

November 09, 2023

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

Dear Sir/Madam,

**Sub: Postal Ballot Notice**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Postal Ballot Notice seeking member's approval through a Special Resolution/(s) for the following:

Sl. No.	Description of the resolutions
1.	Appointment of Prof. Santanu Ray (DIN 00642736) as an Independent Director of the Company
2.	Appointment of Mr. Ketan Mangaldas Shanghavi (DIN 00711450) as an Independent Director of the Company
3.	Appointment of Mr. Rakesh Kumar Jain (DIN 01011189) as an Independent Director of the Company
4.	Appointment of Ms. Ramya Hariharan (DIN 06928511) as an Independent Director of the Company
5.	Appointment of Mr. Upendra Singh (DIN 01960448) as Non- Executive Director of the Company

The Company has commenced dispatch of the said Notice on 9th November 2023 and the referred documents are also uploaded on the website of the Company viz. <https://www.tantiagroup.com/>. You are kindly requested to take the same on record.

Yours faithfully,  
**For Tantia Constructions Limited**

**(Ayanti Sen)**  
**Company Secretary and Compliance Officer**



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](mailto: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](mailto: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 LIMITED**

CIN: L74210WB1964PLC026284

Regd Office: Block DD 30 Sector 1 Salt Lake City 7th Floor, Kolkata- 700064

Tel No. 033-4019-0000 Fax No. 033-4019-0001

E-mail: [secretarial@tantiagroup.com](mailto:secretarial@tantiagroup.com) Website: <https://www.tantiagroup.com/>

**Postal Ballot Notice**

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**PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH  
RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND  
ADMINISTRATION) RULES, 2014**

Dear member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to appoint Prof. Santanu Ray (DIN 00642736), Mr. Ketan Mangaldas Shanghavi (DIN 00711450), Mr. Rakesh Kumar Jain (DIN 01011189) and Ms Ramya Hariharan (DIN 06928511) as an Independent Director and Mr. Upendra Singh (DIN 01960448) as Non- Executive Director be passed by the members of the Company (as on the Cut-off Date), through Postal Ballot(the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, the Postal Ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary (Membership No.

FCS 4515 and C.P.No.2551) as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting. The Company has made necessary arrangements with Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on 9<sup>th</sup> December 2023. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 9<sup>th</sup> December 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### **RESOLUTION NO.: 1**

#### **APPOINTMENT OF PROF. SANTANU RAY (DIN 00642736) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Board of Directors, Prof. Santanu Ray (DIN 00642736), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 15<sup>th</sup> September, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director

of the Company for a period of five years, such five years computed from the date 15<sup>th</sup> September, 2023, subject to the compliance with the requirements as prescribed under the Act with regard to being an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation.

**RESOLUTION NO.: 2**

**APPOINTMENT OF MR. KETAN MANGALDAS SHANGHAVI (DIN 00711450) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Board of Directors, Mr. Ketan Mangaldas Shanghavi (DIN 00711450), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 15<sup>th</sup> September, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years, such five years computed from the date 15<sup>th</sup> September, 2023, subject to the compliance with the requirements as prescribed under the Act with regard to being an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation.

**RESOLUTION NO.: 3**

**APPOINTMENT OF MR. RAKESH KUMAR JAIN (DIN 01011189) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Board of Directors, Mr. Rakesh Kumar Jain (DIN 01011189), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 15<sup>th</sup> September, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years, such five years computed from the date

15<sup>th</sup> September, 2023, subject to the compliance with the requirements as prescribed under the Act with regard to being an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation.”

**RESOLUTION NO.: 4**

**APPOINTMENT OF MS RAMYA HARIHARAN (DIN 06928511) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Board of Directors, Ms Ramya Hariharan (DIN 06928511), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 15<sup>th</sup> September, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years, such five years computed from the date 15<sup>th</sup> September, 2023, subject to the compliance with the requirements as prescribed under the Act with regard to being an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation.”

**RESOLUTION NO.: 5**

**APPOINTMENT OF MR. UPENDRA SINGH (DIN 01960448) AS NON- EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Board of Directors, Mr. Upendra Singh (DIN 01960448), who was appointed as an Additional Non- Executive Director with effect from 15<sup>th</sup> September, 2023 be and is hereby appointed as a Non- Executive Director of the Company, and the said Director shall be liable to retire by rotation.”

Kolkata  
Date: 8<sup>th</sup> November, 2023

By order of the Board of Directors  
for Tantia Constructions Limited  
Sd/-  
Ayanti Sen  
Company Secretary

**Notes:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on 3<sup>rd</sup> November 2023 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 9<sup>th</sup> December, 2023. Further, resolution passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than two working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.tantiagroup.com/>, on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com), and communicated to the stock exchanges and RTA.
5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [cs@tantiagroup.com](mailto:cs@tantiagroup.com) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. In accordance with the MCA Circulars, the Members are requested to take note that Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by sending email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

## **E-VOTING:**

- (a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- (b) The e-voting period commences from 10<sup>th</sup> November, 2023 (10.00 a.m. IST) and ends on 9<sup>th</sup> December, 2023, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- (c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. 3<sup>rd</sup> November 2023.
- (d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. 3<sup>rd</sup> November 2023 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

## **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 10<sup>th</sup> November, 2023 (10.00 a.m. IST) and ends on 9<sup>th</sup> December, 2023, (5.00 p.m IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 3<sup>rd</sup> November 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-</li> </ol>



	<p>Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Tania Constructions Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; \_\_\_\_\_ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective

Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**Information at a glance:**

Particulars	Notes
Cut-off Date to determine eligible numbers to Vote on the resolution	3 <sup>rd</sup> November 2023
Voting start time and date	10.00 a.m. IST, 10 <sup>th</sup> November, 2023
Voting end time and date	5.00 p.m. IST, 9 <sup>th</sup> December, 2023
Date on which the resolution is deemed to be passed	Last date of voting i.e. 9 <sup>th</sup> December, 2023

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**ITEMNO.:1**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 15th September, 2023, appointed Prof. Santanu Ray (DIN 00642736) as an Additional Director in the capacity of Independent Director of the Company for a term of five years with effect from 15th September, 2023 subject to the approval of the shareholders through special resolution

The Company has received:

- (i) consent in writing from Prof. Santanu Ray to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from 15<sup>th</sup> September, 2023 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

(v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act. In the opinion of the Board, Prof. Santanu Ray fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Prof. Santanu Ray's skills, background and experience are aligned to the role and capabilities and that Prof. Santanu Ray is eligible for appointment as an Independent Director.

Further, Prof. Santanu Ray has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Prof. Santanu Ray has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Tantia Constructions Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Santanu Ray as an Independent Director of the Company from 15th September, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Prof. Santanu Ray and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Prof. Santanu Ray as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

#### **Itemno.:2**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 15th September, 2023, appointed Mr. Ketan Mangaldas Shanghavi (DIN 00711450) as an Additional Director in the capacity of Independent Director of the Company for a term of five years with effect from 15th September, 2023 subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) consent in writing from Mr. Ketan Mangaldas Shanghavi to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014

(‘Appointment Rules’),

- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from 15<sup>th</sup> September, 2023 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

In the opinion of the Board, Mr. Ketan Mangaldas Shanghavi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Ketan Mangaldas Shanghavi’s skills, background and experience are aligned to the role and capabilities and that Mr. Ketan Mangaldas Shanghavi is eligible for appointment as an Independent Director.

Further, Mr. Ketan Mangaldas Shanghavi has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Ketan Mangaldas Shanghavi has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Tantia Constructions Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Ketan Mangaldas Shanghavi as an Independent Director of the Company from 15<sup>th</sup> September, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Ketan Mangaldas Shanghavi and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Ketan Mangaldas Shanghavi as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

### Itemno.:3

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 15<sup>th</sup> September, 2023, appointed Mr. Rakesh Kumar Jain (DIN 01011189) as an Additional Director in the capacity of Independent Director of the Company for a term of five years with effect from 15<sup>th</sup> September, 2023 subject to the approval of the shareholders through special resolution

The Company has received:

- (i) consent in writing from Mr. Rakesh Kumar Jain to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from 15<sup>th</sup> September, 2023 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

In the opinion of the Board, Mr. Rakesh Kumar Jain fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Rakesh Kumar Jain's skills, background and experience are aligned to the role and capabilities and that Mr. Rakesh Kumar Jain is eligible for appointment as an Independent Director.

Further, Mr. Rakesh Kumar Jain has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Rakesh Kumar Jain has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Tantia Constructions Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Rakesh Kumar Jain as an Independent Director of the Company from 15<sup>th</sup> September, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Rakesh Kumar Jain and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.



In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Rakesh Kumar Jain as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

#### **Itemno.:4**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 15<sup>th</sup> September, 2023, appointed Ms Ramya Hariharan (DIN 06928511) as an Additional Director in the capacity of Independent Director of the Company for a term of five years with effect from 15<sup>th</sup> September, 2023 subject to the approval of the shareholders through special resolution

The Company has received:

- (i) consent in writing from Ms Ramya Hariharan to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from 15<sup>th</sup> September, 2023 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

In the opinion of the Board, Ms Ramya Hariharan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Ms Ramya Hariharan's skills, background and experience are aligned to the role and capabilities and that Ms Ramya Hariharan is eligible for appointment as an Independent Director.

Further, Ms Ramya Hariharan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Ms Ramya Hariharan has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Tantia Constructions Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Ms Ramya Hariharan as an Independent Director of the Company from 15<sup>th</sup> September, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Ms Ramya Hariharan and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms Ramya Hariharan as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

#### **Itemno.:5**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 15<sup>th</sup> September, 2023, appointed Mr. Upendra Singh (DIN 01960448) as an Additional Director in the capacity of Non – Executive Director of the Company with effect from 15<sup>th</sup> September, 2023 subject to the approval of the shareholders through special resolution

The Company has received:

- (i) consent in writing from Mr. Upendra Singh to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Appointment Rules’),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from 15<sup>th</sup> September, 2023 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Board noted that Mr. Upendra Singh’s skills, background and experience are aligned to the role and capabilities and that Mr. Upendra Singh is eligible for appointment as a Non-Executive Director.

The resolution seeks the approval of members for the appointment of Mr. Upendra Singh as a Non-Executive Director of the Company from 15<sup>th</sup> September, 2023 pursuant to Sections 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Upendra Singh and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

No director, key managerial personnel or their relatives to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

By order of the Board of Directors  
for Tanta Constructions Limited

Sd/-

Ayanti Sen

Company Secretary

Kolkata

Date: 8<sup>th</sup> November, 2023

**ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS**

**Name: Prof. Santanu Ray**

**Independent Director**

Prof. Santanu Ray is a Fellow of the Institute of Chartered Accountants of India and has effective corporate experience in India and Europe.

Prof. Ray has corporate experience of 25 years. He has Academic Experience of about 28 years as Director of ICFAI Business School, Director, NSHM Business School, Director, Future Business School before joining SNU. He was the former Chairman, Board of Studies of MAKAUT. He is a former Director, IQAC and Mentor of Management, Commerce and Economics at Sister Nivedita University. Prof. Ray is also a Researcher and Author and he is credited with four books on diverse management subjects on Finance and Strategy. Prof. Ray is former Chairman, Technical Education Sub Committee of Confederation of Indian Industry (Eastern Region) and former Chairman, Education Committee Bengal Chamber of Commerce and Industry. He has been a former director for more than 10 years at Century Ply and Star Cement.

Age – 74 years

DIN -00642736

Nature of expertise in specific functional areas -Leadership, Governance, Marketing, Risk and Business Management

Inter-se relationships with directors and key managerial personnel - NIL

Listed companies (other than Tantia Constructions Limited) in which Prof Santanu Ray holds directorship and committee membership –

Name of the Company	Name of the Committee	Member/Chairman of a Committee
SKP Securities Limited	Audit Committee	Chairman
LA OPALA R G LIMITED	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Stakeholder’s Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
Bharat Road Network Ltd	Audit Committee	Chairman
	Nomination and Remuneration Committee	Chairman

Shareholding in the Company- NIL

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid – Not Applicable

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended – He was appointed as an Additional Director (Non- Executive- Independent Director) in the Board Meeting dated 15<sup>th</sup> September 2023. He attended the Board Meeting held on 16<sup>th</sup> October 2023.

Listed Entities from which Prof Santanu Ray has resigned as Director in past 3 years –

Sl. No.	Name of the Company	Date of Cessation
1.	STAR CEMENT LIMITED	01/04/2022
2.	SHYAM CENTURY FERROUS LIMITED	01/04/2021
3.	CENTURY PLYBOARDS (INDIA) LTD.	01/04/2021

Skills and capabilities required for the role and the manner in which Prof Santanu Ray meets such requirements – please refer the explanatory statement

**Name: Mr. Ketan Mangaldas Shanghavi**

**Independent Director**

He is endowed with a Bachelor of Commerce degree as his foundation, he brings to the table an extensive and formidable reservoir of knowledge that he has diligently cultivated over a remarkable career spanning an impressive 41-year period. This wealth of experience encompasses a wide spectrum of fields, reflecting his dedication to continuous learning and adaptability across various domains. His multifaceted expertise is a testament to his enduring commitment to personal and professional growth, making his insights and contributions invaluable to any endeavor.

Age – 60 years

DIN -00711450

Nature of expertise in specific functional areas -Leadership, Governance, Marketing, Risk and Business Management

Inter-se relationships with directors and key managerial personnel - NIL

Listed companies (other than Tantia Constructions Limited) in which Mr. Ketan Mangaldas Shanghavi holds directorship and committee membership – NIL

Shareholding in the Company- NIL

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid – Not Applicable

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended – He was appointed as an Additional Director (Non- Executive- Independent Director) in the Board Meeting dated 15<sup>th</sup> September 2023. He attended the Board Meeting held on 16<sup>th</sup> October 2023.

Listed Entities from which Mr. Ketan Mangaldas Shanghavi has resigned as Director in past 3 years - NIL

Skills and capabilities required for the role and the manner in which Prof Santanu Ray meets such requirements – please refer the explanatory statement

**Name: Mr. Rakesh Kumar Jain**

**Independent Director**

Mr. Rakesh Kumar Jain is a B.COM (Hons), FCA, FCS, Insolvency Professional, Registered Valuer (SFA), Independent Director, Concurrent Auditor.

He is a dynamic and seasoned financial professional with a successful track record of 28 years in providing comprehensive financial and strategic guidance. A Chartered Accountant and Company Secretary with a strong foundation in income tax, accounting, taxation, audits, and regulatory compliance. Proficient in leading financial teams, managing intricate financial structures, and interfacing with regulatory authorities. An Insolvency Professional and Registered Valuer (SFA) with the ability to drive organizational growth through sound financial management. Overseeing financial and accounting functions, including tax planning, audits, and financial reporting. Developing and implementing strategic financial plans that optimize financial performance and maximize shareholder value.

Developing and implementing internal controls, ensuring compliance with financial regulations. Providing expert advice on complex financial matters, assisting management in making informed decisions.

Age – 50 years

DIN - 01011189

Nature of expertise in specific functional areas -Leadership, Governance, Marketing, Risk and Business Management

Inter-se relationships with directors and key managerial personnel - NIL

Listed companies (other than Tantia Constructions Limited) in which Mr. Rakesh Kumar Jain holds directorship and committee membership – NIL

Shareholding in the Company- NIL

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid – Not Applicable

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended – He was appointed as an Additional Director (Non- Executive- Independent Director) in the Board Meeting dated 15<sup>th</sup> September 2023. He attended the Board Meeting held on 16<sup>th</sup> October 2023.

Listed Entities from which Mr. Rakesh Kumar Jain has resigned as Director in past 3 years - NIL

Skills and capabilities required for the role and the manner in which Mr. Rakesh Kumar Jain meets such requirements – please refer the explanatory statement

**Name: Ms Ramya Hariharan****Independent Director**

Ms. Ramya Hariharan is founder of Citadel Law Chambers with over 20 years of practice, has experience in handling general corporate, mergers and acquisitions, banking and finance, insolvency and restructuring and projects. She is also a qualified Company Secretary. She graduated as a lawyer in 2002 from the Calcutta University. She began her career as a litigation lawyer and thereafter joined Shardul Amarchand Mangaldas (SAM). She resigned from SAM in 2009 as a principal associate and co-founded Argus Partners. She quit Argus Partners in September 2014 to start her practice under the name Citadel Law Chambers. In 2016 she merged her practice with HSA Advocates. She was the partner in charge of the eastern region operations of HSA Advocates till July 2020. In August 2020, she moved out of HSA Advocates and has restarted Citadel Law Chambers. She is on the board of various listed and unlisted companies including Tata Group of Companies. She has been listed among Top 100 lawyers in the Forbes Legal Powerlist 2021 and 2022. She has been ranked as a leading individual in the City Focus category by Legal 500 Asia Pacific 2023.

Age – 45 years

DIN - 06928511

Nature of expertise in specific functional areas -Leadership, Governance, Marketing, Risk and Business Management

Inter-se relationships with directors and key managerial personnel - NIL

Listed companies (other than Tantia Constructions Limited) in which Ms Ramya Hariharan holds directorship and committee membership –

Name of the Company	Name of the Committee	Member/Chairman of a Committee
TRF LTD	Stakeholder's Relationship Committee	Member
KKALPANA INDUSTRIES (INDIA) LIMITED	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Stakeholder's Relationship Committee	Chairperson
Ddev Plastiks Industries Ltd	Audit Committee	Member
	Nomination and Remuneration Committee	Member

Shareholding in the Company- NIL

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid – Not Applicable

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended – She was appointed as an Additional Director (Non- Executive- Independent Director) in the Board Meeting dated 15<sup>th</sup> September 2023. She attended the Board Meeting held on 16<sup>th</sup> October 2023.

Listed Entities from which Ms Ramya Hariharan has resigned as Director in past 3 years –

Sl. No.	Name of the Company	Date of Cessation
1.	TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED	02/03/2023
2.	AI CHAMPDANY INDUSTRIES LIMITED	11/12/2020

Skills and capabilities required for the role and the manner in which Ms Ramya Hariharan meets such requirements – please refer the explanatory statement

**Name: Mr. Upendra Singh**

**Non- Executive Director**

He is a successful entrepreneur having 25 years of experience in construction, infrastructure and sand mining business. He has completed many projects in the State of Bihar and Jharkhand. Having expertise in handling projects in deep villages situated in rough terrains, has paved his way towards development in civil infrastructure industry.

Age – 51 years

DIN - 01960448

Nature of expertise in specific functional areas -Leadership, Governance, Marketing, Risk and Business Management

Inter-se relationships with directors and key managerial personnel - NIL

Listed companies (other than Tantia Constructions Limited) in which Mr. Upendra Singh holds directorship and committee membership – NIL

Shareholding in the Company- NIL

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto

Remuneration proposed to be paid – Not Applicable

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended – He was appointed as an Additional Director (Non- Executive- Independent Director) in the Board Meeting dated 15<sup>th</sup> September 2023. He have not attended any meeting of Board of Directors from the date of appointment.

Listed Entities from which Mr. Upendra Singh has resigned as Director in past 3 years - NIL