

Date: 22.08.2019

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: Filing of Annual Compliance Report for the year ended 31.03.2019

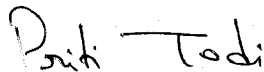
Dear Sir,

Please find enclosed Secretarial Compliance Report issued by the Practising Company Secretary for the year ended 31st March, 2019 pursuant to Circular No. CIR/CFD/27/2019 dated 08/02/2019 issued by Securities and Exchange of India read with Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Please update your records.

Thanking you,

Yours truly,
For Tantia Constructions Limited



Priti Todi
Company Secretary
A33367

Encl: As above

An ISO 9001 : 2008
Registered Firm



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

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

TANTIA CONSTRUCTIONS LTD

**Block DD 30, Sector I, Salt Lake City, 7th Floor
Kolkata 700064
West Bengal**

SECRETARIAL AUDIT & SECRETARIAL COMPLIANCE REPORT

**Financial Year Ended
31st March, 2019**

**Audited by
MR & ASSOCIATES
Company Secretaries
46, B. B. Ganguly Street
Kolkata 700 012**

MR & Associates
Company Secretaries
46, B. B. Ganguly Street,
Kolkata-700012
Mobile No: 9831074332
Email :goenkamohan@gmail.com

Form No. MR - 3

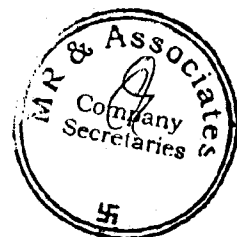
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Key Managerial Personnel) Rules, 2014]

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

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TANTIA CONSTRUCTION LIMITED**(hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on 31st March,2019complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:
 - i) The Companies Act, 2013 (the Act) amendments thereof and the rules made thereunder;
 - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.

I further report that, there were no actions/ events in pursuance of;

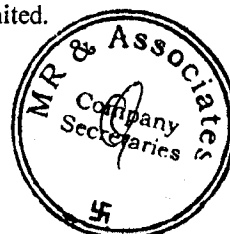
- (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (e) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

We further report that having regard to the compliance system prevailing in the Company, we have relied upon the representation made by the Management, for compliance with the specific applicable laws like:

- (a) Building and Other Construction Workers (Regulation of Employment and Condition of Services) Act, 1996
- (b) West Bengal Shops & Establishment Act, 1963.

We have also examined compliance with the applicable clauses of the following:

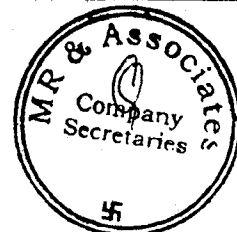
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and to the extent amended and notified from time to time.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.



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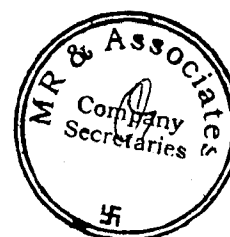
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	The Compliance Certificate signed by both Compliance officer & share transfer agent for half year ended March 31, 2018 was submitted to Stock Exchange on 30.05.2018	The Compliance Certificate signed by both Compliance officer & share transfer agent for half year ended March 31, 2018 was submitted to Stock Exchange on 30.05.2018. Further, the Company will take adequate measures to take care of the same in future.
2.	Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996.	The Reconciliation of Share Capital Audit Report for Quarter ended June 30, 2018 was submitted to Stock Exchange on 10.09.2018. Further on 16 th August, 2018, Notice issued by BSE against the Company for Non Submission of Reconciliation of Share Capital Audit Report for the same.	The Reconciliation of Share Capital Audit Report for Quarter ended June 30, 2018 was submitted to Stock Exchange on 10.09.2018. Further, the Company will take adequate measures to take care of the same in future.
3.	Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	The Statement of Investor Complaints for Quarter ended March 31, 2018 was submitted to Stock Exchange on 29.05.2018. Further on 17 th May, 2018, Notice issued by NSE against the Company for the same.	The Statement of Investor Complaints for Quarter ended June 30, 2018 was submitted to Stock Exchange on 29.05.2018. Further, the Company will take adequate measures to take care of the same in future.
4.	Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	The company has not placed any notices received from stock exchange in board meeting.	The company has not placed any notices received from stock exchange in board meeting. Further, the Company will take adequate measures to take care of the same in future.
5.	Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	No Independent director is appointed for unlisted material subsidiary.	No Independent director is appointed for unlisted material subsidiary. Further, the Company will take adequate measures to take care of the same in future.

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6.	Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) 2015	<p>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.</p> <p>The Composition of Committee (Regulation 18), 2/3rd of the member of audit committee is not independent directors.</p> <p>Further on 16th April, 2018, Notice issued by NSE against the Company for the same.</p>	<p>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.</p> <p>The Composition of Committee (Regulation 18), 2/3rd of the member of audit committee is not independent directors.</p> <p>Further, the Company will take adequate measures to take care of the same in future.</p>
7.	Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) 2015	<p>a. The Financial Results for Quarter ended March 31, 2018 was submitted to Stock Exchange on 06.06.2018.</p> <p>b. Letter received from NSE for imposing fine.</p>	<p>a. The Financial Results for Quarter ended March 31, 2018 was submitted to Stock Exchange on 06.06.2018.</p> <p>b. As informed by the management, payment was not made due to shortage of fund. Further, the Company shall take adequate measures to take care of the same in future.</p>
8.	Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) 2015	<p>The statement of modified opinion(s), a Declaration to that effect not submitted.</p> <p>Consolidated Reconciliation of Profit & Loss not Submitted.</p> <p>Consolidated reconciliation of Equity not submitted.</p> <p>Letter received from NSE for the same.</p>	<p>The statement of modified opinion(s), a Declaration to that effect not submitted.</p> <p>Consolidated Reconciliation of Profit & Loss not Submitted.</p> <p>Consolidated reconciliation of Equity not submitted.</p> <p>Further, the Company shall take adequate measures to take care of the same in future.</p>

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9.	Quick Results Submitted to Exchange.	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 not Submitted. Consolidated reconciliation of Equity not submitted.	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 not Submitted. Consolidated reconciliation of Equity not submitted. Further, the Company will take adequate measures to take care of the same in future.
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(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:

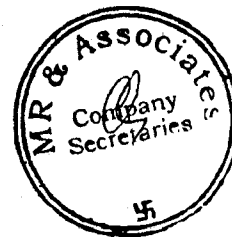
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	N/A	N/A	N/A	N/A

(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
	N/A	N/A	N/A	N/A

Place : Kolkata
Date : 14.08.2019

For M R & Associates
Company Secretaries



[Signature]
[S. Sinha]
Partner
C P No.: 5603

MR & Associates
Company Secretaries
46, B. B. Ganguly Street,
Kolkata-700012
Mobile No: 9831074332
Email :goenkamohan@gmail.com

"ANNEXURE – A"

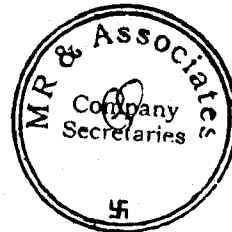
**(TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019)**

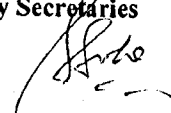
To,
The Members
TANTIA CONSTRUCTION LTD.
BLOCK DD 30 SECTOR 1 SALT LAKE CITY
7TH FLOOR KOLKATA – 700064
West Bengal

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MR & Associates
Company Secretaries




[S Sinha]
Partner
C P No.:5603

Place : Kolkata
Date : 14.08.2019

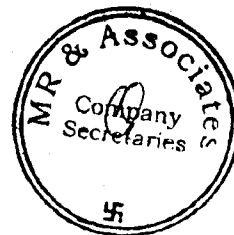
MR & Associates
Company Secretaries
46, B. B. Ganguly Street,
Kolkata-700012
Mobile No: 9831074332
Email :goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT
OF
TANTIA CONSTRUCTION LTD
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019
[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 CONSTRUCTION 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, 2019 ("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");



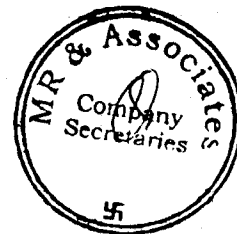
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The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (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 for the review period**
- (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 for the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable for the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable for the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable for the review period**
- (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

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

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



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During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above,

- a. The Company is left with filing of few forms as per the provisions of the Companies Act 2013.
- b. The Company has partially complied with the regulations of (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the Stock Exchange.
- c. The Company has partially complied with applicable Secretarial Standards.
- d. The Company has partially complied with the provisions of the Companies Act, 2013.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

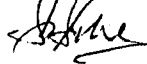
We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had obtained approval of shareholders by way of passing Ordinary / Special resolution at the Annual General Meeting of the Company held on 29.09.2018 for;

- i. Re appointment of Md. Sarim Arshad as an Independent Director.
- ii. Ratification of Remuneration Payable to Sri I.P. Tantia

This Report is to be read with our letter of even date which is annexed "Annexure A" and forms an Integral Part of this Report.

For MR & Associates
Company Secretaries



[S Sinha]
Partner

C P No.:5603

Place : Kolkata
Date : 14.08.2019

