

Date: 21.05.2022

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 year ended 31st March, 2021.

Dear Sir/Madam,

Enclosed please find herewith Secretarial Compliance Report issued by Practicing Company Secretary for the year ended 31st March, 2021, 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 Todri
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
Fax : +91 33 4019 0001
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, 2021
[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, 2021 ("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:

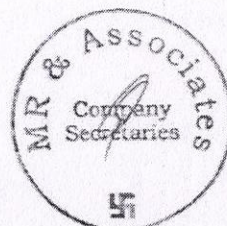
(a) Since the National Company Law Tribunal, Kolkata bench has ordered the commencement of a corporate insolvency resolution process (CIRP) in respect of the Company on 13th March, 2019, the powers of the board of directors has been suspended, therefore there are many irregularities regarding the compliance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



subjudiced. 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.

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	Delayed submission to the stock exchange	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.
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.	Non Compliance / delayed compliance regarding submission to the stock exchanges.	Compliance report on corporate governance not Submitted to National Stock 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.
3.	According to Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) 2015, the listed entity shall pay all such fees or charges, as applicable, to the recognized stock exchange(s), in the manner specified by the Board or the recognized stock exchange(s).	Non-compliance of Reg. 14.	The Listing fee has not been paid by the company to the Stock exchange(s) in which the entity is listed.



(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-compliance regarding submission of Compliance report on corporate governance for the quarter June 2020 and December 2020 of an amount of Rs. 66000 and 58000 respectively vide notice dated 17.08.2020 and 15.02.2021 respectively.	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 results for the quarter September 2020 and December 2020 of an amount of Rs. 135000 and 140000 respectively vide notice dated 14.12.2020 and 15.03.2021 respectively.	As stated above in clause a(1).
3.	National Stock Exchange of India Limited	Reg 29(2) of SEBI (LODR) Regulations, 2015	Fine levied for non-compliance regarding prior intimation to stock exchange about the meeting	The company has made reply to the stock exchange regarding non applicability of the



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.
			of the board of directors In which Financial results approved on 28.02.2021 of an amount of Rs. 10000 vide notice dated 15.03.2021.	provision and made application for waiving off the fine levied by Stock Exchange.

(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
1.	The Compliance Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 signed by both Compliance officer & share transfer agent for half year ended March 31, 2018 was submitted to Stock Exchange on 30.05.2018	2018-19	The listed entity has taken corrective actions to submit the Compliance Report during the period under review within the prescribed time limits.	No further comments.
2.	The Reconciliation of Share Capital Audit Report for Quarter ended June 30, 2018 under Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 was submitted to Stock Exchange on 10.09.2018.	2018-19	The listed entity has taken corrective actions to submit the Compliance Report during the period under review within the prescribed time limits.	No further comments.



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
3.	The Statement of Investor Complaints under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 for Quarter ended March 31, 2018 was submitted to Stock Exchange on 29.05.2018.	2018-19	The listed entity has taken corrective actions to submit the Compliance Report during the period under review within the prescribed time limits/	No further comments.
4.	The company has not placed any notices received from stock exchange in board meeting under Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	2018-19	Since the CIRP Process started on 13.03.2019, so now it could not be placed	No further comments.
5.	No Independent director is appointed for unlisted material subsidiary under Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	2018-19	This clause is not applicable since the Company is not having any material unlisted subsidiary	No further comments.
6.	The Composition of Board of Directors (Regulation 17), where no Women Director was present, Minimum 50% members were not Non-Executive, half of the board is Not Independent Directors. The Composition of Committee (Regulation 18), 2/3 rd of the member of audit committee is not independent directors.	2018-19	The provision of Reg 17 to 21 is not applicable to the company during the insolvency resolution process period.	No further comments.



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
7.	The Financial Results for Quarter ended March 31, 2018 was submitted to Stock Exchange on 06.06.2018.	2018-19	The same has been complied with delay during the period under review.	Delay in submission.
8.	The statement of modified opinion(s), a Declaration to that effect not submitted. Consolidated Reconciliation of Profit & Loss and Consolidated reconciliation of Equity not submitted as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	2018-19	The Company had replied to the stock exchanges for the same. Not applicable during the period under review.	No further comments.
9.	Financial Results not submitted to within 30 minutes to stock exchange. Statement of modified opinion(s), a Declaration to that effect not submitted. Consolidated Reconciliation of Profit & Loss and Consolidated reconciliation of Equity not submitted.	2018-19	There was some technical error in system, however the same submitted in due course.	No further comments.
10.	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.	2019-20	The Company is not closing the trading window specified in the said regulation of SEBI (Prohibition of Insider Trading) Regulations, 2015.	The company has intimated for the closure of trading window to the stock exchanges only for the quarter March 2020 and September 2020 during the period under review.



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
11.	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.	2019-20	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.	This is a continuing default.

(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 M R & Associates
Company Secretaries

Place : Kolkata
Date : 04.05.2022



[Handwritten Signature]

[M R Goenka]
Partner
C P No.: 2551

UDIN: F004515D000267855

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.