



## **TANTIA CONSTRUCTIONS LIMITED**

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

CIN: L74210WB1964PLC026284

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

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

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### **NOTICE**

**NOTICE** is hereby given that the 53<sup>rd</sup> Annual General Meeting of the Members of Tantia Constructions Limited will be held at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata- 700017, on Saturday, the 29<sup>th</sup> day of September, 2018 at 3:00 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, 2018 together with the Reports of the Auditors and Board of Directors thereon.
2. To re-appoint Mr. I.P. Tantia (DIN: 00057004), Chairman & Managing Director, 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 50<sup>th</sup> Annual General Meeting to the conclusion of the 54<sup>th</sup> 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 modifications, the following resolution as *Special Resolution*:  
Appointment of Md. Sarim Arshad as an Independent 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 rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactments thereof for the time being in force, Md. Sarim Arshad (DIN : 07670312), who was appointed as an Independent Director of the Company by the members for a term of two years w.e.f. 3<sup>rd</sup> December, 2016, till 2<sup>nd</sup> December, 2018, being eligible, be and hereby is re-appointed as an Independent Director of the Company for a further term of 2 years w.e.f. 3<sup>rd</sup> December, 2018 i.e. till 2<sup>nd</sup> December, 2020 and whose office shall not be liable to determination by retirement of directors by rotation."
5. **To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**  
**Appointment of Mr. Ananda Mohan Maity as an Independent 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, Mr. Ananda Mohan Maity (DIN : 08176162), who was appointed as an Additional Director of the Company on 5th June, 2018 by the Board of Directors of the company, 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 Director of the Company for a term of 2 years upto 4th June, 2020 and whose office shall not be liable to determination by retirement of directors by rotation."
6. **To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**  
**Appointment of Mrs. Ishita Mookherjee as an Independent 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, Mrs. Ishita Mookherjee (DIN : 08176161), who was appointed as an Additional Director of the Company on 5th June, 2018 by the Board of Directors of the company, 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 2 years upto 4th June, 2020 and whose office shall not be liable to determination by retirement of directors by rotation."

7. **To consider and, if thought fit, to pass with or without modifications, the following resolution as a *Special Resolution*:**

**Ratification of Remuneration Payable to Mr. I.P. Tantia**

"RESOLVED THAT in accordance with the provisions of Sections 197 and 198 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 all such approvals as may be necessary, the Company hereby approves the terms of remuneration payable to Mr. I.P. Tantia as a Chairman & Managing Director of the Company for a period of 2 (two) years with effect from April 1, 2019 on terms set out in the explanatory statement annexed.

**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. I.P. Tantia, as a Chairman & Managing Director 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 in such manner as may be agreed to between the Board of Directors and Mr. I.P. Tantia from time to time and the terms 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."

8. **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 2018-19**

"RESOLVED THAT pursuant to provisions of Sections 148 and other applicable provisions if any, of 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 of M/s. S. Chapparria & 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 2018-19 at Rs.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**

Place: Kolkata  
Date: 05.06.2018

**Priti Todi  
Company Secretary  
A33367**

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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. 4-8 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, 4,5 and 6 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 Saturday, September 22, 2018 to Saturday, September 29, 2018 for the purpose of AGM (*both days inclusive*).
8. The Audited Accounts of the Company for the year ended 31st March, 2018, 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 DD 30, Sector I, Salt Lake City, Kolkata-700064 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 53rd Annual General Meeting and the Annual Report relating to Financial Year 2017-18 will also be available on the Company's Website: [www.tantiagroup.com](http://www.tantiagroup.com) for the download.
9. Non-Resident Indian Members are requested to inform the Company's RTA immediately of
  - i. the change in Residential Status on return to India for permanent settlement, if any.
  - ii. 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, 2018 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. Consequent upon amendments of erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Companies Act, 2013, and subsequent amendments thereof, 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
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 2010-11 onwards, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors" section on the Website of the Company: [www.tantiagroup.com](http://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 2009-10 amounting to Rs. 115811 /- to the Investor Education and Protection Fund (IEPF) maintained by the Central **Government**.

14. Electronic copy of the Annual report for financial year 2017-18 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 2017-18 will also be available on the Company's website [www.tantiagroup.com](http://www.tantiagroup.com) for their download.
17. In Compliance with the provisions of the Act, the electronic copy of the Notice calling 53 rd 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 53rd Annual General Meeting of the Company inter -alia indicating the process and manner of-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](mailto:cs@tantiagroup.com) by mentioning their Folio/DP ID and Client ID No.

**22. Instructions for e-voting are as under:**

- i. The voting period begins on Wednesday, September 26, 2018 at 9.00 A.M. and ends on Friday, September 28, 2018 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 September 22, 2018 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. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. •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](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.  
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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - 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.
  - 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)  
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.
  - Those members, who do not have access to e-voting facility, if they so desire, may contact Company Secretary at the Registered Office DD 30, Sector I, Salt Lake City Kolkata- 700 064 for assistance in casting the votes. Outstation members may call +9133 4019 0000 or mail to [cs@tantiagroup.com](mailto:cs@tantiagroup.com) for any guidance.
- xx. Information relating to Director(s) seeking appointment/re-appointment at the forthcoming 53rd 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

Md. Sarim Arshad (DIN: 07670312) was appointed as Independent Directors of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the applicable provisions of the SEBI Listing Regulations, 2015 of the Stock Exchanges, to hold office for a term of 2 consecutive years w.e.f. 3<sup>rd</sup> December, 2016 till 2<sup>nd</sup> December, 2018. In terms of the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto two consecutive years on the Board of the company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV to the Companies Act, 2013, the re-appointment shall be on the basis of report of performance evaluation. The performance evaluation shall be done by the entire Board, excluding the Director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of the Independent Director.

The Board of Directors of the Company on the basis of the report of performance evaluation done by the Board of Directors, and the



recommendation of the Nomination and Remuneration Committee, approved and recommended to the Members the re-appointment of Md. Sarim Arshad as Independent Directors of the Company, for a further period of two consecutive years commencing from 3<sup>rd</sup> December, 2018 and their office shall not be liable to determination by retirement of Directors by rotation. Md. Sarim Arshad has given his consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015. Further as per the declarations received by the Company, Md. Sarim Arshad is not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013.In the opinion of the Board, Md. Sarim Arshad fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re appointment as Independent Director. A copy of the draft letter of appointment to be issued to Md.Sarim Arshad upon his re-appointment as Independent Director of the Company setting out the terms and conditions of re-appointment would be available for inspection without any fee by the Members at the Registered Office of the Company during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day.

The relevant details of the Directors seeking re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is also annexed 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 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 Director requires approval of members.

Accordingly, Mr. Ananda Mohan Maity (DIN : 08176162), Additional Director (Independent Category) is proposed to be appointed as Independent Director of the Company by the shareholders of the Company at the 53<sup>rd</sup> Annual General Meeting of the Company for a term of 2years upto June 4, 2020 and whose offices shall not be liable to retire by rotation.

Mr. Ananda Mohan Maity 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 Mr. Ananda Mohan Maity 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, Mr. Ananda Mohan Maity fulfills the conditions for his appointment as an Independent Director as specified in the Act and The Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ananda Mohan Maity is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of the draft letter for appointment as Independent 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 Mr. Ananda Mohan Maity, as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ananda Mohan Maity as Independent Director, for approval by the Shareholders of the Company. A brief profile of proposed Director, including nature of his 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 Mr. Ananda Mohan Maity is either directly or indirectly, concerned or interested in the proposed resolution.***

#### **Item No 6**

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 Director requires approval of members.

Accordingly, Mrs. Ishita Mookherjee (DIN : 08176161), Additional Director (Independent Category) is proposed to be appointed as Independent Director of the Company by the shareholders of the Company at the 53<sup>rd</sup> Annual General Meeting of the Company for a term of 2 years upto June 4, 2020 and whose offices shall not be liable to retire by rotation.

Mrs. Ishita Mookherjee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Ishita Mookherjee that she 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, Mrs. Ishita Mookherjee fulfills the conditions for her appointment as an Independent Director as specified in the Act and The Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Ishita Mookherjee is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of the draft letter for appointment as Independent 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 her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Ishita Mookherjee, as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Ishita Mookherjee as Independent Director, for approval by the Shareholders of the Company. A brief profile of proposed Director, including nature of her 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 Mrs. Ishita Mookherjee is either directly or indirectly, concerned or interested in the proposed resolution.***

**Item No 7**

**Remuneration payable during financial year 2019-2021**

The provisions relating to managerial remuneration contained in the Companies Act, 2013 were notified with effect from 1st April 2014. The limit for remuneration as per Section II of Part II of Schedule V is as under:

Where the effective capital is		Limit of yearly remuneration payable shall not exceed (Rupees)
(i)	Negative or less than 5 crores	30 lakhs
(ii)	5 crores and above but less than 100 crores	42 lakhs
(iii)	100 crores and above but less than 250 crores	60 lakhs
(iv)	250 crores and above	60 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores:

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

The effective capital of your Company as on March 31, 2018 is Rs. 263.22 Crore. Therefore, in terms of above, the Company can pay a maximum amount of Rs. 1.20 Crores Plus 0.01% of Rs.13.22 Crores to each of the Directors by passing a special resolution.

In view of the above, the Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 5<sup>th</sup> June, 2018 gave its approval for payment of the above said remuneration to Mr. I P Tantia by complying with the provisions of Companies Act, 2013.

Hence approval of the members is sought by way of special resolution seeking approval/ratification of remuneration payable to Mr. I P Tantia during financial year 2019-2020 and 2020-2021.

The Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, is given in the Annexure to the Notice.

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

**None of the Directors except Mr. I.P. Tantia & Mr. R. Tantia are either directly or indirectly, concerned or interested in the proposed resolution.**

**This may be treated as an abstract for the purpose of Section 190 of the Companies Act, 2013.**

**Item No 8**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/ s S Chhaparia & Associates, Cost Accountants, 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 31<sup>st</sup> March, 2019.

In respect of financial year 2018-19, the Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s S Chhaparia & Associates, Cost Accountants, 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 31<sup>st</sup> March, 2019.

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 and 7 ARE AS FOLLOWS:**

**I. General Information:**

1.	<b>Nature of Industry:</b>	Civil Engineering, Construction and Infrastructure Development. L74210WB1964PLC026284 DD 30, Sector I, Salt Lake City Kolkata- 700064
2.	<b>Date or expected date of commencement of commercial production:</b>	Existing Company. The Company is not a manufacturing Company. However, it commenced its business immediately after incorporation on December 4, 1964.
3.	<b>In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</b>	Existing Company, not applicable.

**4. Financial performance based on given indicators.**

Sl. No.	Particulars	Audited figure as on 31.03.2018 (Rs. in Lakh)	Audited figure as on 31.03.2017 (Rs. in Lakh)	Audited figure as on 31.03.2016 (Rs. in Lakh)	Audited figure as on 31.03.2015 (Rs. In Lakh)	Audited figure as on 31.03.2014 (Rs. In Lakh)
1	Revenue from Operations	24060	28505	40556	52280	74597
2	Total Expenditure	27718	36703	44389	59474	75064
3	Interest	6248	8847	7197	9506	9684
4	Profit Before Taxation (PBT)	(3658)	(6857)	(3327)	(6088)	147
5	Profit After Taxation(PAT)	(69)	(6722)	(3036)	(6111)	609

5. Export Performance and net foreign exchange collaboration :NIL  
 6. Foreign Investment of collaboration, if any :NIL

**II. Information about the Appointee:**

	Particulars	Mr. I.P. Tantia	
(1)	Background details	Mr. Ishwari Prasad Tantia, aged about 66 years, is the Chairman & Managing Director "CMD") of Tantia Constructions Limited. He is a Civil Engineering professional, having more than four decades experience in construction industry and has been acknowledged for his vision and commitment. His experience clubbed together with his grass root knowledge of the business has played an instrumental role in the exponential growth and success of the Company. He is the back bone of the company and in the face of the global financial crisis and the economic downturn his experience and knowledge is very important and very much required for the Company.	
(2)	Past Remuneration	<b>FINANCIAL YEAR</b>	<b>REMUNERATION PAID</b>
		2014-15	90 Lacs
		2015-16	90 Lacs
		2016-17	90 Lacs
		2017-18	90 Lacs
(3)	Recognition or awards	He is Trustee and Executive Committee member of Bharatiya Bhasha Parishad. He is member of the various industry associations and also actively associated 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. As a Chairman & Managing Director, he has played a key role in making the Company one of the key players in the Infrastructure Sector in India.	
(5)	Remuneration proposed	Existing Salary Rs. 7,00,000/- 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.	
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. I.P. Tantia is a Promoter Director of the Company. He is holding 948976 Equity Shares consisting of 3.30% of the paid-up equity capital of the Company. Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments from the Company. Mr. R. Tantia, Promoter Director of the Company is son of Mr. Ishwari Prasad Tantia. No other managerial personnel have any relationship with Mr. I.P. Tantia. However, the entire Promoters of the Company are related to each other.	

**III. Other Information:**

(1)	Reasons of Profits. loss or inadequate	There are various reasons which brought inadequacy of profit to pay Managerial Remuneration which can be outlined as under: Cautious approach of Banks and low exposure in Infrastructure Sector. Increase in Finance Cost. Longer working capital cycle. Stagnant and low construction margins. Rising input costs for cement, steel and other construction materials. 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, 2018 was Rs 1796.68 Crores. The construction industry growth is expected to improve over the next few years, as a result of the <b>Government's</b> commitment to improving the <b>Country's</b> infrastructure. Since, our order books continue to be strong, we are very optimistic about future growth.
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**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 " <i>Corporate Governance</i> ", if any attached to the Annual Report: All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors; Details of fixed component and performance linked incentives along with the performance criteria; Service contracts, notice period, severance fees; 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 have been disclosed in the Corporate Governance Report forming part of the Annual Report of the Company for the Year ended 31st March, 2018.

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 Directors:

Name of Director	Md. Sarim Arshad	Mr. Ananda Mohan Maity	Mrs. Ishita Mookherjee
Date of Birth	03.01.1985	12.05.1952	07.09.1962
Date of Original Appointment	03.12.2016	05.06.2018	05.06.2018
Qualification	MBL, B.Com, LLB, CS	B.Com	B.A.
Expertise in Specific Function Areas	Legal, Secretarial and Corporate Affairs	Corporate and Taxation matters	Finance
List of Companies in which outside Directorship held	1		
Chairman/Member of the Committee(s) of the Board of other Companies in which he is a Director			
Detail of Shareholding(s)(Both own or held by/for other persons on a beneficial basis), if any, in the Company.			
Inter-se relationship with any other Director(s) of the Company			