

Date: 11.10.2022

To,
The Manager,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001

To,
The Asst. Vice President
National Stock Exchange of India Ltd
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Sub: Filing of Secretarial Compliance Report for the financial year ended 31st March, 2022.

Dear Sir/Madam,

Enclosed please find herewith Secretarial Compliance Report issued by Practicing Company Secretary for the year ended 31st March, 2022, pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by Securities and Exchange Board of India read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid information on record and oblige.

Thanking you,
Yours truly,
For **Tantia Constructions Limited**

Priti Toddi
Priti Toddi
Company Secretary
A-33367

Encl: As above

Registered & Corporate Office
DD-30, Sector-1, Salt Lake City, Kolkata - 700 064, India
Tel : +91 33 4019 0000
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E-mail : info@tantiagroup.com

Delhi Office
112, Uday Park, 2nd Floor, August Kranti Marg
New Delhi- 110049
Tel : +91 114058 1302
E-mail : delhi@tantiagroup.com



MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
TANTIA CONSTRUCTION LTD
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022
[Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]**

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

We have examined:

(a) all the documents and records made available to us and explanation provided by M/s. **TANTIA CONSTRUCTIONS LTD.** ("the listed entity")

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable as there were no reportable events during the Financial Year underreview;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -**Not Applicable as there were no reportable events during the Financial Year underreview;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable as there were no reportable events during the Financial Year underreview;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable as there were no reportable events during the Financial Year underreview;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable as there were no reportable events during the Financial Year underreview;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 -**Not Applicable as there were no reportable events during the Financial Year underreview;**
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

Based on the above examination, We hereby report that, during the Review Period:

(a) Since the National Company Law Tribunal, Kolkata bench has ordered the commencement of a corporate insolvency resolution process (CIRP) in respect of the Company on 13th March, 2019, thereafter there were many irregularities regarding the compliance of the provisions of the law as there is no proper mechanism of the Board processes. As per the explanation and information provided by the management, it may be pertinent to note here that the implementation of the resolution plan is being delayed due to certain anomalies related to the promoters shareholding wherein 99,19,032 no. of equity shares out of 2,09,47,530 equity shares issued to promoters, do not have listing and trading approval from both the stock exchanges. Owing to the anomalies in the subject shares, the promoter's shareholding is not available to be transferred in the name of the successful Resolution Applicant. The Hon'ble NCLT, Kolkata Bench has also been made adept to the case vide IA-617/KB/2020. Once this



deadlock is resolved and the shares of the promoters are available to be transferred to the Successful Resolution Applicant, the implementation shall expedite. As per the information provided by the management, keeping in view the delay in implementation of the Resolution Plan, the Monitoring Committee has approached the Hon'ble NCLT to set aside the order dated February 24, 2020. The Successful Resolution Applicant is contesting the same and the Hon'ble NCLT, Kolkata Bench seized of the matter. We have been informed by the management that the impact of the application can be given only on adjudication by the Hon'ble NCLT.

The listed entity has *partially* complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, few of major points are specified below *except* some pending actions for compliance mentioned in clause d) of this report unless otherwise stated:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Financial Results under Reg 33 of SEBI (LODR) Regulations, 2015 shall be submitted within forty-five days of end of each quarter and Audited Financial results within sixty days from the year end	Non/ Delayed Compliance of submission to the stock exchange	Non/ Delayed compliance of submission to the stock exchange of the audited annual financial result of March 2021 and quarterly financial results for June 2021, September 2021 and December 2021 quarter of the F.Y 2021-22. As per the management explanation the accounts were not finalized on time.
2.	The listed entity shall submit a quarterly compliance report on corporate governance to the recognised stock exchange(s) within 15 days from the end of each quarter pursuant to Reg 27(2) of SEBI (LODR) Regulations, 2015.	Delayed compliance regarding submission to the stock exchanges.	Compliance report on corporate governance not Submitted to National Stock Exchange of India Limited during the financial year 2021-2022 and the same was submitted with delay to the BSE Ltd. for the all the quarters of F.Y 2021-22. As per the management clarification, there was a validation error in NSE portal, due to non-availability of minimum 3 directors; hence it has not been filed with NSE.
3.	According to Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) 2015, the listed entity shall pay all such fees or charges, as	Non-compliance of Reg. 14 of SEBI (Listing Obligations and Disclosure Requirements) 2015.	The Listing fee has not been paid by the company to the Stock exchange(s) in which the entity is listed.



	applicable, to the recognized stock exchange(s), in the manner specified by the Board or the recognized stock exchange(s).		
4.	The listed company shall ensure the constitution and relevant compliances of the Board and Audit Committees, Nomination and Remuneration Committees and Stakeholder Relationship committee.	Non- Compliances of the Regulation 17, 18, 19 and 20 of the SEBI (Listing Obligations and Disclosure Requirements) 2015	There were no proper Board and the said Committees Process during the financial year 2021-22.
5.	Pursuant to Minimum Standards for Code of Conduct Trading, restriction period be made applicable from the end of every quarter till 48 hours after the declaration of financial results.	Non- Compliance of Clause 4(2) of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company had not closed the trading window specified in the said regulation of SEBI (Prohibition of Insider Trading) Regulations, 2015.in any of the quarter of the financial year 2021-22. As per the management clarification the financial results were not declared quarterly, therefore the closure of trading window every quarter as not required.
6.	The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained.	Non compliance of Clause 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015	No system of compliance was maintained for the structured digital database.
7.	According to Reg 24A of SEBI (LODR) Regulations, 2015 every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year	Delayed submission to the stock exchange	The company has not submitted the Annual Secretarial Compliance Report within the stipulated time period for the financial year 2020-21 during the period under review.



8.	The listed entity shall submit to the stock exchanges disclosures of related party transactions u/r 23(9) of SEBI (LODR) Regulations, 2015 within every six months on the date of publication of its standalone and consolidated financial results	Non Compliance of submission to the stock exchange	The Company has not submitted the Related Party Transaction as per the said provisions for the half year ended 30.09.2021.
9.	Pursuant to Reg 34 of SEBI (LODR) Regulations, 2015 a copy of the annual report shall be sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders	Delayed Compliance of submission to the stock exchange	The company has not submitted the Annual Report within the stipulated time period for the financial year 2020-21 during the period under review.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

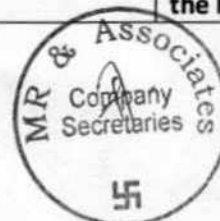
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited	Reg 27(2) of SEBI (LODR) Regulations, 2015	Fine levied for non/delayed compliance regarding submission of Compliance report on corporate governance for the quarter June 2021 of an amount of Rs. 58000 vide notice dated 20.08.2021	As stated above in clause a(2).
2.	National Stock Exchange of India Limited	Reg 33 of SEBI (LODR) Regulations, 2015	Fine levied for delayed compliance regarding submission of Financial	As stated above in clause a(1).



			results for the quarter March 2021 and June 2021 of an amount of Rs. 145000 vide notice dated 29.07.2021 and 14.09.2021 respectively.	
3.	National Stock Exchange of India Limited	Reg 24A of SEBI (LODR) Regulations, 2015	Fine levied for delayed compliance regarding delayed submission to stock exchange of the Annual Secretarial Compliance Report for the financial year 2020-21 of an amount of Rs. 58000/- vide notice dated 29.07.2021	As stated above in clause a(7).
4.	BSE Limited	Reg 27(2) of SEBI (LODR) Regulations, 2015	Fine levied for delayed compliance regarding submission of Compliance report on corporate governance for the quarter June 2021 of an amount of Rs. 58000 vide mail dated 20.08.2021	As stated above in clause a(2).
5.	BSE Limited	Reg 34 of SEBI (LODR) Regulations, 2015	Fine levied for non/delayed compliance regarding submission of Annual Report for the financial year 2020-21 of an amount of Rs. 139240 (inc GST) vide notice dated 17.01.2022.	As stated above in clause a(9).

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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1.	<p>The Financial Results for Quarter ended March 31, 2018 was submitted to Stock Exchange on 06.06.2018</p> <p>Delayed submission to the stock exchange of the audited annual financial result of March 2020 and quarterly financial results for June 2020, September 2020 and December 2020 quarter of the F.Y 2020-21. As per the management explanation the accounts were not finalized on time.</p>	<p>2018-19</p> <p>2020-21</p>	<p>The same has been complied with delay during the period under review.</p>	<p>This is a continuing default.</p>
2.	<p>As per Clause 4(2) of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 Minimum Standards for Code of Conduct Trading, restriction period be made applicable from the end of every quarter till 48 hours after the declaration of financial results.</p>	2019-20	<p>The Company is not closing the trading window specified in the said regulation of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>The company has not closed and intimated the closure of trading window to stock exchange during the period under review.</p>
3.	<p>According to section 168 of the Companies act, 2013 the company shall within thirty days from the date of receipt of notice of resignation from a director, intimate the Registrar in Form DIR-12 and post the information on its website, if any.</p>	2019-20	<p>Mr. Ananda Mohan Maity has resigned from the company w.e.f. 26th September, 2019. However, no Form DIR-12 has been filed regarding this. Further, there is fall in the minimum no. of directors i.e. three for a public company as per Section 149(1) of the Companies Act, 2013.</p>	<p>This is a continuing default.</p>
4.	<p>Compliance report on corporate governance not Submitted to National Stock</p>	2020-21	<p>The same has been complied with delay during the</p>	<p>This is a continuing default for the quarters of the</p>



	Exchange of India Limited and submitted with delay to the BSE Ltd. for the all the quarters of F.Y 2020-21. As per the management clarification, there was a validation error in NSE portal, due to non-availability of minimum 3 directors; hence it has not been filed with NSE.		period under review.	financial year 2021-2022 also.
5.	The Listing fee has not been paid by the company to the Stock exchange(s) in which the entity is listed according to the Regulation 14 of the SEBI (LODR) Regulations, 2015.	2020-21	No corrective actions taken by the company.	This is a continuing default for the financial year 2021-2022 also.

(e) The listed entity has not complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has not modified the terms of appointment of its statutory auditors.

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 720/2020

Place : Kolkata
Date : 28.09.2022



Tanvee

[Tanvee]
Partner
C P No.: 13573
UDIN: A034974D001063311

Note: The Audit was conducted on an annual basis and all the audit documents were obtained from the Company electronically. The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a 21-day lockdown which was further extended to contain the spread of the virus. Due to COVID-19 pandemic impact, the compliance documents were obtained through electronic mode and verified with requirements.