

MINUTES OF THE PROCEEDINGS OF 54<sup>TH</sup> ANNUAL GENERAL MEETING  
OF THE MEMBERS OF M/S TANTIA CONSTRUCTIONS LIMITED HELD  
ON THURSDAY, THE 26<sup>TH</sup> DAY OF SEPTEMBER, 2019 COMMENCED AT  
3.10 P.M. AND CONCLUDED AT 3.50P.M. AT 'BHARATIYA BHASHA  
PARISHAD' 36A, SHAKESPEARE SARANI, KOLKATA - 700017

IN ATTENDANCE

Mr. Kshitiz Chhawchharia

Chairman  
(Resolution Professional)  
Director (Operations)  
Company Secretary

Mr. Rahul Tantia  
Mrs. Priti Todi

BY INVITATION

Mr. Mohan Ram Goenka  
Mr. S.K. Mustaphi

Practicing Company Secretary  
Partner, M/s. Konar Mustaphi &  
Associates, Statutory Auditors

1. In aggregate 73 Members were present in person.
2. Pursuant to Article 59 of the Articles of Association of the Company, Sri Rahul Tantia Director (Operations) represented as a Chairman presided over the meeting.
3. The following documents and registers were placed on the table:
  - i) Notice convening the 54<sup>th</sup> Annual general Meeting
  - ii) Director's Report and also the annexures thereto for the financial year ended 31<sup>st</sup> March, 2019.
  - iii) The Audited Accounts and Auditor's Report thereon for the financial year ended 31<sup>st</sup> March, 2019.
  - iv) The Register of Director's and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting.)
  - v) The Register of Contracts or arrangements in which the Directors are interested (remained open for inspection during the meeting.)
4. At 3.10 P.M. the Company Secretary commenced the meeting by welcoming the members to the 54<sup>th</sup> Annual General Meeting. The Company Secretary announced that the requisite quorum being present, the meeting was called to order.
5. The Company Secretary requested Mr. Kshitiz Chhawchharia (Resolution Professional) of the company to address the meeting.
6. Mr. Kshitiz Chhawchharia further authorised Ms. Priti Todi, Company Secretary of the company to go ahead with the proceedings of the meeting.

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7. Thereafter the Company Secretary commenced the formal agenda of the Annual General Meeting and with the consent of the members present, the Notice convening the meeting, the Director's Report along with annexures thereto and Annual Accounts for the financial year ended 31<sup>st</sup> March, 2019 was taken as read.
8. The Company Secretary informed the Shareholders that the Auditors Report on the Annual Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2019 contains four emphasis of matters. She read all the points before the members of the company.
9. The Company Secretary informed that the Company had provided the facility of the e-voting to its shareholders to exercise their right to vote on the resolutions proposed to be passed at AGM. The Company Secretary informed the shareholders that as per the provisions of the Companies Act, 2013 as also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically. The remote e-voting commenced at 9.00 a.m. on 23<sup>rd</sup> September, 2019 and ended at 5.00 p.m. on 25<sup>th</sup> September, 2019. She also informed that the arrangements had been made for conducting voting by ballot form for the shareholders at the venue of the meeting. She further informed that the members attending the AGM who had not cast their vote by remote e-voting are eligible to cast their vote through ballot form.
10. She further informed the members that Mr. Mohan Ram Goenka, Practicing Company Secretary was appointed as a Scrutizer for the e-voting process.
11. The Company Secretary then took up the official business of the meeting.

**AUDITED FINANCIAL STATEMENT (INCLUDING CONSOLIDATED FINANCIAL STATEMENT) FOR YEAR ENDED 31<sup>ST</sup> MARCH, 2019 TOGETHER WITH THE REPORTS OF THE AUDITOR AND DIRECTORS THEREON**

12. The Company Secretary took up the first item of the agenda and read the same with the consent of the Members present, the ordinary Resolution for Item No 1 of the Notice pertaining to adoption of audited financial statement (including consolidated financial statement), Director's Report and Auditors Report for year ended 31<sup>st</sup> March, 2019 was taken as read. The Resolution for Item No 1 of the Notice read as follows:

"RESOLVED THAT the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31<sup>st</sup> March, 2019 together with the Reports of the Auditors and Directors thereon be and are hereby adopted."

Sri. Arjun Dutt proposed and Sri Abhijit Mallick seconded the resolution.

**RE-APPOINTMENT OF SRI RAHUL TANTIA (DIN: 00056898), CHIEF FINANCIAL OFFICER CUM DIRECTOR (OPERATIONS) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

13. The Chairman informed the members that Sri Rahul Tantia, Chief Financial Officer cum Director (Operations) has withdrawn his consent to continue as a

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Chief Financial Officer cum Director (Operations) of the Company, so this resolution is withdrawn for voting.

**APPOINTMENT OF M/S S GUHA & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN 322493E) AS STATUTORY AUDITORS TO HOLD OFFICE FROM THE CONCLUSION OF 54<sup>TH</sup> ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 59<sup>TH</sup> ANNUAL GENERAL MEETING**

14. The Company Secretary informed that the next item was with respect to the appointment of M/s S Guha & Associates, Chartered Accountants who are eligible to be appointed for a term of five years to hold office from the conclusion of the 54<sup>th</sup> Annual General Meeting held on September 26, 2019 to the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company. With the consent of the Members present, the Ordinary Resolution set at item No 3 of the notice was taken as read. The resolution set in item No 3 of the notice read as follows:

**"RESOLVED THAT** pursuant to provisions of Sections 139,141, 142 and other applicable provisions, if any, of Companies Act, 2013 and Rules made thereunder and pursuant to recommendations of the Audit Committee and Board of Directors, **consent of the members be and is hereby accorded for appointment of M/s. S Guha & Associates, Chartered Accountants (Firm's Registration. No. 322493E) in place of M/s Konar Mustaphi and Associates, Chartered Accountants (Firm Registration No. 314125E), whose term of reappointment has been expired by virtue of Section 139(2) of the Companies act, 2013, to hold office from the conclusion of this Annual General Meeting to the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company, as decided by the Management for the purpose of audit, certificate fees and all applicable taxes in India, if any."**

The resolution was proposed by Mr. A K Pathak and seconded by Mr. P.M. Bothra

**RE-APPOINTMENT AND REMUNERATION PAYABLE TO SRI I.P. TANTIA**

15. The Chairman informed the members that Sri I.P. Tantia, Chairman & Managing Director has withdrawn his consent to continue as a Chairman & Managing Director of the Company, so this resolution is withdrawn for voting.

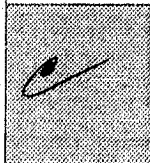
**RE-APPOINTMENT AND REMUNERATION PAYABLE TO SRI RAHUL TANTIA**

16. The Chairman informed the members that Sri Rahul Tantia, Chief Financial Officer cum Director (Operations) has withdrawn his consent to continue as a Chief Financial Officer cum Director (Operations) of the Company, so this resolution is withdrawn for voting.

**RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2019-20**

17. The Company Secretary then took up Item No 6 relating to ratification of remuneration payable to M/s. S Chhaparia & Associates, Cost Accountants who were appointed to conduct audit of the cost records of the company for

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the financial year ending 31<sup>st</sup> March, 2020. In terms of 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 was required to be ratified by the members of the company. With the consent of the Members present, the Ordinary Resolution set at item No 6 of the notice was taken as read. The resolution set in item No 7 of the notice read as follows:

The resolution set at item no 6 of the notice was as follows:

**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. Chapparia & Associates, Cost Accountants, Kolkata, appointed by the board of Director of the Company as the Cost Auditor to conduct the audit of Cost Records maintained by the Company for the Financial Year 2019-20 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."

The resolution was proposed by Sri A . K. Pathak and seconded by Sri Abhijit Mullick

18. All the above resolution was moved and seconded, The Company Secretary further invited the shareholders for queries/clarification on financial statement for the year ended 31<sup>st</sup> March, 2019. She further requested the shareholders who have not casted their vote by remote e-voting facility can now cast their vote through ballot process at the end of the meeting. Some shareholders spoke on various items of the notice and annual accounts for the year and sought clarifications.
19. The Chairman responded to the queries raised by the members present at the meeting.
20. The Chairman announced that the combined results of remote e-voting done previously and voting through ballot process would be available on website of the company and also on the website of the Stock Exchanges.
21. The meeting concluded at 3.50 p.m. with the vote of thanks to the Chair.

PLACE: KOLKATA  
DATE: 22-10-2019

  
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