

Date: 30th May, 2019

To,
National Stock Exchange of India Limited
Exchange Plaza,
5th Floor, Plot No. C-1,
G Block, Bandra Kuria Complex,
Bandra (E),
Mumbai — 400 051

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai - 400 001

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Ref: NSE Symbol –TARMAT; BSE Script Code -532869

Dear Sir,

In terms of Clause 3(b)(iii) of SEBI Circular No. CIR/CFD/CMDI/27 /2019 dated 8th February, 2019; we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by Mr. Prashant Diwan, Practicing Company Secretary on 29th May, 2019.

Please take the information on your record.

Regards

For **TARMAT LIMITED**



S. Chakraborty
Company Secretary



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

**SECRETARIAL COMPLIANCE REPORT OF TARMAT LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Tarmat Limited** ("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 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")

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

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As per the explanations given to me in the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and based on the above examination, I hereby report that, during the Review Period:





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(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:-

Sr. No	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 7 (3) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Company has not filed Compliance Certificate within prescribed time for the half year ended September 2018	The said Compliance certificate was filed after the prescribed time limit
2	Regulation 31 (1) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Company has not filed Shareholding patterns within prescribed time for the Quarter ended June 2018, December 2018 and March 2019	The said shareholding patterns were filed after the prescribed time limit
3	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Out of total Promoter(s) and promoter group shareholding one Promoter holding 120 Equity Shares are not in dematerialized form.	The Shareholding of the Promoter(s) and promoter group is not 100% in dematerialized form
4	Regulation 34 (1) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Company has not submitted Annual Report for the year ended 31 st March, 2018 within prescribed time	The Annual Report for the year ended 31 st March, 2018 was submitted after the prescribed time limit
5	Regulation 40 (10) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Company has not filed Certificate within prescribed time for the half year ended September 2018	The said certificate was filed after the prescribed time limit
6	Regulation 44 (3) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Company has not filed the voting results of Postal Ballot and Annual General Meeting in the XBRL format specified by the Board within prescribed time	The voting results of Postal Ballot and Annual General Meeting in the XBRL format were filed after the prescribed time limit
7	Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Company has not maintain a functional website containing information mentioned in said Regulation	As informed by the Company, the requisite measures have been taken to update the website.
8	Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996	PDF file of Reconciliation of Share Capital Audit report for the quarter ended March 2018 was not filed within prescribed time and PDF and XBRL file of Reconciliation of Share Capital Audit report for the quarter ended December 2018 were not filed within prescribed time	The respective files of Reconciliation of Share Capital Audit reports were filed after the prescribed time limit



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9	SEBI Circular – SEBI/LAD-NRO/GN/ 2018/24 dated 8 th June, 2018, BSE Circular LIST/ COMP/ 15/2018-19 dated 5 th July, 2018, and NSE Reference number NSE/CML/2018/26 dated 9 th July, 2018	The Company has not implemented the Directions given in the said Circular w.r.t. sending letters including reminders to shareholders holding shares in physical form and appraising them about compulsory dematerialization of shares certificates about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018	As informed by the Company, the requisite communication will be sent to the Shareholders in due course
10	SEBI Circular SEBI/HO/MIRSD/DOP1/CIR /P/2018/73 dated 20 th April, 2018	The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc	As informed by the Company, the requisite communication will be sent to the Shareholders in due course

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder so far as it appears from my 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 letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	NSE	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for not/adequately informed the Stock Exchange regarding events mentioned in said regulation	NSE have issued a warning letter vide letter no NSE/LIST/50816 dated 19.06.2018 and requested the Company to take abundant precaution in future with respect to intimation to Exchange as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not adequately informed the Stock Exchange about the One Time Settlement proposal received from Vijaya Bank for which Stock Exchange had sought clarification.
2	NSE	Non - Compliance as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	NSE have issued a letter vide letter no NSE/LIST/6806 dated 01.06.2018 Non - Compliance as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and asked Company to clarify on points mentioned hereunder:	The Company vide its Letter dated 06.06.2018 has provided following to NSE: 1. Standalone Reconciliation of Equity Shares



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			mentioned hereunder: 1. Standalone Reconciliation of Equity not submitted 2. Consolidated Reconciliation of profit and loss not submitted 3. Consolidated Reconciliation of Equity not submitted 4. Financial Results submitted is not as per format prescribed by SEBI	2. Consolidated Reconciliation of Financial Result 3. Consolidated Reconciliation of Equity shares
3	BSE	Non-Compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for non submission of Annual Report within prescribed time	BSE levied the fine of Rs.2,000/- per days till the date of Compliance	The Company has paid total fine of Rs. 32,000/- on 05.01.2019

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2018	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity.
Not Applicable, as this being the first report				




CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979

Date: 29.05.2019
Place: Mumbai