by the Central Government.

14. Electronic copy of the Annual report for financial year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
15. In order to support the initiative of Ministry of Corporate Affairs (MCA) 'Green Initiative in Corporate Governance' allowing paperless compliances by the Companies through electronic mode, the Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Members, who have not registered their e-mail addresses with the Company, are requested to register their e-mail addresses with the concerned Depository Participants (DPs)/Registrar and Share Transfer Agents (RTA)/Company for receiving the Report and Accounts, Notices etc. in electronic mode. Even after registering for e-communication, the Shareholders of the Company shall be entitled to receive such communication in physical form, upon request.
16. Members may also note that the Annual Report for FY 2016-17 will also be available on the Company's website www.tantiagroup.com for their download.
17. In Compliance with the provisions of the Act, the electronic copy of the Notice calling 52nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 52nd Annual General Meeting of the Company inter -alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by Central Depository Services (India) Limited (CDSL). In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice; the Company is enclosing a Ballot Form with the Notice. Instructions for voting through Ballot Form are given at the back of the said form and instructions for e-voting are given at Note No.22 annexed to this Notice. Resolution(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
18. The facility for voting, either through electronic voting system or ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
19. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
20. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
21. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to cs@tantiagroup.com by mentioning their Folio/DP ID and Client ID No.
22. Instructions for e-voting are as under:
- The voting period begins on Tuesday, 19th September, 2017 at 9.00 A.M. and ends on Thursday, 21st September, 2017 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 15th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant Tantia Constructions Ltd on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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 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.
 - 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 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Mr. Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No – 4515) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the Votes

cast in favour or against, if any, forthwith to the Chairman of the Company.

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

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

(xxii) Those members, who do not have access to e-voting facility, if they so desire, may contact Company Secretary at the Registered Office 25/27, Netaji Subhas Road, Kolkata- 700 001 for assistance in casting the votes. Outstation members may call +9133 4019 0000 or mail to cs@tantiagroup.com for any guidance.

23. Information relating to Director(s) seeking appointment/re-appointment at the forthcoming 52nd Annual General Meeting as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchange(s) form integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

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

Item No 4

Tenure of Mr. M.L. Agarwala, Director (Projects) of the Company expired on 15th December, 2016. However, the Board of Director, based on the recommendations of the Nomination and Remuneration Committee, at their meeting held on 13th August, 2016, have approved his remuneration package including remuneration to be paid in the event of loss or inadequacy of profit in any financial year and re-appointed him as the Director (Projects) of the Company for a further period of 3 (three years) with effect from 16th December, 2016, pursuant to applicable provisions of the Companies Act, 2013, on the following remuneration:

a) Salary :

₹3,50,000/- per month.

b) Perquisites :

Perquisites applicable to the Director (Projects) are as follows:-

- i) House Rent Allowance- ₹50,000/- per month.
- ii) Reimbursement of actual Medical Insurance Premium paid for self and family subject to maximum limit provided under Income Tax Act, 1961 from time to time.
- iii) Leave Travel Concession/Allowance for self and family, in accordance with the rules of the Company.
- iv) Fees of Clubs (subject to maximum of 2 clubs and admission fees only).
- v) Personal Accident Insurance Premium subject to maximum of ₹10,000.
- vi) Company's contribution to provident fund and Gratuity which shall not be included in the computation of limits for remuneration or perquisites.
- vii) Annual 30 days Leave with full pay and allowances and right to accumulate and encashment as per the rules of the Company.

For the purpose of calculating the above ceiling perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable.

c) Minimum Remuneration

Where in any financial year during the currency of the tenure of Mr. Murare Lal Agarwala, as a Director (Projects), the Company

has no profits or its profits are inadequate, the Company will consider the remuneration by way of salary, perquisites as minimum remuneration, subject to the ceiling limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013."

d) General

- i. He shall not be paid any sitting fees for attending meeting(s) of the Board or Committee(s) thereof.
- ii. Subject to the superintendence, control and direction of the Board, he shall exercise substantial managerial powers in general and specific powers as may from time to time be lawfully entrusted to and conferred upon him by the Board.
- iii. Basic Salary or part thereof shall be paid directly to him, after all statutory deductions in India.

The appointment is terminable by either party giving the other 1 month notice in writing without assigning any reason and without liability to pay any compensation."

In terms of Section 197 read with Schedule V of the Companies Act, 2013, the payment of remuneration to Whole-time Director requires approval of shareholders by way of special Resolution at the General Meeting of the Company

The Board recommends the resolution for your approval in the interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. M.L. Agarwala is either directly or indirectly, concerned or interested in the proposed resolution.

Item No 5

Pursuant to the provisions of Section 149 read with Schedule IV of the act and other applicable provisions of the Companies Act, 2013, the appointment of Independent, Non-executive Director requires approval of members.

Accordingly, Md. Sarim Arshad (DIN : 07670312), Additional Director (Independent Category) is proposed to be appointed as Independent, Non-executive Director of the Company by the shareholders of the Company at the 52nd Annual General Meeting of the Company for a term of 3 years upto 2nd December, 2019 and whose offices shall not be liable to retire by rotation.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Md. Sarim Arshad for the office of Director of the Company.

Md. Sarim Arshad is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Md. Sarim Arshad that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 17 of The Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015. In the opinion of the Board, Md. Sarim Arshad fulfills the conditions for his appointment as an Independent, Non-executive Director as specified in the Act and The Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015. Md. Sarim Arshad is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of the draft letter for appointment as Independent, Non-executive Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Md. Sarim Arshad, as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Md. Sarim Arshad as Independent, Non-executive Director, for approval by the Shareholders of the Company. A brief profile of proposed Director, including nature of their expertise, is provided as Annexure to the Notice.

The Board recommends the resolution for your approval in the interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Md. Sarim Arshad is either directly or indirectly, concerned or interested in the proposed resolution.

Item No 6

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s S Chhparia & Associates, Cost Accountants, 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, 2017.

In respect of financial year 2017-18, the Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s S Chhparia & Associates, Cost Accountants, 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, 2018.

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.

The Board recommends the resolution for your approval in the interest of the Company.

THE STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 WITH REFERENCES TO THE ITEM NO(S). 2,4 & 5 ARE AS FOLLOWS:

I. General Information:

(1)	Nature of Industry:	Civil Engineering, Construction and Infrastructure Development. L74210WB1964PLC026284 25/27 Netaji Subhas Road, Kolkata-700001
(2)	Date or expected date of commencement of commercial production:	Existing Company. The Company is not a manufacturing Company. However, it commenced its business immediately after incorporation on 4th December, 1964.
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company, not applicable.

(4) Financial performance based on given indicators.

(₹ in Lakh)

Sl. No.	Particulars	Audited figure as on 31.03.2017	Audited figure as on 31.03.2016	Audited figure as on 31.03.2015	Audited figure as on 31.03.2014	Audited figure as on 31.03.2013
1	Revenue from Operations	28505	40556	52280	74597	63920
2	Total Expenditure	36703	44389	59474	75064	63418
3	Interest	8847	7197	9506	9684	7605
4	Profit Before Taxation (PBT)	(6857)	(3327)	(6088)	147	1138
5	Profit After Taxation(PAT)	(6722)	(3036)	(6111)	609	847

(5) Export performance and net foreign exchange collaborations : Nil

(6) Foreign Investment of Collaborators, if any : Nil

II. Information about the Appointee

	Particulars	Mr. Rahul Tantia	Mr. M.L. Agarwala																				
(1)	Background details	Mr. Rahul Tantia, aged about 43 years, son of Mr. I. P. Tantia, a Commerce Graduate, he has been with the Company for more than a decade	Mr. Murare Lal Agarwala is a Bachelor of Science from Arya Vidyapeeth College, Guwahati and a member of Tantia Constructions Limited since 1995. During his tenure, he handled series of projects in Eastern and other parts of India. He has been handling group of projects in multi location in different states including Metro Rail Projects in Kolkata. He provided leadership to timely executed projects in terms of quality & cost. He has established credibility having potential and commitment to improve business growth of the company.																				
(2)	Past Remuneration	<table border="1"> <thead> <tr> <th>FINANCIAL YEAR</th> <th>REMUNERATION PAID</th> </tr> </thead> <tbody> <tr> <td>2013-14</td> <td>48 Lakhs</td> </tr> <tr> <td>2014-15</td> <td>48 Lakhs</td> </tr> <tr> <td>2015-16</td> <td>48 Lakhs</td> </tr> <tr> <td>2016-17</td> <td>48 Lakhs</td> </tr> </tbody> </table>	FINANCIAL YEAR	REMUNERATION PAID	2013-14	48 Lakhs	2014-15	48 Lakhs	2015-16	48 Lakhs	2016-17	48 Lakhs	<table border="1"> <thead> <tr> <th>FINANCIAL YEAR</th> <th>REMUNERATION PAID</th> </tr> </thead> <tbody> <tr> <td>2013-14</td> <td>19.75 Lakhs</td> </tr> <tr> <td>2014-15</td> <td>24 Lakhs</td> </tr> <tr> <td>2015-16</td> <td>30 Lakhs</td> </tr> <tr> <td>2016-17</td> <td>48 Lakhs</td> </tr> </tbody> </table>	FINANCIAL YEAR	REMUNERATION PAID	2013-14	19.75 Lakhs	2014-15	24 Lakhs	2015-16	30 Lakhs	2016-17	48 Lakhs
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(3)	Recognition or awards	He is a member of the various industry associations and also actively associated with many social service organisations	He is a member of the various industry associations and also actively associated with many social service organizations.																				
(4)	Job profile and his suitability	Subject to the superintendence, control and direction of the Board, he exercises substantial managerial powers in general and specific powers as may from time to time be lawfully entrusted to and conferred upon him by the Board. Currently is in charge of operations of the Company, managing deadline-oriented projects in eastern India and has been instrumental in providing entry into heavy structural steel girder fabrication and erection business. He is having in-depth experience in well-sinking, cantilever erection technologies, as well as client liasioning and contract interpretations, he steers the projects of the Company to regular earnings and completion.	Subject to the superintendence, control and direction of the Board, he exercises substantial managerial powers in general and specific powers as may from time to time be lawfully entrusted to and conferred upon him by the Board. He has been handling group of projects in multi location in different states including Metro Rail Projects in Kolkata. He provided leadership to timely executed projects in terms of quality & cost. He has established credibility having potential and commitment to improve business growth of the company.																				
(5)	Remuneration proposed	Existing Salary ₹3,50,000/- per month & perquisites as more fully described in the Explanatory Statement.	Existing Salary ₹3,50,000/- per month & perquisites as more fully described in the Explanatory Statement.																				
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin).	The proposed remuneration is comparable with the remuneration drawn by the peers and is necessitated due to presence of business across the nation	The proposed remuneration is comparable with the remuneration drawn by the peers and is necessitated due to presence of business across the nation.																				
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Mr. Rahul Tantia is a Promoter Director of the Company. He is holding 3573359 Equity Shares consisting of 12.43% of the paid-up equity capital of the Company.</p> <p>Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments from the Company.</p> <p>Mr. Rahul Tantia, Promoter Director of the Company is son of Mr. Ishwari Prasad Tantia, Chairman and Managing Director. No other managerial personnel have any relationship with Mr. Rahul Tantia. However, the entire Promoters of the Company are related to each other.</p>	<p>Mr. Murare Lal Agarwala is an Executive Director of the Company. He is holding 2300 Equity Shares of the Company.</p> <p>Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments from the Company. No other managerial personnel have any relationship with Mr. Murare Lal Agarwala.</p>																				

III. Other Information:

(1)	Reasons of loss or inadequate profits.	There are various reasons which brought inadequacy of profit to pay Managerial Remuneration which can be outlined as under: <ul style="list-style-type: none"> a. Cautious approach of Banks and low exposure in Infrastructure Sector. b. Increase in Finance Cost. c. Longer working capital cycle. d. Stagnant and low construction margins. e. Rising input costs for cement, steel and other construction materials. f. Delays in obtaining environmental clearances, land acquisitions and rehabilitation.
(2)	Steps taken or proposed to be taken for improvement.	The Company has taken various steps to overcome the aforesaid issues. The Senior Management of the Company is working very hard to bring liquidity into the Company, improve profit margin, reduce costs and increase profit as a whole.
(3)	Expected increase in productivity and profits in measurable terms.	The total order book position as on 31st March, 2017 was ₹2295.33 Crores. The construction industry growth is expected to improve over the next few years, as a result of the government's commitment to improving the country's infrastructure. Since, our order books continue to be strong, we are very optimistic about future growth.

IV. Disclosures

(1)	The shareholders of the Company shall be informed of the remuneration package of the managerial person	As more fully described in the Explanatory Statement above.
(2)	The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the Annual Report: <ul style="list-style-type: none"> (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors; (ii) Details of fixed component and performance linked incentives along with the performance criteria; (iii) Service contracts, notice period, severance fees; (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. 	The remuneration package and other terms applicable to the Directors has been disclosed in the Corporate Governance Report forming part of the Annual Report of the Company for the Year ended 31st March, 2017.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

The aforesaid information shall also be treated for the purpose of disclosure as required under Regulation 36(3) of the Securities and Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Information about the Independent, Non-executive Director

Name of Director	Md. Sarim Arshad
Date of Birth	03/01/1985
Date of Appointment	03/12/2016
Qualification	B Com, CS, LLB and CAIIB
Expertise in Specific Function Areas	Securities Market, Secretarial, Legal and Corporate matters.
List of Companies in which outside Directorship held	Nil
Chairman/Member of the Committee(s) of the Board of other Companies in which he is a Director	Nil
Detail of Shareholding(s)(Both own or held by/for other persons on a beneficial basis), if any, in the Company.	Nil
Inter-se relationship with any other Director(s) of the Company	Not related to any of the Director of the Company



TANTIA CONSTRUCTIONS LIMITED

(25/27, Netaji Subhas Road, Kolkata-700001)

CIN: L74210WB1964PLC026284

Phone No: 033 2230 6284/1896, Fax-033 2230 7403

Web: www.tantiagroup.com, Email: secretarial@tantiagroup.com

ATTENDANCE SLIP

52nd Annual General Meeting

Friday, 22nd September, 2017 at 3.00 P.M.

Registered Folio No./DP ID/Client ID	
Name and address of the member(s)	
Joint holder(s)	
No. of shares held	

I/we hereby record my/our presence at the 52nd Annual General Meeting of the Company to be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 on Friday, 22nd day of September, 2017 at 3.00 pm.

.....
Name of member/ proxy (In BLOCK LETTERS)

.....
Signature of member/proxy

Please cut here and bring the Attendance Slip duly signed to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.

ELECTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at the 52nd AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM and e-voting at the AGM).

EVEN (Remote E-voting Event Number)	User ID	Password/PIN
EVEN No. 170831023		

1. Please refer to the AGM Notice for e-voting instructions
2. The remote e-voting period commences on 19th September, 2017 (9.00 a.m) and ends on 21st September, 2017 (5.00 p.m.). Please read the e-voting instructions in the Notice carefully before exercising your vote



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Form No MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

**52nd Annual General Meeting
Friday, 22nd September, 2017 at 3.00 P.M.**

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No/Client ID:	
DP ID:	

I/We, being the member (s), holding shares of the above named company, hereby appoint

1. Name:..... Address:.....
E-mail Id:.....Signature:..... or failing him
2. Name:..... Address:.....
E-mail Id:.....Signature:..... or failing him
3. Name:..... Address:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the company, to be held on Friday, 22nd September, 2017 at 3.00 P.M. at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata- 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional (√)	
	For	Against
I. Ordinary Business		
1) Adoption of Financial Statement for the year ended 31st March,2017		
2) Re-appointment of Mr. Rahul Tantia, Director (Operations) of the Company who retires by rotation and offers himself for re-election.		
3) Ratification of Re- appointment of M/s Konar Mustaphi & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.		
II. Special Business		
4) Re-appointment and remuneration payable to Mr. M.L. Agarwala, Director (Projects) for a period of 3 (three) years w.e.f. 16th December, 2016		
5) Appointment of Md. Sarim Arshad as an Independent Director		
6) Ratification of Remuneration payable to Cost Auditor for Financial Year 2017-18		

Signed this..... day of2017

Member's Folio/DP ID & Client ID.....

Signature of the shareholder:

Signature of the Proxy holder(s).....

Affix One
Rupee
Revenue
Stamp

Notes:

1. A proxy need not be a member of the Company.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 25-27, Netaji Subhas Road, Kolkata-700 001, not less than 48 hours before the commencement of the AGM i.e. by 3.00 p.m. on September 19, 2017.
3. A person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any holder will be sufficient, but names of all joint holders should be stated.



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Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER (52nd AGM 2017)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Particulars	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statement for the year ended 31st March, 2017			
2.	Re-appointment of Mr. Rahul Tantia, Director (Operations) of the Company who retires by rotation and offers himself for re-election.			
3.	Ratification of Re- appointment of M/s Konar Mustaphi & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.			
4.	Re -appointment and remuneration payable to Mr. M.L. Agarwala, Director (Projects) for a period of 3 (three) years w.e.f. 16th December, 2016.			
5.	Appointment of Md. Sarim Arshad as an Independent Director			
6.	Ratification of Remuneration payable to Cost Auditor for Financial Year 2017-18			

Place:

Date :

(Signature of the shareholder*)

* as per company records

Route Map for 52nd Annual General Meeting

