

Date: 04 .05.2021

To,
The Manager
Department of Corporate Services
Bombay Stock Exchange 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: Postal Ballot Notice
Ref: Information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In continuation of our earlier letter dated- 28th April, 2021, informing the Stock Exchanges about the approval of Committee Members regarding Appointment of M/s J Jain & Co., Chartered Accountants (FRN 310064E) as Statutory Auditors of the Company, we hereby enclose the copy of Postal Ballot Notice.

The Postal Ballot Notice is being sent to Members whose name appear in the Register of Members / Beneficial Owner received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 30th April, 2021 (Cut-off date) seeking approval of the members by way of Ordinary Resolution on item as set out in the Notice of Postal Ballot Dated-28th April, 2021.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all of its Members. The voting through e-voting will commence from Thursday, 6th May, 2021 (9:00 A.M.) and shall end on Friday, 4th June, 2021 (05:00 P.M.)

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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

CIN - L74210WB1964PLC026284

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The above documents are also available on the website of the Company: www.tantiagroup.com

You are requested to kindly take note of the same.

Thanking you,

Yours truly,
For **Tantia Constructions Limited**

Priti Todi

Priti Todi
Company Secretary
A33367

Enc A/a

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C r e a t i n g C o r e I n f r a s t r u c t u r e

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members of Tantia Constructions Limited

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**") for holding general meetings/ conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April 2020; 22/2020 dated 15th June, 2020; 33/ 2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 (the "**Relevant Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereto for the time being in force), the resolution appended below is proposed to be passed by the Members of Tantia Constructions Limited (the "**Company**") by way of postal ballot only by voting through electronic means ("remote e-voting").

In compliance with the aforesaid Relevant Circulars, this Postal Ballot Notice is being sent only by electronic media-email- to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/ dissent of the members will only take place through the remote e-voting system.

The Explanatory Statement pursuant to Section 102(1) of the Act pertaining to the said Resolution setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is appended to this Notice.

The Monitoring Committee of your Company has appointed MR & Associates, (Membership No. FCS 4515, CP No. 2551), Practising Company Secretaries, as the Scrutinizer (the "**Scrutinizer**") to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, the 6th day of May, 2021 and ends at 5.00 p.m. (IST) on Friday, the 4th day of June, 2021. The Scrutinizer will submit his report to the Chairman of the Monitoring Committee of your Company (the "**Chairman**") or to any other person authorized by him after the completion of the scrutiny of the votes cast through remote e-voting.

For Tantia Constructions Limited

Pankaj Todi
Company Secretary

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The result of the postal ballot shall be declared within 48 hours of end of e-voting by the Chairman or any other person authorised by him at the Registered office of the Company and also by placing the same on the Company's website- www.tantiagroup.com and the results shall simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS:

1.Appointment of M/s J Jain & Company, Chartered Accountants, (FRN:310064E) as the Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s S. Guha & Associates, Chartered Accountants.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 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 amendment(s) or re-enactment thereof, for the time being in force) M/s J Jain & Co., Chartered Accountants, (FRN 310064E) be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of the ensuing general meeting and to hold the office till the conclusion of the forthcoming (55th) Annual General Meeting of the Company to fill the casual vacancy caused due to the resignation of M/s. S. Guha & Associates, Chartered Accountants (ICAI Firm Registration Number 322493E)

“RESOLVED FURTHER THAT the members of the Monitoring Committee of the Company be and are hereby authorised to fix the remuneration of Statutory Auditors as may be mutually agreed upon in addition to taxes and re-imburement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company and to fix their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard”.

For Tantia Constructions Limited

Panki Todi

Company Secretary

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“RESOLVED FURTHER THAT any of the members of the Monitoring Committee of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary desirable or expedient to give effect to this Resolution. “

**By Order of the Monitoring Committee
For Tantia Constructions Limited**

Priti Todi
Priti Todi

Company Secretary
(Membership No. ACS 33367)

Place: Kolkata
Dated: 28/04/2021

NOTES:

- (1) The Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, (the “Act”) stating all material facts and reasons for the proposed Resolution is annexed hereto and forms part of this Notice.
- (2) The Notice is being sent by email to all the shareholders, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 30/04/2021 (“cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited (“MDPL”). A copy of this Notice has also been made available on the Company’s website www.tantiagroup.com, and at the relevant sections of the websites of the Bombay Stock Exchange and National Stock Exchange Association of India on which the shares of the Company are listed. In case the shareholder has not registered his/her/their email address with the Company/ its RTA/Depositories, the following instructions to be followed:
 - (i) Kindly log in to the website of our RTA, Maheshwari Datamatics Private Ltd www.mdpl.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.
 - (ii) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to mdpldc@yahoo.com
 - (iii) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned

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Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. Maheshwari Datamatics Private Limited 23 R. N. Mukherjee Road, Kolkata 700 001, Phone: +033 22482248, Email- _mdpldc@yahoo.com, by following due procedure.

- (3) Members whose names appear on the Register of Member / List of Beneficial Owners as on cutoff date will be considered for the purpose of voting and Voting rights shall also be reckoned on the paid-up value of shares registered in the name of the shareholders as on the cut-off date.
- (4) Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
- (5) In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made there under and the provisions of the Relevant Circulars, the Company is providing facility for voting by electronic means ("remote e-voting") to all the shareholders of the Company to enable them to cast their votes electronically on the item mentioned in the Notice. For this purpose, the Company has entered into an arrangement with Central Depository Securities Limited for facilitating remote e-voting to enable the shareholders to cast their votes electronically. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020 and General Circular No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend the meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person.
- (6) Once the vote cast by the member on remote e-voting, he/she shall not be allowed to change it subsequently or cast the vote again.
- (7) In case a member is desirous of obtaining an email of Postal Ballot, he or she may send an e-mail to secretarial@tantiagroup.com
- (8) The Scrutinizer will submit his report to the Chairman of the Monitoring Committee ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny on remote e-voting.
The result of the postal ballot shall be declared within 48 hours of end of e-voting and upon receipts of report of scrutinizer and communicated to the stock exchange, and shall also be displayed on the Company's website at www.tantiagroup.com.
- (9) The last date specified for remote e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority, as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.

For Tantia Constructions Limited

Paid Tedi

Company Secretary

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C r e a t i n g C o r e I n f r a s t r u c t u r e

INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for Shareholders voting electronically are as under:

- (i) The voting period begins on Thursday, 6th May, 2021 @ 9.00 hours (IST) and ends on Friday, 4th June, 2021 (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 30th April, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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
- (vii) 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). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number communicated in the email sent to the shareholders 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. <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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab
- (ix) 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

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Pankaj Todi
Company Secretary

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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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Tantia Constructions Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. Shareholders may log in to e - Voting using their e voting credentials to vote for the company resolution(s).
- (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 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. The official designated to address the grievances in this regard will be Mr. Rakesh Dalvi, Manager and can be contacted at helpdesk.evoting@cdslindia.com or at 18002005533.

For Tantia Constructions Limited

Rishi Tedi

Company Secretary

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C r e a t i n g C o r e I n f r a s t r u c t u r e

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Shareholders of the Company at their 54th Annual General Meeting held on 26th September, 2019, had appointed M/s. S. Guha & Associates (Chartered Accountants) (Firm Registration Number 322493E) as the Statutory Auditors of the Company for a period of five years from the conclusion of the Fifty Fourth Annual General Meeting until the conclusion of the Fifty Ninth Annual General Meeting.

M/s. S. Guha & Associates, vide a letter dated 5th April, 2021 have informed the Monitoring Committee of the Company that due to increase in scalability of operations of the Company, they will not be able to continue as the Statutory Auditors of the Company and would like to resign as the Statutory Auditors of the Company with effect from 5th April, 2021 which has resulted into a casual vacancy in the office of Statutory Auditors of the Company.

Their intention to step down as Statutory Auditors of the Company was received by M/s S Guha & Associates on 5th day of April, 2021 and was duly placed in the 10th Meeting of the Monitoring Committee held via video conferences on the 28th Day of April 2021. M/s. S. Guha & Associates have confirmed to the Chairman of the Committee that there were no other misgivings or reasons for resigning other than the ones mentioned above and that they shall extend their co-operation to the new Statutory Auditors for smooth transition.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 (the "Act"), the members of the Monitoring Committee, at their meeting held on Wednesday, the 28th day of April, 2021 approved the appointment of M/s. J Jain & Co. Chartered Accountants (Firm Registration Number:310064E) as the Statutory Auditors of the Company from the conclusion of the ensuing shareholders meeting, to fill the casual vacancy caused by the resignation of M/s. S. Guha & Associates, till the conclusion of 55th Annual General Meeting of the Company, subject to the approval of the Shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Monitoring Committee and the Auditors.

For Tantia Constructions Limited

Pankaj Todi
Company Secretary

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M/s. J Jain & Co , have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if approved and made by the members, will be within the limits prescribed under the Companies Act, 2013.

M/s J Jain & Co. (FRN 310064E), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1976 and is a partnership firm incorporated in India. It has registered office at 23 A, N.S. Road, 11th floor, room no. - 44, Kolkata – 700001 and has 5 branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients.

The Monitoring Committee recommends Ordinary Resolution set out at Item No.1 for approval by the shareholders of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.1 of the Notice.

**By Order of the Monitoring Committee
For Tantia Constructions Limited**

Priti Todi

Priti Todi
Company Secretary
(Membership No. ACS 33367)

Place: Kolkata
Dated: 28th April, 2021

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