

Date: 06th September, 2019

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E),
Mumbai 400051

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai - 400001

Dear Sir/Madam

Sub: Notice of the 34th Annual General Meeting and Annual Report 2018-19

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

1. We wish to inform you that the 34th Annual General Meeting ('AGM') of Tarmat Limited ('Company') is scheduled to be held on Monday, the 30th day of September, 2019 at 03.00 pm at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai-400049.

The Notice of the AGM and the Annual Report of the Company for the financial year 2018-19 are enclosed herewith for your records.

2. Further The Register of Members and the Share Transfer Books will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive) for the purpose of Annual general meeting.
3. The company is providing electronic voting (e-voting) facility to the members through electronic voting platform of Central Depository Services (India) Limited on all resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. 23.09.2019. The remote e-voting will commence on 27.09.2019, 09.00 a.m. and ends on 29.09.2019, 05 p.m.
4. The Cutoff date for the purpose of determine the entitlement of voting rights of members for e-voting is fixed as 23.09.2019.

Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully
For **Tarmat Limited**



S. Chakraborty
Company Secretary



TARMAT LIMITED

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF THE TARMAT LIMITED WILL BE HELD ON MONDAY, THE 30TH SEPTEMBER 2019 AT 03.00 PM AT HOTEL SEA PRINCESS, JUHU TARA ROAD, JUHU BEACH, MUMBAI-400049 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements.

To receive, consider and adopt the standalone and consolidated Financial Statements of the company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

Item No. 2 - Appointment of Mrs. Regina Manish Sinha (DIN: 08488285) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 (1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’), Mrs. Regina Manish Sinha (DIN: 08488285), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director (Non-executive Independent Director) of the Company to hold office for five consecutive years from the date of this 34th Annual General Meeting i.e. 30th September, 2019 till the conclusion of 39th Annual General Meeting to be held in the year 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

Item No. 3 - Re-Appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 (1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’), Mr. Ramesh Chander Gupta (DIN: 00554094), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director (Non- executive Independent Director) of the Company to hold office for five consecutive years from the date of this 34th Annual General Meeting i.e. 30th September, 2019 till the conclusion of 39th Annual General Meeting to be held in the year 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

Item No. 4 - Appointment of Mr. Amit Shah (DIN: 08467309) as an Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Amit Shah (DIN: 08467309), who was appointed as an Additional Director of the company with effect from 30th May, 2019 by the Board of Directors of the company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the company and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment be and is hereby appointed with effect from the date of this 34th Annual General Meeting i.e. 30th September, 2019 as a Executive Director of the company, liable to retire by rotation.”

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

Item No. 5 - Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2019-20.

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

“**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 if any, including any statutory modification(s) or re-enactment thereof, for the time being in force and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. Satish shah, Cost Accountant, the Cost Auditor of the Company, to audit the cost records maintained by the Company for the Financial Year 2019-20, amounting to Rs. 75000/- (Rupees Seventy five thousand only) plus taxes as applicable and reimbursement of actual travel and out of pocket expenses be and is hereby ratified and confirmed.”

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 10th August, 2019
Place: Mumbai

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER**
2. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act') in respect of the business under Item Nos. 2 to 5 of the Notice, is annexed hereto.
3. Corporate Members are required to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their Attendance Slip along their copy of the Annual Report to the meeting.
5. Member who holds shares in dematerialized form requested to write their client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. Members seeking any further information about the accounts are requested to send their queries to the Company to collect the relevant information.
7. Members are requested to notify immediately any change in their address /bank mandate to their respective Depository Participants (DP s) in respect of their electronic shares account and to the Registrar and Share Transfer Agent of the Company at Big share services private Limited 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.
8. The Register of Members and the Share Transfer Book of the Company will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).
9. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting the said resolutions will not be decided on a show of hands at the AGM.
10. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the company as on the cut-off date i.e. 23.09.2019.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting ('AGM') by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). In addition, the facility for voting through Ballot Paper shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The instructions for e-voting as per details below:
 - (i) The remote e-voting period commences on Friday, 27.09.2019, (09.00 a.m.) (IST) and ends on Sunday, 29.09.2019 (05 p.m.) (IST), During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Log on to the e-voting website www.evotingindia.com,

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) Above to cast vote.
- (B) The voting period begins on 27.09.2019 to 29.09.2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 10th August, 2019

Place: Mumbai

ANNEXURE TO THE NOTICE
Explanatory Statement
[Pursuant to Section 102(1) of the Companies Act, 2013]

THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED

Item No. 2 - Appointment of Mrs. Regina Manish Sinha (DIN: 08488285) as an Independent Director of the Company.

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Mrs. Regina Manish Sinha (DIN: 08488285) as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective May 2, 2019. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mrs. Regina Manish Sinha will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

The Company has received from Mrs. Regina Manish Sinha (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mrs. Regina Manish Sinha as an Independent Director of the Company for five consecutive years from the date of this 34th Annual General Meeting i.e. 30th September, 2019 till the conclusion of 39th Annual General Meeting to be held in the year 2024 not liable, not liable to retire by rotation.

A copy of the letter of appointment of Mrs. Regina Manish Sinha as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mrs. Regina Manish Sinha are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Regina Manish Sinha, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Ordinary resolution set forth in Item No. 2 for the approval of the Members.

Item No. 3 - Re-Appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Independent Director of the Company.

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Ramesh Chander Gupta (DIN: 00554094) as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective May 2, 2019. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Ramesh Chander Gupta will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

Further Mr. Ramesh Chander Gupta (DIN: 00554094) was appointed as an Independent Non Executive Director of the Company by the members at the 29th AGM of the Company held on Tuesday 30th September, 2014 at 2.30 P.M. at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai 400049 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections

149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Chander Gupta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Ramesh Chander Gupta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramesh Chander Gupta as an Independent Director.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ramesh Chander Gupta, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Special resolution set forth in Item No. 3 for the approval of the Members.

Item No. 4 - Appointment of Mr. Amit Shah (DIN: 08467309) as an Executive Director of the Company.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Amit Shah (DIN: 08467309) as an Additional (Executive) Director of the Company effective May 30th, 2019. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Amit Shah will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

The Company has received from Mr. Amit Shah (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

The profile and specific areas of expertise of Mr. Amit Shah are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Amit Shah, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5 - Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2019-20.

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time ("Cost Audit Rules"), to have the audit of its cost records for products covered under the Cost Audit Rules conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of to Mr. Satish shah, Cost Accountants as the Cost Auditor for Financial Year 2019-20.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary resolution set forth in Item No. 5 for the approval of the Members.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 10th August, 2019
Place: Mumbai

ANNEXURE TO THE NOTICE

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard on General Meetings]**

Name of the Director	Mrs. Regina Manish Sinha (DIN: 08488285)	Mr. Ramesh Chander Gupta (DIN: 00554094)	Mr. Amit Shah (DIN: 08467309)
Date of Birth	20/12/1973	01/01/1945	29/01/1974
Qualification and Experience	Qualification: DHRM (Welingkar) Experience: having 18 years hard core experience in Recruitment & Training & Development areas.	B E (Civil Engg from IIT Delhi in 1966) MI E institution of Engineers India Rtd. Associate Director Airport (intercontinental consultant and techno crat Pvt ltd New Delhi)	Qualification: Chartered Accountant Experience: specializing in the field of Finance, advisory & consultation. He has experience of banking & has worked with a reputed private bank at senior position for over 15 years. He has worked closely with all the major infrastructure companies while in his previous stint as a banker & closely associated with many infrastructure companies in India
Date of first appointment in the current designation	02/05/2019	14/07/2012	30/05/2019
Shareholding in the Company	Nil	Nil	Nil
Directorship in other public companies	Nil	Nil	Nil
Memberships/ Chairmanship of Committees of other companies	Nil	Nil	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	Nil	Nil	Nil
Number of Meetings of the Board attended	Nil (Appointed in 02/05/2019)	4	Nil (Appointed in 30/05/2019)
Details of remuneration last drawn	Nil (Appointed in 30/05/2019)	Nil	Nil (Appointed in 30/05/2019)

ROUTE MAP TO THE AGM VENUE



**ATTENDANCE SLIP
TARMAT LIMITED**

Regd Off: P B NO 9042, Goregaon (East), Mumbai - 400 063.

CIN: L45203MH1986PLC038535

Website: - www.tarmatlimited.com • email id: cs@tarmatlimited.com

I hereby record my presence at the 34th Annual General Meeting of the Company held on Monday, 30th September 2019 at 03.00 pm at the Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai – 400 049.

Full name of the Shareholder (in block letters)

Ledger Folio No. DP ID Client ID

Number of Shares held.....

Full name of Proxy (in block letters)

Signature of Shareholder or Proxy attending

Please provide full name of the 1st Joint Holder

Notes: (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

..... Tear Here

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TARMAT LIMITED

Regd Off: P B NO 9042, Goregaon (East), Mumbai - 400 063.

CIN: L45203MH1986PLC038535

Website: - www.tarmatlimited.com • email id: cs@tarmatlimited.com

Name of the member(s)

Registered address

E-mail id

Folio No. / Client Id

DP ID

I/We, being the member(s) of Equity shares of Tarmat Limited, hereby appoint

1. Name..... Email Id:

Address: Signature:

or failing him/her

2. Name..... Email Id:

Address: Signature:

or failing him/her

3. Name..... Email Id:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Monday, 30th September 2019 at 03.00 pm at the Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai – 400 049 and at any adjournment thereof in respect of such resolutions as are indicated below

Sr No	Resolution
1	To receive, consider and adopt the standalone and consolidated Financial Statements of the company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2	Appointment of Mrs. Regina Manish Sinha (DIN: 08488285) as an Independent Director of the Company.
3	Re-Appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Independent Director of the Company.
4	Appointment of Mr. Amit Shah (DIN: 08467309) as an Executive Director of the Company.
5	Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2019- 20.

Signed this day of 2019.

Signature of Shareholder

Signature of proxy holder (s)

Please
affix Re.
1/- revenue
stamp and
sign across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



34TH ANNUAL REPORT 2018-19

AIRPORTS

HIGHWAYS

INFRASTRUCTURE

RAILWAYS

REAL ESTATE

- ▶ Resurfacing/Extension of Runway at Air Force Station Maharajpur
Military Engineering Services
- ▶ Resurfacing/Extension of Runway at Air Force Station Awantipur
Military Engineering Services
- ▶ Future Apron with Automated lighting
Bangalore International Airport Limited
- ▶ Runway Resurfacing at Air force station, Agra Military Engineering Services
- ▶ Runway Strengthening & Taxi Tracks upgradation work at Cochin International Airport
Cochin International Airport Limited
- ▶ Resurfacing of main Runway including profile correction at CA Juhu Airports Authority of India, Mumbai
- ▶ Construction of apron, associated taxiways, Isolation bay, GSE area and associated works at Tiruchirapalli (Trichy) International Airport
- ▶ Construction of R Taxi track left out portion connecting runway 07/25 & 12/30, N taxi track connecting runway 07/25 at Chennai Airport, Chennai.
- ▶ Upgradation and widening of Main Runway at Nanded Airport Maharashtra
Industrial Development Corporation
- ▶ Extension and strengthening of Runway, Taxi track & Apron at Trichy Airport
Airports Authority of India
- ▶ Extension of Apron & Additional Parking Bays at Trivandrum Airport
Airports Authority of India
- ▶ Upgrading of main Runway 09/27 including dismantling and re-doing of Runway CAT - II light installations at Mumbai Airport
Airports Authority of India
- ▶ Construction of 4 No's remote parking bays on north of abandoned taxi track - B-3 at CSI Airport, Mumbai Airports Authority of India
- ▶ Re-strengthening of Runway and Taxi track, Laying Glass Grid at NAS Arakkonam. Tamil-Nadu
Military Engineering Services
- ▶ Extension of Runway at 24 Beginning, Expansion of Apron (Rigid), suitable for C type of Aircraft, Resurfacing of existing Runway (Flexible) and other associated works (Civil & Electrical) at Swami Vivekananda Airport Raipur.”



COMPANY INFORMATION

Board of Directors

Mrs. Regina Manish Sinha
Mr. Amit Shah
Mr. R. C. Gupta

Chairperson and Independent Director
Executive Director
Independent Director

Company Secretary and Chief Financial Officer

Mr. S. Chakraborty

Statutory Auditors

M/s Mehta Kothari & Associates
Chartered Accountants
134, Great Western Building,
Maharashtra Chambers of Commerce Lane,
Fort, Mumbai 400 001.

Bankers

Canara bank

Registered Office

Tank Road, Off Gen Vaidya Marg,
Goregaon (East), Mumbai 400 063
Tel: +91-22-2840 2130/ 1180
Website: www.tarmatlimited.com

Registrars & Transfer Agents

Bigshare Services Private Limited
(Unit : Tarmat Limited)
1st Floor, Bharat Tin works building,
Opp. Vasant Oasis Makwana Road,
Marol, Andheri East,
Mumbai-400059, Maharashtra.
Tel: 022 62638200
Fax: 022 62638299
Email: shubhangi@bigshareonline.com
Website: www.bigshareonline.com
Contact Name: Shubhangi Wanivadekar

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NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF THE TARMAT LIMITED WILL BE HELD ON MONDAY, THE 30TH SEPTEMBER 2019 AT 03.00 PM AT HOTEL SEA PRINCESS, JUHU TARA ROAD, JUHU BEACH, MUMBAI-400049 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements.

To receive, consider and adopt the standalone and consolidated Financial Statements of the company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

Item No. 2 - Appointment of Mrs. Regina Manish Sinha (DIN: 08488285) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 (1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’), Mrs. Regina Manish Sinha (DIN: 08488285), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director (Non-executive Independent Director) of the Company to hold office for five consecutive years from the date of this 34th Annual General Meeting i.e. 30th September, 2019 till the conclusion of 39th Annual General Meeting to be held in the year 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

Item No. 3 - Re-Appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 (1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’), Mr. Ramesh Chander Gupta (DIN: 00554094), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director (Non- executive Independent Director) of the Company to hold office for five consecutive years from the date of this 34th Annual General Meeting i.e. 30th September, 2019 till the conclusion of 39th Annual General Meeting to be held in the year 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

Item No. 4 - Appointment of Mr. Amit Shah (DIN: 08467309) as an Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Amit Shah (DIN: 08467309), who was appointed as an Additional Director of the company with effect from 30th May, 2019 by the Board of Directors of the company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the company and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment be and is hereby appointed with effect from the date of this 34th Annual General Meeting i.e. 30th September, 2019 as a Executive Director of the company, liable to retire by rotation.”

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

Item No. 5 - Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2019-20.

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

“**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 if any, including any statutory modification(s) or re-enactment thereof, for the time being in force and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. Satish shah, Cost Accountant, the Cost Auditor of the Company, to audit the cost records maintained by the Company for the Financial Year 2019-20, amounting to Rs. 75000/- (Rupees Seventy five thousand only) plus taxes as applicable and reimbursement of actual travel and out of pocket expenses be and is hereby ratified and confirmed.”

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 10th August, 2019
Place: Mumbai

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER**
2. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act') in respect of the business under Item Nos. 2 to 5 of the Notice, is annexed hereto.
3. Corporate Members are required to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their Attendance Slip along their copy of the Annual Report to the meeting.
5. Member who holds shares in dematerialized form requested to write their client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. Members seeking any further information about the accounts are requested to send their queries to the Company to collect the relevant information.
7. Members are requested to notify immediately any change in their address /bank mandate to their respective Depository Participants (DP s) in respect of their electronic shares account and to the Registrar and Share Transfer Agent of the Company at Big share services private Limited 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.
8. The Register of Members and the Share Transfer Book of the Company will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).
9. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting the said resolutions will not be decided on a show of hands at the AGM.
10. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the company as on the cut-off date i.e. 23.09.2019.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting ('AGM') by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). In addition, the facility for voting through Ballot Paper shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The instructions for e-voting as per details below:
 - (i) The remote e-voting period commences on Friday, 27.09.2019, (09.00 a.m.) (IST) and ends on Sunday, 29.09.2019 (05 p.m.) (IST), During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Log on to the e-voting website www.evotingindia.com,

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
- After receiving the login details 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) Above to cast vote.
- (B) The voting period begins on 27.09.2019 to 29.09.2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 10th August, 2019
Place: Mumbai

ANNEXURE TO THE NOTICE
Explanatory Statement
[Pursuant to Section 102(1) of the Companies Act, 2013]

THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED

Item No. 2 - Appointment of Mrs. Regina Manish Sinha (DIN: 08488285) as an Independent Director of the Company.

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Mrs. Regina Manish Sinha (DIN: 08488285) as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective May 2, 2019. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mrs. Regina Manish Sinha will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

The Company has received from Mrs. Regina Manish Sinha (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mrs. Regina Manish Sinha as an Independent Director of the Company for five consecutive years from the date of this 34th Annual General Meeting i.e. 30th September, 2019 till the conclusion of 39th Annual General Meeting to be held in the year 2024 not liable, not liable to retire by rotation.

A copy of the letter of appointment of Mrs. Regina Manish Sinha as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mrs. Regina Manish Sinha are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Regina Manish Sinha, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Ordinary resolution set forth in Item No. 2 for the approval of the Members.

Item No. 3 - Re-Appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Independent Director of the Company.

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Ramesh Chander Gupta (DIN: 00554094) as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective May 2, 2019. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Ramesh Chander Gupta will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

Further Mr. Ramesh Chander Gupta (DIN: 00554094) was appointed as an Independent Non Executive Director of the Company by the members at the 29th AGM of the Company held on Tuesday 30th September, 2014 at 2.30 P.M. at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai 400049 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections

149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Chander Gupta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Ramesh Chander Gupta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramesh Chander Gupta as an Independent Director.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ramesh Chander Gupta, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Special resolution set forth in Item No. 3 for the approval of the Members.

Item No. 4 - Appointment of Mr. Amit Shah (DIN: 08467309) as an Executive Director of the Company.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Amit Shah (DIN: 08467309) as an Additional (Executive) Director of the Company effective May 30th, 2019. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Amit Shah will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

The Company has received from Mr. Amit Shah (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

The profile and specific areas of expertise of Mr. Amit Shah are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Amit Shah, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5 - Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2019-20.

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time ("Cost Audit Rules"), to have the audit of its cost records for products covered under the Cost Audit Rules conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of to Mr. Satish shah, Cost Accountants as the Cost Auditor for Financial Year 2019-20.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary resolution set forth in Item No. 5 for the approval of the Members.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 10th August, 2019
Place: Mumbai

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of the Director	Mrs. Regina Manish Sinha (DIN: 08488285)	Mr. Ramesh Chander Gupta (DIN: 00554094)	Mr. Amit Shah (DIN: 08467309)
Date of Birth	20/12/1973	01/01/1945	29/01/1974
Qualification and Experience	Qualification: DHRM (Welingkar) Experience: having 18 years hard core experience in Recruitment & Training & Development areas.	B E (Civil Engg from IIT Delhi in 1966) MI E institution of Engineers India Rtd. Associate Director Airport (intercontinental consultant and technocrat Pvt Ltd New Delhi)	Qualification: Chartered Accountant Experience: specializing in the field of Finance, advisory & consultation. He has experience of banking & has worked with a reputed private bank at senior position for over 15 years. He has worked closely with all the major infrastructure companies while in his previous stint as a banker & closely associated with many infrastructure companies in India
Date of first appointment in the current designation	02/05/2019	14/07/2012	30/05/2019
Shareholding in the Company	Nil	Nil	Nil
Directorship in other public companies	Nil	Nil	Nil
Memberships/ Chairmanship of Committees of other companies	Nil	Nil	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	Nil	Nil	Nil
Number of Meetings of the Board attended	Nil (Appointed in 02/05/2019)	4	Nil (Appointed in 30/05/2019)
Details of remuneration last drawn	Nil (Appointed in 30/05/2019)	Nil	Nil (Appointed in 30/05/2019)

ROUTE MAP TO THE AGM VENUE



DIRECTORS REPORT

Dear Members,

Your Directors are pleased to present the Thirty Fourth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended March 31, 2019.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2018-19 is as under:

(₹ In Lakh)

Particular	Standalone		Consolidated	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue from Operations	9,559.51	6168.40	13,163.30	20535.73
Other Income	2,184.66	1904.71	2,182.35	1150.98
Total Income	11,744.17	8073.11	15,345.65	21686.71
Less: Expenses	11,673.20	8062.92	15,274.68	21676.52
Profit / Loss before tax and Extraordinary / exceptional items	70.97	10.19	70.97	10.19
Less: Extraordinary / exceptional items	0.00	0.00	0.00	0.00
Profit before tax	70.97	10.19	70.97	10.19
Less: Current Income Tax	0.00	0.00	0.00	0.00
Less: Previous year adjustment of Income Tax	0.00	(119.54)	0.00	(119.54)
Less Deferred Tax	13.92	5.01	13.16	5.77
Net Profit after Tax	57.05	124.72	57.81	123.96
Earnings per share (Basic)	0.52	1.14	0.53	1.13
Earnings per Share(Diluted)	0.52	1.14	0.53	1.13

2. Performance of the company

The profit (after tax) during the year ending 31st March 2019 on Standalone basis was Rs. 57.05 lakh against Profit of Rs. 124.72 lakh for the previous year ended 31st March 2018. The company is in the process of securing some projects.

3. Future prospects

In terms of Govt of India's policy of boosting to the infrastructure sector, Tarmat initiated it's efforts to secure maximum number of projects in Future. In view of such efforts the company has projects worth about Rs. 500 Crores in hands to be executed over two and half year. To support completions these projects the company is putting it's efforts to tie up adequate financial support from banks.

Capital and Finance

The company, to support issue of fresh capital on Preferential basis to the promoters and other investors the Company increased it's Authorised capital from Rs. 12.00 Crores to Rs. 16.00 Crores as on date.

4. Significant events during the financial year 2018-19

The company is Happy to inform its shareholders, that Tarmat has settled all its outstanding dues with all of its bankers. The company is in the process of applying for fresh facilities with existing and new bankers.

5. Performance Evaluation

In accordance with the relevant provisions of the Act read with the corresponding Rules framed thereunder, the SEBI Regulations and the Guidance Note on Board Evaluation issued by SEBI vide its circular dated January 5, 2017, evaluation of the performance of the individual Directors, Chairman of the Board, the Board as a whole and its individual statutory Committees was carried out for the year under review. The manner in which the evaluation was carried out and the outcome of the evaluation are explained in the Corporate Governance Report.

6. Unclaimed Dividend/ Shares

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the

Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. www.tarmatlimited.com.

Mandatory Transfer of Shares to Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/unclaimed dividend on shares for a consecutive period of seven years In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

Company has transferred the entire unpaid and Unclaimed Dividend to Investor Education and Protection Fund which was declared in FY 2008-09, 2009-10 and 2010-2011. As per Regulation 34(3) read with Schedule V of the Listing Regulations, the details of the shares in the

7. Dividend

Due to inadequate profit during the year your Directors have not recommended any dividend for the Financial Year ended March 31, 2019.

8. Reserves

There are no transfers to Reserves during the current financial year.

9. Share Capital

The paid up Equity Share Capital as at March 31, 2019 stood at Rs. 1096.07 lac. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants.

10. Directors and Key Managerial Personnel

During the year under review, the Board of Directors on recommendation of the Nomination and Remuneration Committee appointed Mrs. Regina Manish Sinha (DIN: 08488285) as an Additional Director designated as Non-Executive and Independent Director with effect from May 02, 2019. In terms of Section 161 (1) of the Act, Mrs. Regina Manish Sinha (DIN: 08488285) holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mrs. Regina Manish Sinha (DIN: 08488285) name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Regina Manish Sinha (DIN: 08488285) as an Additional Director designated as Non-Executive and Independent Director, for the approval by the members of the Company. Brief profile of Mrs. Regina Manish Sinha (DIN: 08488285) has been given in the Notice convening the Annual General Meeting.

Further the Board of Directors on recommendation of the Nomination and Remuneration Committee appointed Mr. Ramesh Chander Gupta (DIN: 00554094) as an Additional Director designated as Non-Executive and Independent Director with effect from May 02, 2019. In terms of Section 161 (1) of the Act, Mr. Ramesh Chander Gupta (DIN: 00554094) holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mr. Ramesh Chander Gupta (DIN: 00554094) name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Additional Director designated as Non-Executive and Independent Director, for the approval by the members of the Company. Brief profile of Mr. Ramesh Chander Gupta (DIN: 00554094) has been given in the Notice convening the Annual General Meeting.

Further As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Mr. Ramesh Chander Gupta (DIN: 00554094) was appointed as an Independent Non Executive Director of the

Company by the members at the 29th AGM of the Company held on Tuesday 30th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Chander Gupta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

Board of Directors on recommendation of the Nomination and Remuneration Committee appointed Mr. Amit Shah (DIN: 08467309) as an Additional Director designated as Executive Director with effect from May 30, 2019. In terms of Section 161 (1) of the Act, Mr. Amit Shah (DIN: 08467309) holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mr. Amit Shah (DIN: 08467309) name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Amit Shah (DIN: 08467309) as an Additional Director designated as Executive Director, for the approval by the members of the Company. Brief profile of Mr. Amit Shah (DIN: 08467309) has been given in the Notice convening the Annual General Meeting.

Mr. C. S. Sanghavi resigned as Non-Executive, Independent Director of the Board effective from April 08th, 2019 to pursue other interests and commitments. The Board places on record its deep appreciation for the services rendered by Mr. C. S. Sanghavi during his tenure as Director and Member of various committees of the Board of Directors of the Company.

Mr. Pratul Govind Dube resigned as Non-Executive, Independent Director of the Board effective from May 29th, 2019 to pursue other interests and commitments. The Board places on record its deep appreciation for the services rendered by Mr. Pratul Govind Dube during his tenure as Director and Member of various committees of the Board of Directors of the Company.

Mrs. Saramma Varghese resigned as Executive Director of the Board effective from May 30th, 2019. The Board places on record its deep appreciation for the services rendered by Mrs. Saramma Varghese during her tenure as Director and Member of various committees of the Board of Directors of the Company.

Mr. Dilip Varghese resigned as Managing Director (Executive Director) of the Board effective from June 12th, 2019. The Board places on record its deep appreciation for the services rendered by Mr. Dilip Varghese during his tenure as Director and Member of various committees of the Board of Directors of the Company. Mr. Dilip Varghese appointed as Chief Executive Officer (CEO) w.e.f.13th June, 2019.

Mr. Jerry Varghese resigned as Executive Director (Chairman) of the Board effective from June 12th, 2019. The Board places on record its deep appreciation for the services rendered by Mr. Jerry Varghese during his tenure as Director and Member of various committees of the Board of Directors of the Company. Mr. Jerry Varghese appointed as Chief Operating Officer (COO) w.e.f.13th June, 2019

11. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

There were no material changes affecting the nature of business and financial position of the Company during the year under review except repayment of all dues to Vijay Bank and Kotak Mahindra Bank.

12. Remuneration of directors and employees

Disclosure comprising particulars with respect to the remuneration of directors and employees, as required to be disclosed in terms of the provisions of section 197(12) of the Act and rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure III to this Report.

13. Number of Meetings of the Board of Director

Five (5) Board Meetings were convened and held during the financial year 2018-19. Details of meetings of the Board along with the attendance of the Directors and member of committee therein have been disclosed in the Corporate Governance Report (Annexed herewith).

14. Audit Committee

Audit Committee were comprised of 3 members including 2 Independent Directors and 1 Executive Director, details of which are provided in the Corporate Governance Report (Annexed herewith).

15. Stakeholders relationship committee

Stakeholders relationship committee were comprised of 3 members including 2 Independent Directors and 1 Executive Director, details of which are provided in the Corporate Governance Report (Annexed herewith).

16. Nomination and Remuneration policies

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors. The Policy also provides for remuneration of Directors, Members of Senior Management and Key Managerial Personnel.

17. Declaration by an Independent Director(s) and re-appointment, if any

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

18. Familiarisation programme for Independent Directors

The Company proactively keeps its Directors informed of the activities of the Company, its management and operation and provides an overall industry perspective as well as issues being faced by the industry. The details of various familiarisation programmes provided to the Directors of the Company is available on the Company's website www.tarmatlimited.com.

19. Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

20. Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

21. Auditors

M/s. Mehta Kothari & Associates, Chartered Accountants (FRN 106247W) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (AGM) of the Members held on September, 29 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September, 29 2018. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

During the year under review, the Auditors have not reported any fraud under Section 143 (12) of the Act and therefore no detail are required to be disclosed under Section 134(3)(ca) of the Act.

There is no audit qualification, reservation or adverse remark for the year under review

22. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. Prashant Diwan, Practicing Company Secretary was appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure-IV to this report. The Company has received the Secretarial Audit report with few observations on which the management replies are as below.

- (i) The share application moneys are being reconciled. No sooner it is complete, the amount will be transferred to the investors protection and education fund.
- (ii) The e-form MR1 is now filed. The Auditor checked.
- (iii) A small fraction of the promoters holding is left for dematerialization, which will be done soon.
- (iv) The respective bank account with Standard chartered bank is in active form which is being activated to transfer the fund.

- (v) There was informal meeting amongst them but it was not recorded, meanwhile two of the directors left on expiry of their terms. This year we will prevail upon them to hold a meeting soon.
- (vi) to (x), (xii) & (xvii)- In these cases it is observed that the company though complied with the requirement by filing the required documents but with little delay. The company regularized those by paying requisite penalties imposed by the authorities.
- (vi) The company filed all requisite documents, but there were some requirements raised by NSE vide letter no. NSE/LIST/6806 DTED 01/06/2018, which was suitably responded by the company.

23. Disclosure about Cost Audit:

As per the Cost Audit Orders, Cost Audit is applicable to the Company for the FY 2018-19.

In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Mr. Satish Ramanlal Shah, Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2019-20. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

24. Details of Subsidiary/Joint Ventures/Associate Companies

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/ Associate Companies/Joint Ventures is given in Form AOC-1 which forms an integral part of this Report.

25. Vigil Mechanism and Whistle Blower

The Company has established a Vigil Mechanism and Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics.

The Vigil Mechanism and Whistle Blower Policy is posted on the website of the Company and the web-link to the same is www.tarmatlimited.com.

26. Extract of Annual Return

Pursuant to the provisions of sections 92(3) and 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, an extract of the annual return in Form no. MGT-9 is annexed as Annexure II to this Report and is also available on the website of the Company i.e. www.tarmatlimited.com

27. Public Deposit

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

During the year company has taken unsecured loan from Directors which is not considered as deposit.

28. Particulars of loans, guarantees or investments under section 186

No loans, guarantees or Investments covered under sections 186 of the Companies Act, 2013, have been given or provided during the year.

29. Particulars of contracts or arrangements with related parties:

The Company has not entered into any contracts or arrangements with related parties referred to in Section 188(3) of the Companies Act, 2013.

30. Management discussion and analysis report

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is provided in a separate section and forms an integral part of this Report.

31. Corporate Governance

Reports on Corporate Governance and Management Discussion and Analysis, in accordance with SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), along with a certificate from Auditors regarding compliance of the Corporate Governance are given separately in this Annual Report.

All Board members and senior management personnel have affirmed compliance with the code of conduct for the year 2018-19.

32. Compliance with Secretarial Standards

Your directors confirm that during the year under review, the Company has been in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

33. Sexual harassment

For the year under review there was no woman employee in the employment of the company, Therefore the provisions of the Act was not complied with.

34. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information as required under Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings is given below:

- i. Conservation of energy:-
 - a) Improvisation and continuous monitoring of Power Factor and replacement of weak capacitors by conducting periodical checking of capacitors.
 - b) The Company has endeavored to optimize the use of energy resources and taken adequate steps to avoid wastage and use latest production technology and equipment.
 - c) Though the Company is making adequate use of energy resources it is looking forward to setup necessary energy conservation equipments in near future.
- ii. Technology Absorption:-
 - a) The Company continues to use the latest technologies for improving the productivity and quality of its services and products.
 - b) The Company's operations do not require significant import of technology.
- iii. Foreign exchange earnings and Outgo:-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is NIL

35. Directors' Responsibility Statement

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors state that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;
- (v) the directors, further state that they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

36. Orders passed by the Regulators or Courts or Tribunals

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company's operation in future

37. Acknowledgements

The Management hereby take this opportunity to thank the Shareholders,Regulators and Government Authorities, Financial Institutions, Banks, Customers, Suppliers. The Management also wishes to place on record their appreciation of the employees at all levels for their hard work, dedication and commitment..

For and on behalf of the board of directors

Mrs. Regina Manish Sinha
Chairperson
DIN: 08488285

Date: 10th August, 2019
Place: Mumbai

Annexure I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries (Not Applicable)

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	NG & TARMAT JV GUJARAT	NG TARMAT GOA JV	MSKEL-TARMAT JV
1. Latest audited Balance Sheet Date	31.03.2019	31.03.2019	31.03.2019
2. Date on which the Associate or Joint Venture was associated or acquired			
3. Shares of Associate or Joint Ventures held by the company on the year end No. Amount of Investment in Associates or Joint Venture Extent of Holding (in percentage)	Nil Nil 40%	Nil Nil 26%	Nil Nil 49%
4. Description of how there is significant influence	Based on holding	Based on holding	Based on holding
5. Reason why the associate/joint venture is not consolidated	NA	NA	NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet			
7. Profit or Loss for the year i. Considered in Consolidation ii. Not Considered in Consolidation	Yes NA	Yes NA	Yes NA

Names of associates or joint ventures which are yet to commence operations: NONE

Names of associates' or joint ventures which have been liquidated or sold during the year: NONE

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified".

For and on behalf of the board of directors

Sd/-
Mrs. Regina Manish Sinha
Chairperson
Din No. 08488285

Date: 10th August, 2019

Place: Mumbai

ANNEXURE-II

FORM NO. MGT 9

Extract of annual return

As on Financial year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45203MH1986PLC038535
2.	Registration Date	03/01/1986
3.	Name of the Company	Tarmat Limited
4.	Category/Sub-category of the Company	Company Limited by share/Indian Non-Government company
5.	Address of the Registered office & contact details	P B No 9042, Goregaon East, Mumbai – 400 063. Tel: +91-22-2840 2130/ 1180 Website: www.tarmatlimited.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited (Unit : Tarmat Limited) 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra. Tel: 022 42153479 Fax: 022 62638299 Email: shwetas@bigshareonline.com Website: www.bigshareonline.com Contact Name: Shweta Salunke

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Construction and maintenance of roads, rail beds, bridges, tunnels, pipeline	421	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

S. No.	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2018			No. of Shares held at the end of the year :31/03/2019			% Change		
		Demat	Physical	Total Shares	Demat	Physical	Total Shares			
(A) Shareholding of Promoter and Promoter Group2										
Indian										
(a)	INDIVIDUAL / HUF	5250922	0	5250922	47.91	4550922	0	4550922	41.52	(6.39)
(b)	Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)									
(i)	GROUP COMPANIES	1361328	120	1361448	12.42	1361328	120	1361448	12.42	0.00
(ii)	TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
(iii)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(1) :	6612250	120	6612370	60.33	5912250	120	5912370	53.94	(6.39)
Foreign										
(a)	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(b)	INDIVIDUAL	0	0	0	0.00	0	0	0	0.00	0.00
(c)	INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total holding for promoters									
	(A)=(A)(1) + (A)(2)	6612250	120	6612370	60.33	5912250	120	5912370	53.94	(6.39)
(B) Public shareholding										
Institutions										
(a)	Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(c)	MUTUAL FUNDS / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(d)	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
(f)	FII'S	0	0	0	0.00	0	0	0	0.00	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(i)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
(j)	FOREIGN PORTFOLIO INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(k)	ALTERNATE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (B)(1) :	0	0	0	0.00	0	0	0	0.00	0.00

Non-institutions										
(a)	BODIES CORPORATE	714196	0	714196	6.52	715675	0	715675	6.53	0.01
(b)	INDIVIDUAL									
(i)	(CAPITAL UP TO Rs. 1 Lakh)	2841281	199	2841480	25.92	2763715	199	2763914	25.22	(0.71)
(ii)	(CAPITAL GREATER THAN Rs. 1 Lakh)	574162	0	574162	5.24	1395548	0	1395548	12.73	7.49
(c)	ANY OTHERS (Specify)									
(i)	TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	CLEARING MEMBER	66339	0	66339	0.61	26095	0	26095	0.24	(0.37)
(iii)	NON RESIDENT INDIANS (NRI)	5652	0	5652	0.05	2575	0	2575	0.02	(0.03)
(iv)	NON RESIDENT INDIANS (REPAT)	85802	0	85802	0.78	85324	0	85324	0.78	(0.00)
(v)	NON RESIDENT INDIANS (NON REPAT)	10706	0	10706	0.10	9206	0	9206	0.08	(0.01)
(vi)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
(vii)	EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
(viii)	OVERSEAS BODIES CORPORATES	0	0	0	0.00	0	0	0	0.00	0.00
(ix)	UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0.00	0.00
(x)	IEPF	0	0	0	0.00	0	0	0	0.00	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(e)		0	0	0	0.00	50000	0	50000	0.46	0.46
	SUB TOTAL (B)(2) :	4348138	199	4348337	39.67	5098138	199	5098337	46.51	6.84
	Total Public Shareholding									
	(B)=(B)(1) + (B)(2)	4348138	199	4348337	39.67	5098138	199	5098337	46.51	6.84
(C) Shares held by Custodians and against which Depository Receipts have been issued										
(a)	SHARES HELD BY CUSTODIANS									
(i)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (C)(1) :	0	0	0	0.00	0	0	0	0.00	0.00
	(C)=(C)(1)		0		0.00	0	0	0	0.00	0.00
	Grand Total (A) + (B) + (C)	10960388	319	10960707	100.00	11010388	319	11010707	100.46	0.46

NOTES :

1) NAME, NUMBER OF SHARES HELD & PERCENTAGE OF ENTITIES / PERSONS HOLDING MORE THAN 1% OF THE TOTAL SHARES OF THE COMPANY IS AS PER ANNEXURE

(ii) Shareholding of Promoter-

S. No.	Category of Shareholder	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 30/03/2019			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	M/S TARMAT CONSTRUCTION PVT. LTD.	120	0.0011	0.0000	120	0.0011	0.0000	0.0000
2	NEHA DILIP VARGHESE	36627	0.3342	0.0000	36627	0.3342	0.0000	0.0000
3	SNEHA VARGHESE	176400	1.6094	0.0000	176400	1.6094	0.0000	0.0000
4	DILIP VARGHESE	744914	6.7962	0.0000	44914	0.4098	0.0000	-6.3864
5	SARAMMA JERRY VARGHESE	1051161	9.5903	0.0000	1051161	9.5903	0.0000	0.0000
6	TARMAT HOLDINGS PVT LTD	1361328	12.4201	0.0000	1361328	12.4201	0.0000	0.0000
7	JERRY VARGHESE	3241820	29.5767	0.0000	3241820	29.5767	0.0000	0.0000
		6612370	60.3280	0.0000	5912370	53.9416	0.0000	-6.3864

(iii) Change in Promoters' Shareholding

S. No.	Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 30/03/2019			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	
2	NEHA DILIP VARGHESE	36627	0.3342	0.0000	36627	0.3342	0.0000	0.0000
3	SNEHA VARGHESE	176400	1.6094	0.0000	176400	1.6094	0.0000	0.0000
4	DILIP VARGHESE	744914	6.7962	0.0000	44914	0.4098	0.0000	-6.3864
5	SARAMMA JERRY VARGHESE	1051161	9.5903	0.0000	1051161	9.5903	0.0000	0.0000
6	TARMAT HOLDINGS PVT LTD	1361328	12.4201	0.0000	1361328	12.4201	0.0000	0.0000
7	JERRY VARGHESE	3241820	29.5767	0.0000	3241820	29.5767	0.0000	0.0000
		6612370	60.3280	0.0000	5912370	53.9416	0.0000	-6.3864
Category of Shareholder	Share holding at the beginning of the year 01/04/2018			Share holding at the end of the year 31/03/2019			% of total shares of the company	
	Number of Shares	% of total shares of the company	% of total shares of the company	Number of Shares	% of total shares of the company	% of total shares of the company		
At the beginning of the year SAME 31/03/2018	6612370	60.33		6612370				
DECREASE 06/04/2018	700000	6.39		5912370	53.94			
At the end of the year				5912370	53.94			

(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	NAME	No. of Shares at the begining/ End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
1	SUNITA BABULAL SURANA	0	31-Mar-18		Transfer	0	0.00
			06-Apr-18	500000	Transfer	5,00,000	4.56
		5,00,000	30-Mar-19	0	Transfer	5,00,000	4.56
2	PRITHVI FINMART PRIVATE LIMITED	200	31-Mar-18	0	Transfer	200	0.00
			06-Apr-18	133980	Transfer	1,34,180	1.22
			13-Apr-18	-98446	Transfer	35,734	0.33
			20-Apr-18	-200	Transfer	35,534	0.32
			11-May-18	200	Transfer	35,734	0.33
			01-Jun-18	-2000	Transfer	33,734	0.31
			29-Jun-18	45256	Transfer	78,990	0.72
			06-Jul-18	4733	Transfer	83,723	0.76
			27-Jul-18	476	Transfer	84,199	0.77
			03-Aug-18	89	Transfer	84,288	0.77
			17-Aug-18	8500	Transfer	92,788	0.85
			24-Aug-18	6163	Transfer	98,951	0.90
			31-Aug-18	19419	Transfer	1,18,370	1.08
			07-Sep-18	20088	Transfer	1,38,458	1.26
			14-Sep-18	11649	Transfer	1,50,107	1.37
			21-Sep-18	7223	Transfer	1,57,330	1.44
			28-Sep-18	-1000	Transfer	1,56,330	1.43
			09-Nov-18	-756	Transfer	1,55,574	1.42
			30-Nov-18	-8500	Transfer	1,47,074	1.34
						11-Jan-19	-400
		1,46,674	30-Mar-19	0	Transfer	1,46,674	1.34
3	JAINAM SHARE CONSULTANTS PVT LTD.	12,171	31-Mar-18	0	Transfer	12,171	0.11
			06-Apr-18	137827	Transfer	1,49,998	1.37
			13-Apr-18	-2359	Transfer	1,47,639	1.35
			20-Apr-18	-450	Transfer	1,47,189	1.34
			27-Apr-18	525	Transfer	1,47,714	1.35
			04-May-18	375	Transfer	1,48,089	1.35
			11-May-18	-611	Transfer	1,47,478	1.35
			01-Jun-18	-125	Transfer	1,47,353	1.34
			22-Jun-18	-450	Transfer	1,46,903	1.34
			29-Jun-18	480	Transfer	1,47,383	1.34
			13-Jul-18	277	Transfer	1,47,660	1.35
			20-Jul-18	-177	Transfer	1,47,483	1.35
			27-Jul-18	-100	Transfer	1,47,383	1.34
			21-Sep-18	-147383	Transfer	0	0.00
			28-Sep-18	41	Transfer	41	0.00

			05-Oct-18	147303	Transfer	1,47,344	1.34
			02-Nov-18	-100	Transfer	1,47,244	1.34
			30-Nov-18	359	Transfer	1,47,603	1.35
			07-Dec-18	200	Transfer	1,47,803	1.35
			14-Dec-18	-100	Transfer	1,47,703	1.35
			21-Dec-18	-800	Transfer	1,46,903	1.34
			28-Dec-18	-375	Transfer	1,46,528	1.34
			11-Jan-19	7403	Transfer	1,53,931	1.40
			18-Jan-19	-7499	Transfer	1,46,432	1.34
			08-Feb-19	15	Transfer	1,46,447	1.34
			15-Feb-19	200	Transfer	1,46,647	1.34
			22-Feb-19	-1200	Transfer	1,45,447	1.33
			28-Feb-19	100	Transfer	1,45,547	1.33
			08-Mar-19	20	Transfer	1,45,567	1.33
			15-Mar-19	1001	Transfer	1,46,568	1.34
			22-Mar-19	59	Transfer	1,46,627	1.34
			29-Mar-19	-80	Transfer	1,46,547	1.34
		1,46,547	30-Mar-19	0	Transfer	1,46,547	1.34
4	BHARATHI SHETTY	0	31-Mar-18		Transfer	0	0.00
			29-Jun-18	3250	Transfer	3,250	0.03
			06-Jul-18	12545	Transfer	15,795	0.14
			13-Jul-18	5411	Transfer	21,206	0.19
			20-Jul-18	8823	Transfer	30,029	0.27
			27-Jul-18	2766	Transfer	32,795	0.30
			03-Aug-18	7276	Transfer	40,071	0.37
			10-Aug-18	13462	Transfer	53,533	0.49
			17-Aug-18	8000	Transfer	61,533	0.56
			24-Aug-18	11617	Transfer	73,150	0.67
			14-Sep-18	13167	Transfer	86,317	0.79
			26-Oct-18	5094	Transfer	91,411	0.83
			02-Nov-18	14430	Transfer	1,05,841	0.97
			23-Nov-18	13715	Transfer	1,19,556	1.09
			30-Nov-18	8999	Transfer	1,28,555	1.17
			31-Jan-19	-128555	Transfer	0	0.00
			01-Feb-19	128555	Transfer	1,28,555	1.17
			28-Feb-19	-128555	Transfer	0	0.00
			01-Mar-19	128555	Transfer	1,28,555	1.17
		1,28,555	30-Mar-19	0	Transfer	1,28,555	1.17
5	RASILA KIRTI KOTHARI	97,853	31-Mar-18	0	Transfer	97,853	0.89
			13-Apr-18	15346	Transfer	1,13,199	1.03
		1,13,199	30-Mar-19	0	Transfer	1,13,199	1.03
6	PINE TREE CAPITAL MARKETS PVT LIMITED	1,10,000	31-Mar-18	0	Transfer	1,10,000	1.00
			04-May-18	-32308	Transfer	77,692	0.71
			25-May-18	7308	Transfer	85,000	0.78
			06-Jul-18	715	Transfer	85,715	0.78
			13-Jul-18	4285	Transfer	90,000	0.82
			17-Aug-18	-10000	Transfer	80,000	0.73
			31-Aug-18	-10000	Transfer	70,000	0.64

			28-Sep-18	20000	Transfer	90,000	0.82
			12-Oct-18	9813	Transfer	99,813	0.91
			30-Nov-18	-4311	Transfer	95,502	0.87
			07-Dec-18	4498	Transfer	1,00,000	0.91
			11-Jan-19	-23000	Transfer	77,000	0.70
			31-Jan-19	-77000	Transfer	0	0.00
			01-Feb-19	77000	Transfer	77,000	0.70
			28-Feb-19	-77000	Transfer	0	0.00
			01-Mar-19	77000	Transfer	77,000	0.70
		77,000	30-Mar-19	0	Transfer	77,000	0.70
7	SAPPHIRE BIZFORCASTING AND CONSULTING PRIVATE LIMITED	1,00,000	31-Mar-18	0	Transfer	1,00,000	0.91
		1,00,000	30-Mar-19	0	Transfer	1,00,000	0.91
8	ALLWYN DSOUZA	57,000	31-Mar-18	0	Transfer	57,000	0.52
			13-Apr-18	1000	Transfer	58,000	0.53
			31-Jan-19	-58000	Transfer	0	0.00
			01-Feb-19	58000	Transfer	58,000	0.53
			28-Feb-19	-58000	Transfer	0	0.00
			01-Mar-19	58000	Transfer	58,000	0.53
		58,000	30-Mar-19	0	Transfer	58,000	0.53
9	KASHMIRA INVESTMENT AND LEASING PRIVATE LTD	50,000	31-Mar-18	0	Transfer	50,000	0.46
			31-Jan-19	-50000	Transfer	0	0.00
			01-Feb-19	50000	Transfer	50,000	0.46
			28-Feb-19	-50000	Transfer	0	0.00
			01-Mar-19	50000	Transfer	50,000	0.46
		50,000	30-Mar-19	0	Transfer	50,000	0.46
10	BHASKAR ARVIND HINGAD	50,000	31-Mar-18	0	Transfer	50,000	0.46
			31-Jan-19	-50000	Transfer	0	0.00
			01-Feb-19	50000	Transfer	50,000	0.46
			28-Feb-19	-50000	Transfer	0	0.00
			01-Mar-19	50000	Transfer	50,000	0.46
		50,000	30-Mar-19	0	Transfer	50,000	0.46
11	KALIDAS CHATTERJEE	48,501	31-Mar-18	0	Transfer	48,501	0.44
			20-Apr-18	-901	Transfer	47,600	0.43
			27-Apr-18	1000	Transfer	48,600	0.44
			18-May-18	4000	Transfer	52,600	0.48
			08-Jun-18	-2000	Transfer	50,600	0.46
			22-Jun-18	-1000	Transfer	49,600	0.45
			20-Jul-18	1000	Transfer	50,600	0.46
			27-Jul-18	1000	Transfer	51,600	0.47
			26-Oct-18	830	Transfer	52,430	0.48
			02-Nov-18	-430	Transfer	52,000	0.47
			09-Nov-18	-200	Transfer	51,800	0.47
			16-Nov-18	-1000	Transfer	50,800	0.46
			23-Nov-18	-1500	Transfer	49,300	0.45
			30-Nov-18	-1000	Transfer	48,300	0.44

			07-Dec-18	843	Transfer	49,143	0.45
			21-Dec-18	1200	Transfer	50,343	0.46
			11-Jan-19	-3000	Transfer	47,343	0.43
			18-Jan-19	734	Transfer	48,077	0.44
			31-Jan-19	-48077	Transfer	0	0.00
			01-Feb-19	48077	Transfer	48,077	0.44
			08-Feb-19	-2000	Transfer	46,077	0.42
			28-Feb-19	-46077	Transfer	0	0.00
			01-Mar-19	46077	Transfer	46,077	0.42
		46,077	30-Mar-19	0	Transfer	46,077	0.42
12	ZIRCON TRADERS LIMITED	45,000	31-Mar-18	0	Transfer	45,000	0.41
			31-Jan-19	-45000	Transfer	0	0.00
			01-Feb-19	45000	Transfer	45,000	0.41
			28-Feb-19	-45000	Transfer	0	0.00
			01-Mar-19	45000	Transfer	45,000	0.41
		45,000	30-Mar-19	0	Transfer	45,000	0.41
13	SHITANSHU BIPIN VORA	42,000	31-Mar-18	0	Transfer	42,000	0.38
			04-Jan-19	735	Transfer	42,735	0.39
			31-Jan-19	-735	Transfer	42,000	0.38
			01-Feb-19	735	Transfer	42,735	0.39
			28-Feb-19	-735	Transfer	42,000	0.38
			01-Mar-19	735	Transfer	42,735	0.39
		42,735	30-Mar-19	0	Transfer	42,735	0.39
14	ELLIS EQUITY ADVISORS PVT LTD	30,000	31-Mar-18	0	Transfer	30,000	0.27
			08-Jun-18	-5000	Transfer	25,000	0.23
			10-Aug-18	-5000	Transfer	20,000	0.18
			05-Oct-18	-5000	Transfer	15,000	0.14
			02-Nov-18	-5000	Transfer	10,000	0.09
			31-Jan-19	-10000	Transfer	0	0.00
			01-Feb-19	10000	Transfer	10,000	0.09
			28-Feb-19	-10000	Transfer	0	0.00
			01-Mar-19	10000	Transfer	10,000	0.09
		10,000	30-Mar-19	0	Transfer	10,000	0.09
15	LALITA S. KOTHARI	30,000	31-Mar-18	0	Transfer	30,000	0.27
		30,000	30-Mar-19	0	Transfer	30,000	0.27
16	SANJULA S KOTHARI	30,000	31-Mar-18	0	Transfer	30,000	0.27
		30,000	30-Mar-19	0	Transfer	30,000	0.27

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Jerry Varghese Chairman, Executive Director				
	At the beginning of the year 01st April, 2018	3241820	29.58%	3241820	29.58%
	Acquisition during the year	Nil	00.00%	3241820	29.58%
	Sale during the year	Nil	00.00%	3241820	29.58%
	At the end of the year 31st March, 2019			3241820	29.58%
2	Mr. Dilip Varghese, Managing Director				
	At the beginning of the year 01st April, 2018	744914	06.80%	744914	06.80%
	Acquisition during the year	Nil	00.00%	744914	06.80%
	Sale during the year	700000	06.39%	44914	0.41%
	At the end of the year 31st March, 2019			44914	0.41%
3	Mrs. Saramma Jerry Varghese, Executive director				
	At the beginning of the year 01st April, 2018	1051161	09.59%	1051161	09.59%
	Acquisition during the year	Nil	00.00%	1051161	09.59%
	Sale during the year	Nil	00.00%	1051161	09.59%
	At the end of the year 31st March, 2019			1051161	09.59%
4	Mr. C. S. Sanghavi Independent director				
	At the beginning of the year 01st April, 2018	Nil	00.00%	Nil	00.00%
	Acquisition during the year	Nil	00.00%	Nil	00.00%
	Sale during the year	Nil	00.00%	Nil	00.00%
	At the end of the year 31st March, 2019			Nil	00.00%
5	Mr. R. C. Gupta Independent director				
	At the beginning of the year 01st April, 2018	Nil	00.00%	Nil	00.00%
	Acquisition during the year	Nil	00.00%	Nil	00.00%
	Sale during the year	Nil	00.00%	Nil	00.00%
	At the end of the year 31st March, 2019			Nil	00.00%
6	Mr. Pratul Govind Dube Independent director				
	At the beginning of the year 01st April, 2018	Nil	00.00%	Nil	00.00%
	Acquisition during the year	Nil	00.00%	Nil	00.00%
	Sale during the year	Nil	00.00%	Nil	00.00%
	At the end of the year 31st March, 2019			Nil	00.00%
7	Mr. S. Chakraborty, Company Secretary				
	At the beginning of the year 01st April, 2018	Nil	00.00%	Nil	00.00%
	Acquisition during the year	Nil	00.00%	Nil	00.00%
	Sale during the year	Nil	00.00%	Nil	00.00%
	At the end of the year 31st March, 2019			Nil	00.00%
8	Mr. Shridhar Shetty, CFO				
	At the beginning of the year 01st April, 2018	Nil	00.00%	Nil	00.00%
	Acquisition during the year	Nil	00.00%	Nil	00.00%
	Sale during the year	Nil	00.00%	Nil	00.00%
	At the end of the year 31st March, 2019			Nil	00.00%

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ in Lacs)

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
	Indebtedness at the beginning of the financial year				
i)	Principal Amount	5,711.00	5,540.71	0.00	11,251.71
ii)	Interest due but not paid	0.00	0.00	0.00	0.00
iii)	Interest accrued but not due	0.00	0.00	0.00	0.00
	Total (i+ii+iii)	5,711.00	5,540.71	0.00	11,251.71
	Change in Indebtedness during the financial year				
	* Addition	0.00	4189.72	0.00	4,189.72
	* Reduction	5,711.00	Nil	0.00	5,711.00
	Net Change	5,711.00	4,189.72	0.00	(1,521.28)
	Indebtedness at the end of the financial year				
i)	Principal Amount	0.00	9,730.43	0.00	9,730.43
ii)	Interest due but not paid	0.00	0.00	0.00	0.00
iii)	Interest accrued but not due	0.00	0.00	0.00	0.00
	Total (i+ii+iii)	0.00	9,730.43	0.00	9,730.43

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Jerry Varghese (Director)	Mr. Dilip Varghese (Managing Directors)	Mrs. Saramma Varghese (Director)	
1	Gross salary	24,00,000	7,20,000	12,00,000	43,20,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	24,00,000	7,20,000	12,00,000	43,20,000
	Ceiling as per the Act	60,00,000	60,00,000	60,00,000	1,80,00,000

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Chandrakant Sanghavi Shantilal	Mr. Ramesh Chander Gupta	Mr. Pratul Govind Dube	
1	Independent Directors				
	Fee for attending board committee meetings	35,000/-	Nil	85,000/-	1,20,000/-
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	35,000/-	Nil	85,000/-	1,20,000/-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	35,000/-	Nil	85,000/-	1,20,000/-
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	Not Applicable as only sitting fees paid			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. S. Chakraborty, (Company Secretary)	Mr. Shridhar Shetty (CFO)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,60,000/-	7,80,000/-	17,40,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	Others specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	9,60,000/-	7,80,000/-	17,40,000/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/ punishment/ compounding of offences for the year ending 31st March, 2019.

Annexure III

STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i)	The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2018-19	Director's Name	Ratio to mean remuneration
		Mr. Jerry Eapen Varghese	27:1
		Mrs. Saramma Jerry Varghese	13:1
		Mr. Dilip Varghese	8:1
		Mr. C. S. Sanghavi	Nil
		Mr. R. C. Gupta	Nil
		Mr. Pratul Govind Dube	Nil
(ii)	The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year 2018-19	Director's/CFO/CEO/CS/Mgr name	% age increase in remuneration
		Mr. Jerry Eapen Varghese, Director	NIL
		Mrs. Saramma Jerry Varghese, Director	NIL
		Mr. Dilip Varghese, Managing Director	NIL
		Mr. C. S. Sanghavi, Director	NIL
		Mr. R. C. Gupta, Director	NIL
		Mr. Pratul Govind Dube, Director	NIL
		Mr. Shivatosh Chakraborty, Company Secretary	NIL
Mr. Shridhar Shetty, CFO	NIL		
(iii)	Percentage increase in the median remuneration of employees in the financial year 2018-19	NIL	
(iv)	Number of permanent employees on the rolls of the company	As on 31.03.2019	As on 31.03.2018
		83	85
(v)	Average percentile increase in salaries of Employees other than managerial personnel	During 2017-18	During 2018-19
		3.34	19.26
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms remuneration is as per the remuneration policy of the Company.	

For and on behalf of the board of directors

Sd/-
Jerry Varghese
Chairman
Din No. 00012905

Date: 10th August, 2018
Place: Mumbai

Annexure IV

SECRETARIAL AUDIT REPORT

Form No. MR-3

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 Managerial Personnel) Rules, 2014]

To
The Members
TARMAT LIMITED
P B No 9042
Goregaon East
Mumbai – 400 063

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TARMAT LIMITED having CIN: L45203MH1986PLC038535 (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 generally complied 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) 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;
- (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; and
 - (c) 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;

As per 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:

- (i) 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;
- (ii) 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 (Share Based Employee Benefits) Regulations, 2014;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- (i) ***The outstanding Share application money has not been transferred to Investor Education and Protection Fund as required under Section 205 of the Companies, Act 1956.***
- (ii) ***The Company has not filed requisite e-forms with the Registrar of Companies, Maharashtra, Mumbai in respect of appointment of Chief Financial Officer of the Company who is also designated as Key Managerial Personnel under Section 203 of the Companies Act, 2013.***
- (iii) ***The shareholding of promoter(s) and promoter group is not Hundred percent in dematerialized form as required under Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.***
- (iv) ***The Company has not transferred Equity shares to Investor Education Protection Fund in pursuance to provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016.***
- (v) ***There was no separate meeting of Independent Directors held during the year.***
- (vi) ***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.***
- (vii) ***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.***
- (viii) ***Regulation 34 (1) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 – The Company has not submitted Annual Report for the year ended 31st March, 2018 within prescribed time.***
- (ix) ***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.***
- (x) ***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.***
- (xi) ***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.***
- (xii) ***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.***
- (xiii) ***SEBI Circular – SEBI/LAD-NRO/GN/ 2018/24 dated 8th June, 2018, BSE Circular LIST/ COMP/ 15/2018-19 dated 5th July, 2018, and NSE Reference number NSE/CML/2018/26 dated 9th 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.***
- (xiv) ***SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 – The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc.***
- (xv) ***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***

(xvi) 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:

- 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*

(xvii) 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 and the Company has paid total fine of Rs.32,000/- on 05.01.2019.

(xviii) The Company has not filed Board Resolution in Form MGT-14 for Appointment of Internal Auditor of the Company for the Financial Year 2017-18 and 2018-19, pursuant to Rule 8 (4) of The Companies (Meetings of Board and its Powers) Rules, 2014.

I 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 the 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 generally 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.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the representations made by the management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure proper compliance with applicable laws, rules, regulations and guidelines, however the same may be further strengthened.

As per the representations made by the management and relied upon by me, I further report that, the following specific event/ action as stated in "Annexure I" took place, having a major bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines, etc.,

Prashant Diwan

Practising Company Secretary

FCS: 1403 CP: 1979

Date: 10.08.2019

Place: Mumbai

This report is to be read with our letter of even date which is annexed as Annexure II and forms an integral part of this report.

List of specific event/ action took place, having a major bearing on the Company's affairs

- 1) Due to default in repayment of Loan and credit facilities obtained from Vijaya Bank, Kotak Mahindra Bank Ltd and SREI finance, Company's Account was classified as "Non-Performing Assets" and Vijaya Bank had served notice as per SARFESAI during previous Financial Year.

The Company had received One Time settlement (OTS) proposal from Vijaya Bank which Company has accepted and committed to act as per the proposal offered by the Vijaya Bank. The Company has made the payment as per the OTS and thereafter Vijaya Bank has issued No-Objection Certificate to the Company vide its letter dated 12.06.2018.

- 2) One of the Promoter of the Company has sold 7,00,000 Equity Shares which has brought down aggregate Promoters' shareholding from 60.33% to 53.94%.
- 3) The Company had obtained approval of the Members by way of Postal Ballot for sale of Company's immovable property located at General A.K. Vaidya Marg, Near Wageshwari Mandir stop, off Film City Road, Malad (e), Mumbai-400097.
- 4) The Board of Directors of the company in its meeting held on 20.04.2019 has approved the appointment of Mr. Shivatosh Chakraborty who is Company Secretary and Compliance Officer of the Company as Chief Financial officer of the company with effect from 20.04.2019.
- 5) The Board of Directors of the Company in its meeting held on 07.05.2019 have approved the following:
 - (a) Approved the term and condition of the Loan(S)/Advances advanced to the Company on various dates and aggregating to Rs. upto 2,50,00,000 as on 31.03.2019 by Mr. Dilip Varghese, Promoter and Director of the Company towards any future subscription of any securities which includes equity and convertible warrants into shares (both equity /preference Shares), as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").
 - (b) Issue of 37,25,000 Equity shares of Face value of Rs. 10/- each at a Issue price of Rs. 40/- each which includes 600,000 equity shares of face value of Rs.10/- each to promoter, 25,00,000 equity shares of face value of Rs.10/- each to Non-promoter Group; and 625,000 convertible warrants of face value of Rs.10/- each to Non-Promoter group as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").
 - (c) Increase the Authorized Share Capital of the Company from existing Rs. 12,00,00,000 divided into 1,20,00,000 equity shares of Rs. 10 each/- each to Rs. 16,00,00,000 divided into 1,60,00,000 equity shares of Rs. 10 each/- each, ranking paripassu in all respect with the existing Equity Shares of the Company.
- 6) The Company has obtained approval of Members on 18.06.2019 by Postal Ballot of following :
 - (a) The Conversion of Loan of the Promoter to the Company into equity shares that was used for the purpose of settlement of Bank/FI loans.
 - (b) Preferential Issue and allotment of 37,25,000 equity shares of face value of Rs. 10/- each by the Company to promoter and non-promoter(s).
 - (c) Issue of 625,000 Convertible warrants into equity shares of face value of Rs.10/- each.
 - (d) Increase the Authorized Share Capital of the Company from existing Rs. 12,00,00,000 divided into 1,20,00,000 equity shares of Rs. 10 each/- each to Rs. 16,00,00,000 divided into 1,60,00,000 equity shares of Rs. 10 each/- each, ranking paripassu in all respect with the existing Equity Shares of the Company and accordingly alteration in the clause no. V of the Memorandum of Association & Alteration in the Clause no. 3 of the Articles of Association of the Company.
- 7) Following are the changes in the Board of Directors:
 - (a) Mr. Chandrakant Shantilal Sanghavi, Mr. Ramesh Chander Gupta and Mr. PratulGovindDube Non-Executive and Independent Directorsof the Company ceased to be a Director of the Company w.e.f. 08.04.2019, 22.04.2019 and 29.05.2019 respectively.
 - (b) The Board of Directors of the company in its meeting held on 02.05.2019 have approved the following :
 - (i) Re-appointed Mr. Ramesh Chander Gupta as the Non-Executive, Independent Director of the Company w.e.f. 02.05.2019 subject to approval of Shareholders.

- (ii) Appointment of Mrs. Regina Sinha as the Non-Executive, Independent Director of the Company w.e.f. 02.05.2019.
- (c) The Board of Directors of the company in its meeting held on 30.05.2019 have approved the following:
 - (i) Appointed Mrs. Regina Sinha, Non Executive and Independent Director of the Company as chairperson of the company in place of Mr. Jerry Varghese.
 - (ii) Appointed Mr. Amit Shah as an Additional and Executive Director w.e.f. 30.05.2019.
 - (iii) Change in designation of Mr. Dilip Varghese from Executive Director (Managing Director) to Non Executive director w.e.f. 30.05.2019.
 - (iv) Change in designation of Mr. Jerry Varghese from Executive director to Non Executive Director w.e.f. 30.05.2019.
 - (v) Acceptance of Resignation of Mrs. Saramma Jerry Varghese, as Executive Director of the Company w.e.f. 30.05.2019.
- (d) Mr. Jerry Varghese, Executive Director and Mr. Dilip Varghese, Managing Director resigned from their respective positions w.e.f. 12.06.2019 and thereafter Mr. Jerry Varghese and Mr. Dilip Varghese were appointed as Chief Executive Officer (CEO) and Chief Operating Officer (COO) respectively w.e.f. 13.06.2019.

Prashant Diwan

Practising Company Secretary

FCS: 1403 CP: 1979

Date: 10.08.2019

Place: Mumbai

Annexure "II"

To
The Members
TARMAT LIMITED
P B No 9042
Goregaon East
Mumbai – 400 063

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I 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, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My 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.

Prashant Diwan

Practising Company Secretary

FCS: 1403 CP: 1979

Date: 10.08.2019

Place: Mumbai

Management Discussion and Analysis Report

1. Industry Structure and Development and Outlook

The global economy posted a growth of 3.6% in 2018 on account of several favourable factors. Economy is projected to moderate to 3.3% in 2019 and 3.6% in 2020. India continues to be one of the fastest growing major economies in the world. India's GDP grew at 6.8% in 2018-19 remaining the fastest growing economy in the world. Infrastructure sector is a key driver for the Indian economy. This sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time bound creation of world class infrastructure in the country. According to the Department of Industrial Policy and Promotion (DIPP), the logistic sector in India is growing at a CARG of 10.50% and expected to reach USD 215 billion in 2020.

2. Opportunities & Threats

Tarmat has been the pioneers in airport runway works and airside works. We have also been executing highways and roads.

India has a requirement of investment worth Rs.50 trillion in infrastructure by 2022 to have sustainable development in the country. India is witnessing significant interest from international investors in the infrastructure space.

With prelude to Government of India's policy it is expected to invest highly in the infrastructure sector, mainly highways, renewable energy and urban transport. The Government of India has announced massive investment in this sector in the 2019-20 budget.

Your Company has 8 projects in hands to be executed by 2022 valuing about 500 crores.

S&P Global ratings said that India's infrastructure deficit is too large and the country still has a long way to go before it can close the sizable deficit between supply & demand. The reasons are simply lack of affordability of consumer, social apathy for infrastructure, political unwillingness, No land availability, fraud & inflation cost, inflation, absence of finance, Unwillingness of officers, lack of benchmark, very long tender process amongst the others.

3. Internal Control

The company has a proper and adequate system of internal controls covering all operational and financial functions commensurate with the size of the company. The company's internal control is designed in such a way that it ensures corporate strategy is implemented, achieve effective and efficient corporate processes, safeguard the value of corporate assets, reliability and integrity of accounting and management data, and operations comply with all existing rules and regulations.

All the financial and audit control systems are also reviewed by the Audit Committee of the board of Directors of the company.

4. Operations

The Company's operations are continued in the areas of implementing projects in areas such as airport, roads, bridges, etc. In all the areas, the company continued its focus on cost reduction and cost control at all levels.

5. Human Resources and Industrial Relations

The company understands the value of acquiring the highly intellectual human capital which the company believes is a crucial asset of the company. For this purpose, company follows the strategy "to attract, to retain and to motivate" the personnel through providing the framework for helping employees develop their personal and organizational skills, knowledge, and abilities. We have focused on to build positive attitude in the employees while working with Tarmat Limited. Tarmat Limited follows the principle - "good performance should be appreciated by good rewarding."

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Mrs. Regina Manish Sinha
Chairperson
Din No. 08488285

Date: 10th August, 2019
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2019 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations")

1. Company's Philosophy on Corporate Governance:

Corporate governance represents the value framework, the ethical framework and the moral framework under which business decisions are taken. Corporate governance therefore calls for three factors:

- Transparency in decision-making
- Accountability which follows from transparency because responsibilities could be fixed easily for actions taken or not taken, and
- The accountability is for the safeguarding the interests of the stakeholders and the investors in the organisation.

Effective corporate governance depends upon the commitment of the people in the organisation. Your company has a strong legacy for fair, transparent and ethical governance policies. The company has adopted a code of conduct for members of Board of Directors and senior management who have affirmed in writing their adherence to the code.

2. Board of Directors:

(A) Composition and size of the Board

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business, finance, human resources and management. The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors, complies with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on March 31, 2019, the Company's Board consists of Six Directors, out of which three are Promoters & Executive Directors, and the other three are Non-Promoter, Non Executive and Independent Directors. None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all companies in which they are Directors. The Board does not have any Nominee Director representing any institution.

The details of the Board of Directors as on March 31, 2019 are given below:

Name of Director	Date of Appointment	Category	No. of Directorship held in Indian public & private Limited Companies Including (TARMAT LIMITED)	Committee(s) position (Including (TARMAT LIMITED))	
				Member	Chairman
Mr. Jerry Varghese	03/01/1986	Chairman, Executive Director	05	01	Nil
Mr. Dilip Varghese	14/06/2006	Executive and Managing Director	01	Nil	Nil
Mrs. Saramma Varghese	03/01/1986	Executive Director	05	02	Nil
Mr. Ramesh Chander Gupta	31/07/2006	Non-Executive, Independent Director	01	02	Nil
Mr. Chandrakant Shantilal Sanghavi	07/11/2012	Non-Executive, Independent Director	01	03	02
Mr. Pratul Dube	14/02/2015	Non-Executive, Independent Director	01	03	01

None of the directors are disqualified u/s Section 164(2) of the Companies Act, 2013.

(B) Details of Board and Annual General Meetings and attendance record of Directors thereof

During the financial year 2018-2019 the Board of Tarmat Limited met 5 times on 14.04.2018, 30.05.2018, 11.08.2018, 14.11.2018 and 14.02.2019.

A table depicting the attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

Name of the Director	No. of the Board Meetings held during the year 2018-2019	No. of the Board Meetings attended during the year 2018-2019	Attendance at the AGM held on 29th September, 2018
Mr. Jerry Varghese	05	05	Yes
Mrs. Saramma Varghese	05	05	No
Mr. Dilip Varghese	05	05	Yes
Mr. Ramesh Chander Gupta	05	04	No
Mr. Pratul Dube	05	03	Yes
Mr. Chandrakant Shantilal Sanghavi	05	03	Yes

(C) No of Shares held by Non Executive Directors

Name of Director	No. of Shares	% of shareholding
Mr. Ramesh Chander Gupta	Nil	0.00%
Mr. Pratul Dube	Nil	0.00%
Mr. Chandrakant Shantilal Sanghavi	Nil	0.00%

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

Weblink is: - www.tarmatlimited.com

(D) Skill, expertise and competence of the Board of Directors

The Table below summarizes the list of core skills, expertise, competencies of the Board as required in the context of its business:-

Infra Engineering	Knowledge and experience of Civil Engineering.
Finance	Expert knowledge and understanding in the field of Accounts, Auditing and Financial Control System.
Corporate Governance	Experience in developing good governance practice, serving the best interest of the stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Strategy and Planning	Appreciation of long term trends, strategic choices and experience in guiding and leading management team to make decision in uncertain environment.
Legal Compliance	Knowledge in the field of law and legal compliance management

(E) Confirmation of Independence

During the year 2018-19, there have been Three Independent Directors on the Board of the Company. All the Independent Directors have provided a declaration of their independence for the year 2018-19 to the Board. The Board after undertaking due assessment of the veracity of the declaration is of the opinion that each Independent Director fulfills the conditions of independence as specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and is independent of the management. No Independent Director has resigned during the year 2018-19 before the expiry of His tenure.

(F) Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of

Executive Directors or management personnel. All Independent Directors strive to be present at such meetings.

Nil Meeting of Independent Directors was held During the Financial Year 2018-2019.

3. Committees of the Board:

The Board constituted committees namely, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee are in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year and the related attendance detail are provided below:

(A) Audit Committee

Composition

The Audit Committee comprises of four members: Mr. Pratul Dube, Chairman, Mr. Chandrakant Shantilal Sanghavi and Mr. Ramesh Chander Gupta, independent directors, Mrs. Saramma Varghese, Executive Director and Mr. S. Chakraborty, Company Secretary also acts as the Secretary to the Audit Committee.

Terms of reference of the Audit Committee

The terms of reference of the Audit Committee, inter-alia, include:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 2. Changes, if any, in accounting policies and practices and reasons for the same.
 3. Major accounting entries involving estimates based on the exercise of judgment by management.
 4. Significant adjustments made in the financial statements arising out of audit findings.
 5. Compliance with (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other legal requirements relating to financial statements.
 6. Disclosure of any related party transactions.
 7. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Meetings and Attendance during the year

During the year 2018-2019 the Audit committee met four times and the attendance record of committee members to the meetings so held is depicted in the table given below:

Name of the Member	Meetings held	Meeting Attended
Mr. Pratul Dube	04	2
Mrs. Saramma Varghese	04	4
Mr. Chandrakant Shantilal Sanghavi	04	2
Mr. Ramesh Chander Gupta	04	4

(B) Nomination and Remuneration Committee

Composition

The Company has in place a Nomination and Remuneration Committee comprising of three Independent Non-Executive Directors namely, Mr. Chandrakant Shantilal Sanghavi as its Chairman, Mr. Ramesh Chander Gupta and Mr. Pratul Dube as members.

Terms of reference

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

Meetings and Attendance during the year

During the year 2018-2019 Nil meeting of the Nomination and Remuneration Committee were held.

Remuneration of Directors

The table given below specifies the details of remuneration package of Directors and their relationships with other Directors on the Board (relationship to mention)

Name of Director	Salary in Rs.	Sitting Fees Rs.	Total in Rs.
Mr. Jerry Varghese	24,00,000/-	Nil	24,00,000/-
Mrs. Saramma Varghese	12,00,000/-	Nil	12,00,000/-
Mr. Dilip Varghese	7,20,000/-	Nil	7,20,000/-
Mr. Ramesh Chander Gupta	Nil	Nil	Nil
Mr. Chandrakant Shantilal Sanghavi	Nil	35,000/-	35,000/-
Mr. Pratul Dube	Nil	85,000/-	85,000/-

The Company pays remuneration to its Managing Director and Executive Director by way of salary, perquisites, allowances etc. They are appointed for period of Five years. The Independent Directors are paid sitting fees only.

There are no pecuniary relationships or transaction of non-executive Directors except payment of Director's sitting fees.

The criteria of making payments to the Non-Executive Directors is laid down in the Nomination & Remuneration Policy of the Company which is available on Company's website at www.tarmatlimited.com

Performance evaluation criteria for Independent Director:

The Company has laid down evaluation criteria for Independent Directors. The criteria for evaluation of Directors includes parameters such as attendance, maintaining effective relationship with fellow Board members, providing quality and valuable contribution during meetings, successfully bringing their knowledge and experience for formulating strategy of the company etc. Based on such criteria, the evaluation is done in a structured manner through consultation and discussion.

(C) Stakeholder Relationship Committee

Composition

The Stake-holders Relationship Committee constituted by the Board comprises of four directors, namely Mr. Pratul Dube, Independent Directors, Mr. Chandrakant Shantilal Sanghavi, Independent Directors, Mr. Jerry Varghese, Executive Director and Mrs. Saramma Varghese, Executive Director.

Mr. Chandrakant Sanghavi, an Independent, Non-Executive Director, is the Chairman of the Committee.

Terms of Reference

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- All other matters incidental or related to shares, debenture

Meetings and Attendance during the year

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Chandrakant Shantilal Sanghavi	04	2
Mrs. Saramma Varghese	04	4
Mr. Pratul Dube	04	2
Mr. Jerry Varghese	04	4

Name and designation of compliance officer

Mr. S. Chakraborty Company Secretary is the Compliance Officer pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of investor complaints received and redressed during the year 2018-19 are as follows:

Opening Balance	Received during the year Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

4. General Body Meetings:

Annual General Meeting: Details of last three Annual General Meetings held are as follows:

Year	Location	Date and Time	Details of Special Resolution Passed
Thirty Third AGM 2017-2018	Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai.	29.09.2018, 03.00 P.M.	1. Enhancement of Borrowing Powers 2. Creation of Charge on Company's Properties 3. Authority to make Investments under Section 186 of the Companies Act, 2013
Thirty Second AGM 2016-2017	Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai.	29.09.2017, 03.00 P.M.	
Thirty First AGM 2015-2016	Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai.	29.09.2016, 03.00 P.M.	

POSTAL BALLOT During the year under review, the Company has completed process of one postal ballot as per provisions of Section 110 of the Companies Act, 2013. Mr. Prashant Diwan, Practicing Company Secretary was appointed as Scrutinizer for conducting postal ballot in a fair and transparent manner. The voting was conducted through physical mode as well as electronic mode. The Company had engaged the services of CDSL to provide e-voting facility to its Members. The notice of postal ballot was accompanied with detailed instructions kit to enable the members to understand the procedure and manner in which postal ballot voting (including remote e-voting) to be carried out.

The following Resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Friday 18th May, 2018. The aforesaid voting results along with the Scrutinizer's Report has been displayed at the Registered Office of the Company and on the website of the Company viz. www.tarmatlimited.com and CDSL viz. www.evotingindia.com. Resolutions were approved with requisite majority. The details of results of Postal Ballot are as under:

Particulars	No of Votes received	No and % of votes in favour	No. and % of votes against
Under Section 180 (1) (a) of the Companies Act, 2013 for the sale of the Company's land located at General A.K. Vaidya Marg, Near Wageshwari Mandir stop, off Film City Road, Malad (e), Mumbai-400097	6035624	99.99%	0.01%

5. Affirmations and Disclosures:

- (i) All related party transactions have been entered into in the ordinary course of business and were placed periodically before the audit committee in summary form. There were no material individual transaction with related parties which were not in the normal course of business required to be placed before the audit committee and that may have potential conflict with the interest of the Company at large. All individual transactions with related parties or others were on an arm's length basis.
- (ii) There were few cases of non-compliance by the Company and no penalties, strictures were imposed on the Company by SEBI or any Statutory Authority on any matter related to capital markets, during the last three years except NSE & BSE has levied the fine for non Compliance under SEBI (LODR) Regulation, 2015.
- (iii) In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.
- (iv) The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.
- (v) The CEO and the CFO have issued certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.
- (vi) The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.tarmatlimited.com.
- (vii) The Company has adopted a Vigil Mechanism/Whistle Blower Policy. Any employee can approach Chairman of the Audit Committee with information/disclosure under the said Policy. No employee has been denied access to the Audit Committee as a part of such Mechanism/Policy.
- (viii) Management Discussion and Analysis forms part of the Annual Report to the Shareholders and it includes discussion on matters as required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Stock Exchanges.
- (ix) No money was raised by the Company through public issue, rights issue, preferential issues etc in the last financial year.
- (x) All the guidelines issued by the SEBI and Stock Exchange or other statutory authority on the matter related to capital markets are fully complied.
- (xi) The Company has adopted a policy on determination of materiality of events for disclosures (Determining Materiality of Events).
- (xii) The Company has adopted a policy on archival and preservation of documents (Preservation of Documents)
- (xiii) The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All Board Directors and the designated employees have confirmed compliance with the Code.

6. CERTIFICATE FROM PRACTISING COMPANY SECRETARY

In pursuance to Regulation 34 (3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

A certificate has been received from Mr. Prashant Diwan, Practising Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or such any authority.

7. For the year under review there was no woman employee in the employment of the company, Therefore the provisions of the Act was not complied with.

8. Means of Communication:

1. Publication of Results;

The quarterly / annual results of the Company are published in the leading newspapers viz. Navashakti (Marathi) and Free Press Journal (English).

2. Website where results or official news are displayed

The Result and official news are displayed at www.tarmatlimited.com

9. General Shareholder Information:

i. Annual General Meeting:

The forthcoming Annual General Meeting of the Company will be held on Monday, The 30th September 2019 at 03.00 pm at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai.

ii. Financial Calendar:

Year ending: March 31, 2019.

iii. Dividend Payment:

During the year 2018-19 the performance did not match expectation hence do not recommend any dividend for this year.

iv. Book Closure / Record Date:

The Register of members and share transfer books of the Company will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive) for the purpose of the AGM.

v. During the year the Company has not obtained any credit rating

vi. Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees of BSE Limited and listing fee of National Stock Exchange of India Limited has paid:

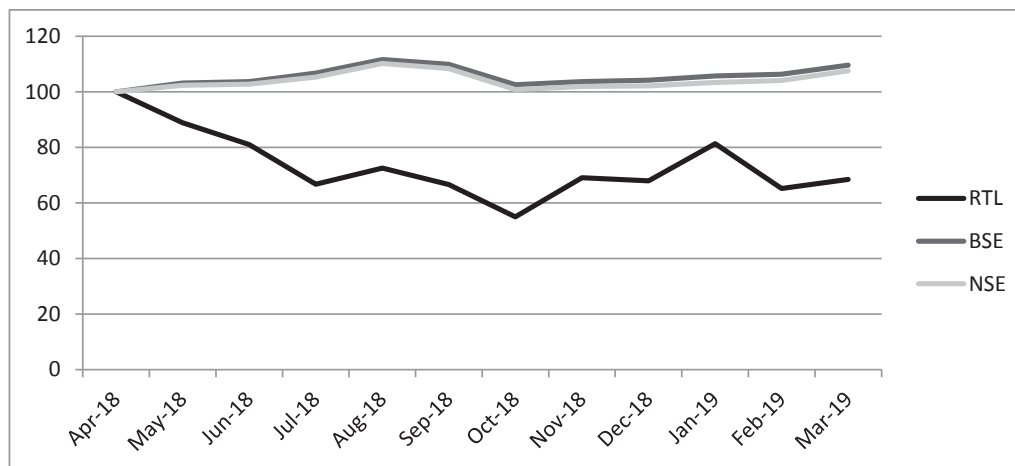
Name & Address of the Stock Exchanges	Stock Code/Scrp Code	ISIN Number for NSDL/CDSL (Dematerialised share)
Name: BSE Limited Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.	532869	INE924H01018
Name: The National Stock Exchange of India Limited Address: Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051.	TARMAT	INE924H01018

vii. Stock Market Price at National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) for the period from April 2018 to March 2019:

2018-2019 Months	BSE			NSE		
	High	Low	Average	High	Low	Average
Mar 2019	43.90	33.25	38.575	43.00	32.35	37.68
Feb 2019	39.80	32.70	36.25	40.05	32.65	36.35
Jan 2019	53.00	37.15	45.08	54.00	36.90	45.45
Dec 2018	42.50	32.00	37.25	42.65	34.25	38.45
Nov 2018	46.60	27.50	37.05	48.45	31.35	39.90
Oct 2018	34.90	24.80	29.85	36.90	25.80	31.35
Sep 2018	42.60	31.00	36.80	44.00	30.85	37.43

Aug 2018	44.85	35.10	39.98	44.55	37.10	40.83
July 2018	42.85	31.70	37.28	42.50	31.50	37.00
June 2018	53.80	37.75	45.78	50.50	38.25	44.38
May 2018	57.65	39.20	48.43	58.95	42.10	50.53
Apr 2018	71.90	40.05	55.98	70.90	39.90	55.40

viii. Comparison of closing prices of the Company's share with the broad-based indices viz NSE Nifty & BSE Sensex.



ix. Registrar and Transfer Agent

Bigshare Services Private Limited is the Registrar and Transfer Agent (RTA) of the Company, handling the shareholders and the share related matters, both in physical and the dematerialized segment.

The contact details of the RTA are as under:

BIGSHARE SERVICES PRIVATE LIMITED

(Unit: Tarmat Limited)

1st Floor, Bharat Tin works building,
Opp. Vasant Oasis Makwana Road,
Marol, Andheri East,
Mumbai-400059, Maharashtra.

Tel: 022 62638200

Fax: 022 62638299

Email: shwetasa@bigshareonline.com

Website: www.bigshareonline.com

x. Share Transfer System

As of date, 99.99% of the Equity shares of the company are in electronic form. Transfer of these share are done through the depositories without any involvement of the company.

For speedy processing of share transfers, the Board has delegated powers to approve share transfers to the Shareholders' / Investors' Grievance Committee. Transfers of shares in physical form are normally processed within 15 days of receipt, provided the documents are complete in all respect. All transfers are first processed by the Transfer Agent and are submitted to the company for approval thereof. Thereafter, authorised officers of the company approve the transfer and shares are returned to the shareholders.

Pursuant to Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates from a practicing Company Secretary on half yearly basis to the effect that all the transfers are completed in the statutorily stipulated time period have been obtained. Copy of the certificate so received is submitted both stock exchanges where shares of the company are listed.

xi. Distribution of shareholding as on 31st March 2019

Sr. No.	Shareholding of nominal value (RS.)		No. of Shareholders	Percentage of total	Share Amount RS.	Percentage of Total
	From	To				
1	1	- 5,000	8406	87.5078	10333240	9.4275
2	5,001	- 10,000	614	6.3918	5077910	4.6328
3	10,001	- 20,000	312	3.2480	4826970	4.4039
4	20,001	- 30,000	98	1.0202	2501030	2.2818
5	30,001	- 40,000	46	0.4789	1628610	1.4859
6	40,001	- 50,000	33	0.3435	1534430	1.3999
7	50,001	- 1,00,000	52	0.5413	3866040	3.5272
8	1,00,001 and above		45	0.4685	79838840	72.8410
	TOTAL		9606		109607070	100.0000

xii. Shareholding pattern as on 31st March 2019

Sr. no.	Category	No. of Shares	% holding
Shareholding Pattern of The Promoter and Promoter Group			
1.	Indian		
(a)	Individuals/Hindu undivided Family	4550922	41.52
(b)	Central Government/State Government(s)	0.00	0.00
(c)	Financial Institutions/Banks	0.0	0.00
(d)	Any Other(Group Companies)	1361448	12.42
	Individuals(Non-Resident Individuals/Foreign Individuals)	0.00	0.00
2.	Foreign		
(a)	Individuals(Non-Resident Individuals/Foreign Individuals)	0.00	0.00
(b)	Government	0.00	0.00
(c)	Institutions	0.00	0.0
(d)	Foreign Portfolio Investor	0.00	0.00
	Total	5912370	53.94
Statement Showing Shareholding Pattern of The Public Shareholder			
1.	Institutions	0.00	0.00
2.	Central / State government(s)	0.00	0.00
3.	Non-institutions		
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2858756	26.08
(a)(2)	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1300706	11.87
(b)	NBFCs registered with RBI	50000	0.46
(c)	Employee Trusts		
(d)	Overseas Depositories (holding DRs) (balancing figure)		
(e)	Any Other		
	(Bodies Corporate)	715675	6.53
	(Clearing Member)	26095	0.23
	(Non Resident Indians (Non Repat))	9206	0.08
	(Non Resident Indians (Repat))	87899	0.80
	Total	5048337	46.06
Grand Total		10960707	100.00

xiii. Dematerialization of shares and liquidity

Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both the depositories i.e. NSDL and CDSL.

As on 31st March 2019, 99.99% Equity shares of the Company representing 10960388 Shares out of a total of 10960707 equity shares were held in dematerialized form, and the balance 319 shares were held in physical form.

xiv. Address for Correspondence

Shareholders may correspond with –

i. Registrar & Transfer Agents for all matters relating to transfer / dematerialization of shares, payment of dividend, demat credits, etc. at :

Bigshare Services Private Limited
(Unit : Tarmat Limited)
1st Floor, Bharat Tin works building,
Opp. Vasant Oasis Makwana Road,
Marol, Andheri East,
Mumbai-400059, Maharashtra.
Tel: 022 62638200
Fax: 022 62638299
Email: shwetast@bigshareonline.com
Website: www.bigshareonline.com
Contact Name: Shweta Salunke

ii. For all investor related matters:

Mr. Shivatosh Chakraborty
Company Secretary
Tarmat Limited
Tank Road, Off Gen Vaidya Marg,
Goregaon (East) Mumbai 400 0063
Tel: +91-22-2840 2130/ 1180
Email: cs@tarmatlimited.com
Website: www.tarmatlimited.com

iii. Registered Office

Tank Road, Off Gen Vaidya Marg,
Goregaon (East) Mumbai 400 0063
Tel: +91-22-2840 2130/ 1180

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of **Tarmat Limited**

I have examined the compliance of conditions of Corporate Governance by Tarmat Limited for the year ended 31st March 2019, as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
Pradip Mehta
Partner
Membership No. 35447

Date: 10.08.2019
Place: Mumbai

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

I, Dilip Varghese, Chief Executive Officer (CEO), and S. Chakraborty, Chief Financial Officer (CFO) of Tarmat Limited, to the best of our knowledge and belief hereby certify that:

- a) We have received financial statements and the cash flow statement for the year ended 31st March 2019 and:
 - 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the company during the year that are fraudulent, illegal or volatile of the company's code of conduct.
- c) We accept responsibility for the establishing and maintaining internal control systems of the Company pertaining to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - 1) Significant changes in the internal control over financial reporting during the year;
 - 2) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - 3) Instances of the significant fraud of which we have become aware and the involvement therein, if any; of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Dilip Varghese
Chief Executive Officer

Sd/-
S. Chakraborty
Chief Financial Officer

Date: 10th August, 2019
Place: Mumbai

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I, Amit Shah, Director of TARMAT LIMITED hereby confirm pursuant to SEBI (listing obligations and disclosure requirements) regulations, 2015 that:

1. The Board of Directors of TARMAT LIMITED has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website www.tarmatlimited.com
2. All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2019.

For **TARMAT LIMITED**

Sd/-
Amit Shah
Director

Date: 10th August, 2019
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To
The Members of
TARMAT LIMITED

Report on the Standalone IND AS Financial Statements

We have audited the accompanying standalone IND AS financial statements of **TARMAT LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including others comprehensive income), the Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone IND AS financial statements that give a true and fair view of the financial position, financial performance (Including other comprehensive income), and cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone IND AS financial statements based on our audit.

We have taken into account the provisions of the Act and the rules made there under including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the order issued under section 143 (11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these standalone IND AS the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone IND AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone IND AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone IND AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone IND AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanation given to us, except for the matters described in the paragraphs "Emphasis of Matter" and "Other Matter", the aforesaid standalone financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019 and its Profits and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the financial statements:-

1. The company has paid all its dues with banks and NBFCs in full and final settlement in this year by selling its Land situated at Goregaon.
2. The company has not deducted TDS on GST @ 2% where subcontract value exceeds Rs. 2.5 Lakhs in a few cases. TDS @ 2% is required to be deducted on payment made to the supplier of taxable goods or services or both.
3. The company has accounted for prior period income for the following:-

Date	Particulars	Amount
01/01/2019	sales dated 19.3.2018 & 28.03.2018	28,08,079/-

4. The company has written off "Retention money and Advances no longer receivable" to the tune of Rs.20,45,14,867/- accumulated over a period of 10 to 15 years.
- 2) Note No 17 of the Financial Statements in respect of Cash and cash Balance

Balance with Bank in Current Accounts grouped under Cash and Cash Balances are not being confirmed by banks. Due to Non Availability of confirmation of aforesaid balances, we are unable to quantify the impact of the adjustments, if any, arising from reconciliation and settlement of account balances in the financial statements.

Our Opinion is not modified in respect of the matters mentioned above.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid standalone IND As financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24 (iv) to the financial statements;

- i. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- ii. The company has not transferred the following amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

Nature of Amount to be transferred	Amount
Share Application Money	177,000

- iii. Based on audit procedures and relying on the management representation, we report that the disclosures are in

accordance with Books of account maintained by the Company and as produced to us by the Management.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
Pradip Mehta
Partner
Membership No. 35447

Date: 30.05.2019
Place: Mumbai

“Annexure-A”

TARMAT LIMITED

Statement on matters specified in paragraphs 3 & 4 of the Companies (Auditor’s Report) Order 2016 (“the order”), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act 2013, for the year ended 31st March 2019

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this frequency of physical verification is reasonable having regard to the size of the company and nature of business.
- (C) The title deeds of immoveable properties are held in the name of the company.
- (ii) The inventory has been physically verified and certified by the management at the year end. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on such verification were not material and have been properly dealt within the books of account.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore clause (iii) of para 3 of the order is not applicable.
- (iv) In respect of loans, investments, guarantees and security made or provided by the company during the year, the provisions of sections 185 and 186 of the Companies Act 2013 have been complied with.
- (v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable. No order in this regard, in respect of the company, has been passed by the Company Law Board or Reserve Bank of India or National Company Law Tribunal or any other court or any other tribunal.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the central government for the maintenance of cost records under section 148 of the Act, and are of opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (vii) In our opinion and according to the information and explanation given to us, barring the delay & the non-payment of the following undisputed statutory liability, the company is regular in depositing undisputed statutory dues including Sales Tax, Cess and other material statutory dues, if any applicable to it with appropriate authorities.

Name of the Statute	Nature of Dues	Amount (Rs)	Period to which the amount relates	Due Date	Date of Payment	Remarks if any
Income Tax Act, 1961	Tax Deducted at Source	47,99,284/-	2018-19	30.09.2019	Unpaid	
		90,08,656/-	2015-16	30-09-2016	Unpaid	
		1,18,86,224/-	2013-14	30-09-2014	Unpaid	
MVAT Act 2002	VAT	1,05,83,729/-	2013-14	30-04-2014	Unpaid	
	VAT	3,35,548/-	2016-17	30-04-2017	Unpaid	
Goods & Service Tax	GST Payable	49,70,722/-	2018-19	20-04-2019	Unpaid	
	Provident Fund	8,017/-	2017-18	15-04-2018	16/05/2018	
	ESIC	1,996/-	2017-18	20-04-2018	17/05/2018	
	Profession Tax	1,21,850/-	2018-19	31-03-2019	Unpaid	
		1,07,075/-	2017-18	30-04-2018	Unpaid	
		57,650/-	2016-17	20-04-2017	Unpaid	
		97,675/-	2015-16	20-04-2016	Unpaid	
		95,500/-	2014-15	20-04-2015	Unpaid	
		69,175/-	2013-14	20-03-2014	Unpaid	
	1,65,325/-	2012-13	20-03-2013	Unpaid		
	96,950/-	2011-12	20-03-2012	Unpaid		

	Share Application Money	177000/-	2005-06			To be Transferred to Investor Education and Protection Fund by the Company
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(b) According to the information and explanation given to us, there are no dues of Income tax, Sales Tax, Service Tax, Custom duty, Excise duty and Cess which have not been deposited on account of dispute except in the following:

Name of the Statute	Nature of the dues	Amount involved.	Period Pending Before
Maharashtra VAT	Assessment	1,43,08,082	01.04.05 DC Appeal V To 31.03.06
Maharashtra VAT	Assessment	1,26,16,462	01.04.05 DC Appeal V To 31.03.06
Maharashtra VAT	Assessment	2,65,11,442	01.04.08 DC Appeal V To 31.03.09
Maharashtra VAT	Assessment	3,48,55,394	01.04.06 DC Appeal III To 31.03.07
Maharashtra VAT	Assessment	7,92,41,439	01.04.07 DC Appeal III To 31.03.08
Maharashtra VAT	Assessment	3,66,99,459	01.04.09 DC Appeal III To 31.03.10
Maharashtra VAT	Assessment	4,45,70,870	01.04.10 DC Appeal III To 31.03.11

- (viii) The assessment relating to year 2008-09 is pending with the DC Appeal V. Other assessments have been set aside and sent for reassessment. Hence the liability for those years has been kept in abeyance.
- (ix) The Company has not provided reconciliation statements GST. Hence the liability towards it could not be ascertained.
- (x) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans, during the year. Therefore clause (ix) of para 3 of the order is not applicable.
- (xi) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company by its officers or its employees has been noticed or reported during the year nor have we been informed of any such case by the management.
- (xii) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xiii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act 2013. Therefore clause (xii) of para 3 of the order is not applicable.
- (xv) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the applicable accounting standards.
- (xvi) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore clause (xiv) of para 3 of the order is not applicable.
- (xvii) The company has not entered into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.
- (xviii) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
Pradip Mehta
Partner
Membership No. 35447

Date: 30.05.2019
Place: Mumbai

“Annexure-B”**TARMAT LIMITED****Report on the Internal Financial Controls under Clause (i) of****Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) for the year ended 31st March 2019**

We have audited the internal financial controls over financial reporting of TARMAT LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
Pradip Mehta
Partner
Membership No. 35447

Date: 30.05.2019
Place: Mumbai

AUDITED STANDALONE BALANCE SHEET AS AT 31ST MARCH 2019

Rs in lacs

Particulars	Note No.	As on 31ST MARCH 2019	As on 31st March 2018
I. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	3	1095.40	1,189.74
(ii) Intangible assets		14.63	14.63
(b) Non-current investments	4	2686.19	2,678.20
(c) Deferred Tax asset	5	46.06	59.98
(d) Long-term loans and advances	6	2073.93	2,703.15
(e) Long Term Trade Receivables	7	528.34	504.72
		6444.55	7150.42
2 Current assets			
(a) Inventories	8	3068.84	2,733.08
(b) Trade receivables	9	1938.34	2,120.98
(c) Cash and cash balance	10	905.61	581.74
(d) Short-term loans and advances	11	4491.28	5096.64
		10404.07	10532.45
TOTAL		16848.62	17,682.87
II. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	12	1096.07	1,096.07
(b) Reserves and surplus	13	2883.34	2,826.29
		3979.41	3922.36
2 Non-current liabilities			
(a) Long-term borrowings	14	9730.43	5,540.71
(b) Long-term provisions	15	95.18	77.05
		9825.61	5617.76
3 Current liabilities			
(a) Short-term borrowings	16	0	5,711.00
(b) Trade payables	17	1836.35	1,749.90
(c) Other current liabilities	18	1267.25	681.85
		3043.60	8142.75
TOTAL		16848.62	17,682.87

Summary of Significant Accounting Policies

1 & 2

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of **TARMAT LTD**

Sd/-

PRADIP C MEHTA

(PARTNER)

Membership No. 035447

Sd/-

DILIP VARGHESE

Managing Director

Din No. 01424196

Sd/-

JERRY VARGHESE

(Executive Director)

Din No. 00012905

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 30.05.2019

AUDITED STANDALONE PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Rs in lacs

Particulars	Note No.	As on 31ST MARCH 2019	As on 31st March 2018
Income			
I Revenue from operations (Gross)	19	9559.51	6,168.40
Less : Excise Duty		-	-
Revenue from operations (Net)		9559.51	6,168.40
II. Other Income	20	2184.66	1,904.71
III. Total Revenue (I + II)		11744.17	8,073.11
IV Expenses:			
Cost of materials consumed	21	4371.95	4,302.66
Construction expenses	22	4434.74	2,287.87
Employee benefits expense	23	312.50	230.86
Finance costs	24	136.71	135.35
Depreciation and amortization expense	10	68.86	97.13
Other expenses	25	2348.44	1,009.05
Total expenses		11673.20	8,062.92
V. Profit before exceptional and extraordinary items and tax (III-IV)		70.97	10.19
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		70.97	10.19
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII- VIII)		70.97	10.19
X Tax expense:			
(1) Current tax		0.00	0.00
(2) Current tax relating to prior years		0.00	(119.54)
		0.00	(119.54)
(3) Deferred tax Asset		13.92	5.01
XI Profit for the period (IX-X)		57.05	124.72
XII Other comprehensive Income			
a) Items not to be reclassified subsequently to profit or loss			
Gain on fair value of defined benefit plans as per actuarial valuation		0.00	0.00
Income tax effect on above			
b) Items to be reclassified subsequently to profit or loss		0.00	0.00
Other comprehensive income for the period, net of tax			
XIII Total Comprehensive income for the period net of tax (XI+XII)		57.05	124.72
XVI Earnings per equity share:			
1) Basic			
i) Computed on the basis of profit from continuing operation		0.52	1.14
ii) Computed on the basis of total profit for the year		0.52	1.14
2) Diluted			
i) Computed on the basis of profit from continuing operation		0.52	1.14
ii) Computed on the basis of total profit for the year		0.52	1.14

Summary of Significant Accounting Policies

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of **TARMAT LTD**

Sd/-

PRADIP C MEHTA

(PARTNER)

Membership No. 035447

Sd/-

DILIP VARGHESE

Managing Director

Din No. 01424196

Sd/-

JERRY VARGHESE

(Executive Director)

Din No. 00012905

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 30.05.2019

Cash Flow Statement for the year ended 31st March 2018

Rs in lacs

Particulars	2018-19	2017-18
Net Profit/(Loss) as per Profit & Loss Account	70.97	10.19
Adjustments for Non-Cash and other items		
Interest Expense	136.71	135.35
Interest Income	(33.48)	(28.17)
Depreciation	68.86	97.13
Dividend received	0.00	0.00
Provision for Doubtful Debts/ Advances (Net of Recovery)	0.00	0.00
Gratuity provision	18.14	19.43
Preliminary Expenses w/off	0.00	0.00
Loss on Sale of Fixed Assets	0.00	0.00
Investment in JV written off	0.00	0.00
Bad debts written off	0.00	0.00
Operating Profit/(loss) Before Working Capital Changes	261.21	233.93
Changes in Working Capital		
Adjustment for		
Trade & Other Receivables	159.03	148.47
Loans & Advances	1,234.59	1,135.86
Inventories	(335.76)	(106.87)
Fixed Deposit	(202.24)	(24.33)
Trade payables and other liabilities	610.79	(58.66)
Less: Taxes paid		113.74
Net Cash from Operating Activities [A]	1727.62	1,442.14
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	0.53	0.00
Sale of Fixed Assets	26.00	0.00
Purchase of Non current investments	(7.99)	(753.37)
Interest received	33.48	28.17
Dividend received	0.00	0.00
Net Cash from Investing Activities [B]	52.01	(725.20)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend and Distribution tax paid	-	-
Interest paid	(136.71)	(135.35)
Proceeds from Long Term and Short Term Borrowings (Net Of Repayment)	(1521.28)	(539.87)
Net Cash from Financing Activities [C]	(1657.99)	(675.22)
Net increase in Cash and Cash equivalents [A+B+C]	121.64	41.72
Cash & Cash equivalents at the beginning of the year	106.61	64.89
Cash & Cash equivalents at the end of the year	228.25	106.61

Note:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.
- The amendments to Ind AS 7 Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash flow changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April, 2017 and the required disclosures is made below. There is no other impact on the financial statements due to this amendment.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**
 Registration No. 106247
 Chartered Accountants

For and on behalf of the Board of Directors of **TARMAT LTD**

Sd/-

PRADIP C MEHTA
 (PARTNER)
 Membership No. 035447

Sd/-

DILIP VARGHESE
 Managing Director
 Din No. 01424196

Sd/-

JERRY VARGHESE
 (Executive Director)
 Din No. 00012905

Sd/-

S. CHAKRABORTY
 Company Secretary / CFO

Place: Mumbai

Dated: 30.05.2019

1. Corporate Information :

Tarmat Ltd. was established in the year 1986 by Mr. Jerry Varghese. The company is specialized in the construction of Airfield and National/State Highways all over India.

The company had its IPO in 2007 and got listed in BSE and NSE. The present paid up capital of the company is Rs. 109607070, of which 53.94% is held by the promoters.

2. SIGNIFICANT ACCOUNTING POLICIES

a. System of Accounting

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of significant uncertainties. These financial statements are prepared under the historical cost convention unless otherwise indicated.

b. Statement of compliance

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financials statements have been approved for issue by the Board of Directors at their meeting held on May 30, 2019.

c. Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All asset and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company considers 12 month as normal operating cycle.

The Company's financial statements are reported in Indian Rupees, which is also the company's functional currency and all values are rounded to the nearest lakh except otherwise indicated.

d. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

e. Property, Plant and Equipment

(i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance cost, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.

(ii) Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be

measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.

- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) The Company depreciates property, plant and equipment on written down value method except for building, plant and machinery, laboratory equipment and excavators where depreciation is provided on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date of the assets are ready for intended use after considering the residual value.
- (vi) Intangible assets mainly represent implementation cost for software and other application software acquired/ developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure.
- (vii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Use of Estimate -

The preparation of financial statements requires estimates and assumptions to be made that affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

Revenue Recognition -

- (i) Income from construction contracts is recognized on the basis of work certified in accordance with percentage completion method. All other income and expenditure are recognized and accounted for on an accrual basis. Losses on contracts are fully accounted for as and when incurred.
- (ii) Hire Charges is accounted for as per terms of the lease agreement.
- (iii) Dividend Income is accounted for when the right to receive is established.
- (iv) Interest income on deposits is recognized on accrual basis.

Fixed Assets -

Fixed Assets are stated at cost net of tax/duty credits availed, wherever applicable less accumulated depreciation/ impairment losses, if any. The cost of an asset comprises of purchase price and any directly attributable cost of bringing the assets to its present condition for intended use and incremental amount of revaluation.

Depreciation -

Depreciation is charged as per Straight-line method at the rate and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on fixed assets sold or scrapped during the year is provided upto the date on which such fixed asset is sold or scrapped. Depreciation on addition to fixed assets is calculated on pro rata basis from the day of addition.

Inventories -

The stock of stores, spares and embedded goods and fuel is valued at cost (weighted average basis), or net realizable value whichever is lower.

Work in Progress is valued at the contract rates and site mobilization expenditure of incomplete contracts is stated at cost.

Investment -

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Long Term

Investments. Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are measured at Cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

Borrowing Costs -

Borrowing cost which are directly attributable to the acquisition/construction of Qualifying Assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

Current Tax and Deferred Tax -

- i. Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.
- ii. Current Tax is calculated in accordance with the tax laws applicable to the current financial year.
- iii. Deferred tax expense of benefit is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- iv. Advance tax and provision for current income are presented in the balance sheet after setting off advance tax paid and income tax provision arising in the same tax jurisdiction.

Foreign Exchange Transaction -

- (i) Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Monetary items denominated in foreign currency as at the balance sheet date are translated at the year-end exchange rate.
- (iii) Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

Employee Retirement Benefits -

The company provides for gratuity in accordance with the rules of the company based on an actuarial valuation carried out at the balance sheet date, by an independent actuary. Contribution payable to Employees benefits is charged to Profit & Loss Account as and when incurred. Leave wages is not applicable to this company. The Company has provided for gratuity during the current year as per the actuarial valuation of liability.

Impairment of Assets -

The company assesses at each balance sheet date whether there is any indication that an assets may be impaired.

If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

Earning per share -

Basic EPS is computed using the weighted average number of equity shares outstanding during the year.

Provision, Contingent Liabilities and contingent assets -

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Fixed Assets	Gross Block			Accumulated Depreciation						Net Block		
	As at 01st April 2018	Additions/	(Disposals)	As at 31st March 2019	As at 01st April 2018	Depre- ciation for the period	Adjust- ment due to revalua- tions	Depre- ciation on disposal	As at 31st MARCH 2019	As at 31st MARCH 2019	As at 31st March 2018	
Tangible Assets												
Land	461.25	-	26.00	435.25	-	-	-	-	-	435.25	461.25	
Assets under lease												
Buildings	340.02	-	-	340.02	143.56	3.83	-	-	147.39	192.63	196.46	
Assets under lease												
Plant and Equipment	5,055.87	-	-	5,055.87	4546.81	60.84	-	-	4,607.65	448.22	509.06	
Assets under lease												
Furniture and Fixtures	44.72	0.33	-	45.05	39.75	1.42	-	-	41.17	3.88	4.97	
Assets under lease												
Vehicles	274.75	-	-	274.75	257.43	2.50	-	-	259.93	14.82	17.32	
Assets under lease												
Office equipment	85.74	0.20	-	85.94	85.06	0.28	-	-	85.34	0.60	0.68	
Assets under lease												
Others (specify nature)												
Total	6,262.34	0.53	26.00	6,236.87	5072.61	68.86	-	-	5,141.47	1,095.40	1,189.74	
Intangible Assets												
Goodwill	14.63	-	-	14.63	-	-	-	-	-	14.63	14.63	
Computer software												
Total	14.63	-	-	14.63	-	-	-	-	-	14.63	14.63	
Total	6,276.97	0.53	-	6,251.50	5072.61	68.86	-	-	5,141.47	1110.03	1,204.37	

	31st March 2019		31st March 2018	
	Quoted ₹ In Lacs	Unquoted ₹ In Lacs	Quoted ₹ In Lacs	Unquoted ₹ In Lacs
Note 4 Non-current investments				
Investments (At cost unless otherwise specified):				
Trade investments				
Investment in Equity shares (Others)				
CONCAST JAWASA ROAD PROJECT PVT LTD 1042600 NOS EQUITY SHARE RS 10/-EACH		104.26		104.26
CONCAST AMBHA ROAD PROJECT PVT LTD 6476600 NOS EQUITY SHARE RS 10/-EACH		647.66		647.66
CONCAST DAMOH ROAD PROJECT PVT LTD 5623800 NOS EQUITY SHARE RS 10/-EACH		562.38		562.38
CONCAST DHANETA ROAD PROJECT PVT LTD 5870098 NOS EQUITY SHARE RS 10/-EACH		587.01		587.01
CONCAST PATAN ROAD PROJECT PVT LTD 210600 NOS EQUITY SHARE RS 10/-EACH		21.06		21.06
CONCAST BADNAGAR ROAD PROJECT PVT LTD 2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
CONCAST JABALPUR ROAD PROJECT PVT LTD 2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
Investment in Joint Venture		763.30		755.31
Other investments (Non Trade)				
a) Quoted Investment				
VIJAYA BANK LTD 19400 EQUITY SHARES OF RS.10/- EACH	-	-	-	-
Total	-	2,686.19	-	2,678.20

Details

	31st March 2019		31st March 2018	
	Cost ₹ In Lacs	Market Value ₹ In Lacs	Cost ₹ In Lacs	Market Value ₹ In Lacs
a) Quoted Investment	0	0	0	0
b) Unquoted Investment	2,686.19	0	2,678.20	0
Total	2,686.19	0	2,678.20	0

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
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Note 5 Deferred Tax Asset**Deferred Tax Liability**

Related to Fixed Assets	0.00	0.00
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Deferred Tax Assets

Related to Fixed Asset	46.06	59.98
------------------------	-------	-------

Deferred Tax Assets	46.06	59.98
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Deferred Tax Asset (Net)	46.06	59.98
--------------------------	-------	-------

Total	46.06	59.98
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Note 6 Long Term Loans and Advances**Unsecured, considered good**

a. Security and Other Deposits	1918.08	2559.03
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b. Loans and Advances to Employees	155.85	144.12
------------------------------------	--------	--------

Total	2073.93	2703.15
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	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
Note 7 Long Term Trade Receivables		
Unsecured, Considered good		
a) Trade Receivables	528.34	504.72
Total	528.34	504.72
Note 8 : Inventories		
(As technically valued and certified by the Management)		
a) Material At Site, At Cost	874.96	808.03
b) Work In Progress	2193.88	1,925.05
Total	3068.84	2,733.08
Note 9 : Trade Receivables		
Unsecured and Considered Good		
a) Trade Receivables outstanding for more than 6 months	983.93	1,354.40
Less : Provision for Doubtful Debts	-	-
	983.93	1,354.40
b) Other Trade receivables	954.41	766.57
	1938.34	2,120.98
Note 10 : Cash and Cash Balance		
a) Cash on Hand	30.52	31.15
b) Balance with Banks		
i) In Current Accounts	197.73	75.46
ii) In earmarked Accounts		
1) Unpaid Dividend Accounts	-	-
2) Share Application money received for allotment of securities and due for refund	1.77	1.77
3) Balances held as Margin Money or security against borrowings, gurantess and other Commitments	675.60	473.36
Total	905.61	581.74
Note 11 : Short term Loans and Advances		
Unsecured, Considered Good		
a) Others		
i) Advances Recoverable in cash or in kind or for value to be received	2173.87	2,846.70
ii) Advance payment of Taxes (Net of Provision)	822.02	790.69
iii) Earnest Money and Other Deposits	1477.27	1,446.90
b) Loan to Employees	18.12	12.35
Total	4491.28	5,096.64
Note 12. SHARE CAPITAL		
	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
Authorised Shares		
12000000 Equity Shares of Rs 10/- each	1,200.00	1,200.00
Issued, Subscribed & fully paid up shares		
10960707 Equity Shares of Rs 10/- each	1,096.07	1,096.07
Total Issued, subscribed and fully paid up share capital	1,096.07	1,096.07

a. Reconciliation of the shares outstanding at the beginning and at the end of the year**Equity Shares**

	31ST MARCH 2019		31st March 2018	
	No. (Lacs)	₹ In Lacs	No. (Lacs)	₹ In Lacs
At the beginning of the year	109.60	1096.07	109.60	1096.07
Issued during the period- Bonus Issue	-	-	-	-
Issued during the period- ESOP	-	-	-	-
Outstanding at the end of the period	109.60	1096.07	109.60	1096.07

b. Terms / Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each Holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend (if any) proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

c. Shares held by holding /ultimate holding company

Tarmat Ltd has no holding company. Hence the number of shares held by Holding/ultimate company is NIL

d. Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	31ST MARCH 2019		31st March 2018	
	No of Shares Held (In Lacs)	% of Holding	No of Shares Held (In Lacs)	% of Holding
Mr. Jerry Varghese	32.4182	29.58%	32.4182	29.58%
Mr. Dilip Varghese	0.44914	0.41%	7.44914	6.7962%
Mrs. Saramma Varghese	10.51161	9.59%	10.51161	9.59%
M/s. Tarmat Holdings Pvt. Ltd	13.61328	12.42%	13.61328	12.42%

e. Aggregate number of Bonus shares issued ,shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date :

	31st March 2019	31st March 2018
	No. In Lacs	No. In Lacs
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for consideration other than cash	Nil	Nil
Equity shares bought back by the company	Nil	Nil

Note 13. RESERVES & SURPLUS

	31st March 2019	31st March 2018
	₹ In Lacs	₹ In Lacs
Securities Premium Account		
Balance As per Last Balance Sheet	6,206.89	6,206.89
Add : Transferred from surplus balance in the Profit & Loss Statement	-	-
Closing Balance	6,206.89	6,206.89
Revaluation Reserve		
As per Last Balance Sheet	8.50	8.50
Transfer/write back during the year	-	-
Closing Balance	8.50	8.50

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
General Reserve		
Opening Balance	520.48	520.48
Add : Transferred from surplus balance in the Profit & Loss Statement		
(-) Written Back in Current Year	-	-
Closing Balance	520.48	520.48
Surplus/ (deficit) in the statement of Profit & Loss		
Balance as per Last financial statements	-3,909.58	-4,034.30
Profit for the year	57.05	124.72
Less : Appropriations		
(-) Proposed Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance		3,909.58
Total	2,883.34	2,826.29

Note 14. LONG TERM BORROWINGS

	Non Current Portion (₹ In Lacs)		Current Portion (₹ In Lacs)	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Unsecured				
From Others	9,730.43	5,540.71	-	-
	<u>9,730.43</u>	<u>5,540.71</u>	<u>-</u>	<u>-</u>

14.1 Additional Information to Secured Long Term Borrowings

The long term portion of term loans are shown under long term borrowing and the current maturities of the long term borrowings are shown under the current liabilities as per the disclosure of the Schedule III.

Note 15. LONG TERM PROVISIONS

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
a) Provision for Employee Benefits	95.18	77.05
TOTAL	95.18	77.05

Note 16. SHORT TERM BORROWINGS**Secured****(A) Loans repayable on demand**

a) From Banks		
i) Vijaya Bank-Cash Credit	-	2,362.73
ii) Kotak Mahindra Bank- Cash Credit	-	-
iii) Vijaya Bank -Bank guarantees invoked	-	3,348.27
Total	0	5,711.00

Note 17 : TRADE PAYABLES

a) Trade Payables	1836.35	1749.90
TOTAL	1836.35	1749.90

Note on SME

The company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to the amount unpaid as at year end together with interest paid/payable under this act has not been given.

Note 18 : OTHER CURRENT LIABILITIES

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
a) Current Maturities of Long Term Borrowings	-	-
b) Others	761.68	295.02
i) Unpaid Dividend	-	-
ii) Due To Employees	27.70	14.40
iii) Statutory Dues Payable	416.11	370.66
d) Application money received for Allotment of securities and due for refund	1.77	1.77
TOTAL	1207.25	681.85

Note on Application money due

The amount relates to share application money received but not refunded as the addressees are not traceable. The amount is kept in a separate bank account pending transfer to Investor Education & Protection Fund when due.

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
Note 19 Revenue from Operations		
Work Bill Receipts - Gross	9,290.67	6,038.39
Add : Work in Progress, at close	2,193.88	1,925.05
	11,484.55	7,963.44
Less : Work in progress, at commencement	1,925.05	1,795.04
Total	9,559.51	6,168.40

Note 20 Other Income

a) Hire, Rent and Royalty Charges received	-	67.09
b) Profit on sale of assets - Goregaon	2,074.00	-
c) Interest from Banks	33.48	28.17
d) Misc Receipts	3.04	5.13
e) long term capital gain	0	8.54
f) Sundry Credit / Debit bal written off	39.25	-
g) Share of profit from Joint Venture	7.99	755.31
h) Vijaya Bank Interest written off	0	983.53
i) Interest from others Msedcl	0.16	0
j) Interest on I.T Refund	26.75	56.96
Total	2,184.66	1,904.71

Note 21 Cost of construction material consumed

Stock at Commencement	808.03	831.17
Add : Purchases	4,438.87	4,279.52
	5,246.90	5,110.69
Less : Scrap sold	-	-
	5,246.90	5,110.69
Less : Stock at Close	874.96	808.03
Total	4,371.95	4,302.66

Note 22 Construction expenses

Subcontract, Transportation, Hire etc	4,318.44	2,080.74
Labour Charges	15.67	167.28
Power & Fuel	15.82	13.98
Repairs to Machinery	68.91	10.01
Other repairs	13.81	14.37
Laboratory charges and Water charges	2.10	1.49
Total	4,434.74	2,287.87

31st March 2019 31st March 2018
₹ In Lacs ₹ In Lacs

Note 23 Employee Benefit Expenses

(a) Salaries and incentives	226.09	202.32
(b) Contributions to -		
(i) Provident fund	1.01	0.96
(ii) ESIC	0.26	0.10
(c) Gratuity fund contributions	18.14	19.43
d) Staff welfare expenses	67.01	8.06
Total	312.50	230.86

Note 24 Finance Cost

a) Interest expense	135.96	134.80
b) Other borrowing costs	0.75	0.54
Total	136.71	135.35

Note 25 Other Expenses

a) Stationery, Postage, Telephone & Advertisement	19.76	4.14
b) Travelling & Conveyance	42.61	27.14
c) Rent	8.19	0.66
d) Rates & Taxes - excluding taxes on income	59.97	2.91
e) Insurance	3.69	3.11
f) Legal & Professional Fees	84.42	123.57
g) Office Maintenance	2.70	2.44
h) Security charges	0	3.71
i) Business Promotion	3.45	19.71
j) Vehicle Tax	0.58	2.43
k) Works Contract Tax/ VAT	18.65	86.85
l) Director's remuneration	44.40	44.10
m) Payment to Auditors as		
i) Audit Fees	4.54	2.59
ii) for taxation matters,	0.00	0.24
iii) for management services,	0.00	0.36
iv) for reimbursement of expenses;	0.00	0.36
n) Miscellaneous Expense	10.33	29.03
h) Retention money/ other advances no more receivable	2045.15	655.70
Total	2348.44	1,009.05

Note No. 27 :Extra Ordinary Item

There are no extra ordinary items during the current year.

Note No.28: CONTINGENT LIABILITIES

(₹ in lacs)

Particulars	2018-2019	2017-2018
Bank Guarantee	33.48	33.48
Property Tax	0.00	45.82
Total	33.48	79.30

Note No. 29 Earning per share**1) Disclosures as required by Accounting Standard (AS) 20 Earning per Share (EPS) –**

Sr. Particulars No.	2018-2019	2017-2018
i) Profit attributable to Equity Shareholders for Basic Earning per Share	57.05	124.72
ii) Weighted average number of equity shares	109.60707	109.60707
iii) Face Value of equity share	10/-	10/-
iv) Earnings per share (Basic and diluted)	0.52	1.14

Note No. 30 Related Party Transactions

Information on Related Party Disclosures as per Accounting Standard 18 (AS-18) on Related Party Disclosures is given below:

For the year ended 31st March 2019**a) List of related parties with whom the company entered into transactions -**

Sr. No.	Name of Related Party	Nature of Relationship
A) Key Management personnel and their relatives -		
1	Mr. Jerry Varghese	Executive Director
2	Mrs. Saramma Varghese	Executive Director
3	Mr. Dilip Varghese	Managing Director
B) Enterprise owned/controlled by key management personnel or their relatives -		
1	M/s Tarmat Construction Pvt. Ltd.	Company controlled by Mr. Jerry Varghese
2	M/s Tarmat Holding Pvt. Ltd.	Company controlled by Mr. Jerry Varghese
3	M/s Tarmat Quarries Pvt. Ltd.	Company controlled by Mr. Jerry Varghese
4	M/s Tarmat Motels Pvt. Ltd.	Company controlled by Mr. Jerry Varghese

b. NATURE OF TRANSACTIONS

Nature of Transaction	2018-19	2017-18	Nature of Relationship
Managerial Remuneration	43.20	43.20	Key Management personnel
Directors sitting fees	1.20	0.90	Non Executive Directors
Loan received	1963.95	701.20	From Directors

Note No.31 Disclosure in accordance with Accounting Standard -7 (Revised) - Construction Contracts

(₹ in lacs)

Particulars	2018-2019	2017-2018
Amount of Contract revenue recognized as revenue in the period	9290.67	6038.39
Contract cost incurred and recognized profits (less recognized losses) upto the reporting date	8806.69	5741.76
Recognised Profit	483.98	296.63
Advances received from customers for contract work	735.64	-
Retention money	751.86	2715.32
Gross amount due from customer for contract work	1000.36	3716.23
Gross amount due to customer for contract work	735.64	132.50

Note No. 32 Segment information –**1) Segment information****a) Primary Segment**

The business segment has been considered as the primary segment. The company is engaged in only one reportable segments viz Construction.

b) Secondary Segment

The company operates in India and hence there are no geographical segments.

Note No.33 Disclosure relating to Employee Benefits – As per AS- 15

(₹ in lacs)

A	Expenses recognized in the Statement of Profit & Loss Account for the year ended	31.3.2019	31.3.2018
1	Current Service Cost	2.24	2.32
2	Interest Cost	5.82	4.10
3	Actuarial (Gain)/Loss	(0.14)	(1.61)
4	Past Service Cost-Vested Benefit recognized during the Period	-	-
5	Transitional Liability Recognized during the Period	-	-
6	Expenses Recognized in P & L	18.14	19.43
B	Net Asset/(Liability) recognized in the Balance Sheet		
1	Fair Value of Plan Assets At the End of the Period	0	-
2	Present Value of Benefit Obligation at the end of the Period	95.19	57.61
3	Difference	(95.19)	(57.61)
4	Unrecognized Past Service Cost at the end of the Period	0	-
5	Unrecognized Transitional Liability at the end of the Period	0	-
	(Net Liability Recognized in the Balance sheet)	(95.19)	(57.61)
C	Change in Present Value of Obligation		
1	Present Value of Benefit Obligation at the beginning of the current Period	77.04	57.61
2	Interest Cost	5.82	4.10
3	Current Service Cost	2.24	2.32
4	Past Service cost-Non Vested Benefit	-	-
5	Past Service Cost-Vested Benefit	-	-
6	Liability Transferred in	-	-
7	(Liability Transferred Out)	-	-
8	(Benefit Paid)	-	-
9	Actuarial (Gain)/Loss on Obligations	10.21	(3.85)
10	Present value of benefit obligation at the end of the Current Period	95.19	77.04
D	Actuarial Assumptions:-		
1	Discount Rate-Previous	7.56%	7.12%
2	Salary Escalation-Previous	6.00%	6.00%
3	Attrition Rate-Previous	2.00%	2.00%
4	Discount Rate-Current	7.59%	7.56%
5	Salary Escalation-Current	6.00%	6.00%
6	Attrition Rate-Current	2.00%	2.00%

Note No.34 Additional Comments

- On assessment of the impairment of fixed assets of the company as at the Balance Sheet date as required by Accounting Standard 28 "Impairment of Assets" issued by the ICAI, the company is of the view that no provision for impairment of fixed assets is required.
- In accordance with Accounting Standard 11 (revised), the net exchange gain credited to profit & Loss account is ₹ Nil/- (Previous year debit ₹ Nil)
- In the opinion of the Board the current assets and advances if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the Balance Sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonable necessary.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

Sd/-

PRADIP C MEHTA
(PARTNER)

Membership No. 035447

Sd/-

DILIP VARGHESEManaging Director
Din No. 01424196

Sd/-

JERRY VARGHESE(Executive Director)
Din No. 00012905

Sd/-

S. CHAKRABORTY
Company Secretary / CFO

Place: Mumbai

Dated: 30.05.2019

INDEPENDENT AUDITOR'S REPORT

To
The Members of
TARMAT LIMITED

Report on the Consolidated IND AS Financial Statements

We have audited the accompanying consolidated IND AS financial statements of TARMAT LIMITED ("the Company") and its joint ventures (the Company and its joint ventures together referred to as the "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated IND AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, of the Companies (Indian Accounting standards). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error; which have been used for the purpose of preparation of the consolidated IND AS financial statements by the Directors of the company as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated IND AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated IND AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated IND AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanation given to us, except for the matters described in the paragraphs "Emphasis of Matter" and "Other Matter", the aforesaid consolidated IND AS financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2019 and its Consolidated loss and its Consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:-

1. **The company has paid all its dues with banks and NBFCs in full and final settlement in this year by selling its Land situated at Goregaon.**
2. **The company has not deducted TDS on GST @ 2% where subcontract value exceeds Rs. 2.5 Lakhs in a few cases. TDS @ 2% is required to be deducted on payment made to the supplier of taxable goods or services or both.**
3. **The company has accounted for prior period income for the following:-**

Date	Particulars	Amount
01/01/2019	sales dated 19.3.2018 & 28.03.2018	28,08,079/-

4. **The company has written off “Retention money and Advances no longer receivable” to the tune of Rs.20,45,14,867/- accumulated over a period of 10 to 15 years.**

- 2) Note No 17 of the Financial Statements in respect of Cash and cash Balance

Balance with Bank in Current Accounts grouped under Cash and Cash Balances are not being confirmed by banks. Due to Non Availability of confirmation of aforesaid balances, we are unable to quantify the impact of the adjustments, if any, arising from reconciliation and settlement of account balances in the financial statements.

Our Opinion is not modified in respect of the matters mentioned above.

Report on Other Legal and Regulatory Requirements

3. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “Annexure A” a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
4. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid standalone IND As financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
 - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24 (iv) to the financial statements;

- iv. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- v. The company has not transferred the following amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Nature of Amount to be transferred	Amount
Share Application Money	177,000

vi. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with Books of account maintained by the Company and as produced to us by the Management.

Other Matter

- a) We did not audit the financial statement of three Joint Ventures included in the statement, whose financial statements reflects total assets of Rs 744.70 Lacs as at March 31, 2019, total revenue of Rs.8394.47 Lacs and total Profit of Rs.64.12 Lacs for the year ended on that date, as considered in the statement.
- b) The accompanying consolidated financial statements include Company's proportionate share in jointly controlled assets and liabilities amounting to Rs.653.84 Lacs and Rs. 6271.51 Lacs as at March 31, 2019 and expenditure for the year ended amounting to Rs. 3601.48 Lacs and income for the year ended amounting to Rs.3609.47 Lacs in respect of one Joint venture. In respect of this JV, the audited accounts are not available with the Company. The financial statements have been incorporated based on Un-audited financial statement/ data received from the company, in the absence of audited accounts of the JV, we are unable to comment on the adjustments that may be required to be made in these financial statement.

Our opinion is not modified in respect of these matters.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
Pradip Mehta
Partner
Membership No. 35447

Date: 30.05.2019
Place: Mumbai

Annexure A to the Independent Auditors Report of even date on the Consolidated Financial Statements of Tarmat Limited**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) for the year ended 31st March 2019****To the members of Tarmat Limited**

In conjunction with our audit of the consolidated financial statements of Tarmat Limited as of and for the year ended 31st March 2019, we have audited the internal financial controls over financial reporting of TARMAT LIMITED (“the Company”) and its Joint Venture as of March 31, 2019.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
Pradip C Mehta
Partner
Membership No. 35447

Date: 30.05.2019
Place: Mumbai

AUDITED CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2019

Rs in lacs

Particulars	Note No.	As on 31ST MARCH 2019	As on 31st March 2018
I. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	3	1,146.31	1,261.74
(ii) Intangible assets		14.63	14.63
(b) Non-current investments	4	1,922.89	2,158.09
(c) Deferred Tax asset	5	46.06	59.22
(d) Long-term loans and advances	6	2,420.97	2,855.89
(e) Long Term Trade Receivables	7	528.33	504.72
			6854.29
2 Current assets			
(a) Inventories	8	5,723.17	5,409.07
(b) Trade receivables	9	1,938.35	3,466.53
(c) Cash and cash balance	10	910.18	830.84
(d) Short-term loans and advances	11	4,735.93	9,433.46
			19139.90
TOTAL		19,386.82	25,994.19
II. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	12	1,096.07	1,096.07
(b) Reserves and surplus	13	2,883.34	2,825.53
			3921.60
2 Non-current liabilities			
(a) Long-term borrowings	14	9,730.43	6,968.71
(b) Long-term provisions	15	95.18	77.05
			7045.76
3 Current liabilities			
(a) Short-term borrowings	16	0.00	7,548.87
(b) Trade payables	17	4,346.89	6,736.50
(c) Other current liabilities	18	1,234.91	741.46
			15026.83
TOTAL		19,386.82	25,994.19

Summary of Significant Accounting Policies

1 & 2

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

PRADIP C MEHTA

(PARTNER)

Membership No. 035447

Sd/-

DILIP VARGHESE

Managing Director

Din No. 01424196

Sd/-

JERRY VARGHESE

(Executive Director)

Din No. 00012905

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 30.05.2019

AUDITED CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Rs in lacs

Particulars	Note No.	As on 31ST MARCH 2019	As on 31st March 2018
Income			
I Revenue from operations (Gross)	19	13,163.30	20,535.73
Less : Excise Duty		-	-
Revenue from operations (Net)		13,163.30	20,535.73
II. Other Income	20	2,182.35	1,150.98
III. Total Revenue (I + II)		15,345.65	21,686.71
IV Expenses:			
Cost of materials consumed	21	4,569.00	6,961.73
Construction expenses	22	7,787.77	13,116.71
Employee benefits expense	23	319.44	242.78
Finance costs	24	145.08	155.35
Depreciation and amortization expense	10	89.96	102.84
Other expenses	25	2,363.43	1,097.11
Total expenses		15,274.68	21,676.52
V. Profit before exceptional and extraordinary items and tax (III-IV)		70.97	10.19
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		70.97	10.19
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII- VIII)		70.97	10.19
X Tax expense:			
(1) Current tax		0.00	0.00
(2) Current tax relating to prior years		0.00	(119.54)
(3) Deferred tax Asset		13.16	5.77
XI Profit for the period (IX-X)		57.81	123.96
XII Other comprehensive Income			
a) Items not to be reclassified subsequently to profit or loss			
Gain on fair value of defined benefit plans as per actuarial valuation		0.00	0.00
Income tax effect on above			
b) Items to be reclassified subsequently to profit or loss		0.00	0.00
Other comprehensive income for the period, net of tax			
XIII Total Comprehensive income for the period net of tax (XI+XII)		57.81	123.96
XVI Earnings per equity share:			
1) Basic			
i) Computed on the basis of profit from continuing operation		0.53	1.13
ii) Computed on the basis of total profit for the year		0.53	1.13
2) Diluted			
i) Computed on the basis of profit from continuing operation		0.53	1.13
ii) Computed on the basis of total profit for the year		0.53	1.13

Summary of Significant Accounting Policies

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of **TARMAT LTD**

Sd/-

PRADIP C MEHTA

(PARTNER)

Membership No. 035447

Sd/-

DILIP VARGHESE

Managing Director

Din No. 01424196

Sd/-

JERRY VARGHESE

(Executive Director)

Din No. 00012905

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 30.05.2019

Cash Flow Statement for the year ended 31st March 2019

Rs in lacs

Particulars	2018-19	2017-18
Net Profit/(Loss) as per Profit & Loss Account	70.97	10.19
Adjustments for Non-Cash and other items		
Interest Expense	145.08	155.35
Interest Income	(33.48)	(29.75)
Depreciation	68.86	102.84
Dividend received	0.00	0.00
Provision for Doubtful Debts/ Advances (Net of Recovery)	0.00	0.00
Gratuity provision	18.14	19.43
Preliminary Expenses w/off	0.00	0.00
Loss on Sale of Fixed Assets	0.00	0.00
Investment in JV written off	0.00	0.00
Bad debts written off	0.00	0.00
Operating Profit/(loss) Before Working Capital Changes	269.58	258.06
Changes in Working Capital		
Adjustment for		
Trade & Other Receivables	159.03	(1,195.67)
Loans & Advances	1,234.59	(2,409.25)
Inventories	(335.76)	(2,782.86)
Fixed Deposit	(202.24)	(24.33)
Trade payables and other liabilities	611.84	3,958.26
Less: Taxes paid		113.74
Net Cash from Operating Activities [A]	1,737.04	(2,082.05)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	0.53	0.00
Sale of Fixed Assets	26.00	0.00
Purchase of Non current investments	(7.99)	(233.26)
Interest received	33.48	29.75
Dividend received	0.00	0.00
Net Cash from Investing Activities [B]	52.01	-203.51
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend and Distribution tax paid	-	-
Interest paid	(148.08)	(155.35)
Proceeds from Long Term and Short Term Borrowings (Net Of Repayment)	(1521.28)	2,725.99
Net Cash from Financing Activities [C]	(1,666.36)	2,570.64
Net increase in Cash and Cash equivalents [A+B+C]	-126.41	285.08
Cash & Cash equivalents at the beginning of the year	355.71	70.63
Cash & Cash equivalents at the end of the year	229.30	355.71

Note:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.
- The amendments to Ind AS 7 Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non- cash flow changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April, 2017 and the required disclosures is made below. There is no other impact on the financial statements due to this amendment.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

Sd/-

PRADIP C MEHTA

(PARTNER)

Membership No. 035447

Sd/-

DILIP VARGHESE

Managing Director

Din No. 01424196

Sd/-

JERRY VARGHESE

(Executive Director)

Din No. 00012905

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 30.05.2019

3. Corporate Information :

Tarmat Ltd. was established in the year 1986 by Mr. Jerry Varghese. The company is specialized in the construction of Airfield and National/State Highways all over India.

The company had its IPO in 2007 and got listed in BSE and NSE. The present paid up capital of the company is Rs. 109607070, of which 53.94% is held by the promoters.

4. SIGNIFICANT ACCOUNTING POLICIES

a. System of Accounting

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of significant uncertainties. These financial statements are prepared under the historical cost convention unless otherwise indicated.

b. Statement of compliance

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financial statements have been approved for issue by the Board of Directors at their meeting held on May 30, 2019.

c. Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All asset and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company considers 12 month as normal operating cycle.

The Company's financial statements are reported in Indian Rupees, which is also the company's functional currency and all values are rounded to the nearest lakh except otherwise indicated.

d. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

e. Property, Plant and Equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance cost, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be

measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.

- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1st April, 2016 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April, 2016.
- (vi) The Company depreciates property, plant and equipment on written down value method except for building, plant and machinery, laboratory equipment and excavators where depreciation is provided on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date of the assets are ready for intended use after considering the residual value.
- (vii) Intangible assets mainly represent implementation cost for software and other application software acquired/ developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure.
- (viii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Use of Estimate -

The preparation of financial statements requires estimates and assumptions to be made that affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

Revenue Recognition -

- (v) Income from construction contracts is recognized on the basis of work certified in accordance with percentage completion method. All other income and expenditure are recognized and accounted for on an accrual basis. Losses on contracts are fully accounted for as and when incurred.
- (vi) Hire Charges is accounted for as per terms of the lease agreement.
- (vii) Dividend Income is accounted for when the right to receive is established.
- (viii) Interest income on deposits is recognized on accrual basis.

Fixed Assets -

Fixed Assets are stated at cost net of tax/duty credits availed, wherever applicable less accumulated depreciation/ impairment losses, if any. The cost of an asset comprises of purchase price and any directly attributable cost of bringing the assets to its present condition for intended use and incremental amount of revaluation.

Depreciation -

Depreciation is charged as per Straight-line method at the rate and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on fixed assets sold or scrapped during the year is provided upto the date on which such fixed asset is sold or scrapped. Depreciation on addition to fixed assets is calculated on pro rata basis from the day of addition.

Inventories -

The stock of stores, spares and embedded goods and fuel is valued at cost (weighted average basis), or net realizable value whichever is lower.

Work in Progress is valued at the contract rates and site mobilization expenditure of incomplete contracts is stated at cost.

Investment -

Investments which are readily realizable and intended to be held for not more than one year from the date on which

such investments are made, are classified as current investments. All other investments are classified as Long Term Investments. Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are measured at Cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment. Upon first-time adoption of Ind AS, the Company has elected to measure these investments of the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e. 1st April, 2017.

Borrowing Costs -

Borrowing cost which are directly attributable to the acquisition/construction of Qualifying Assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

Current Tax and Deferred Tax -

- v. Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.
- vi. Current Tax is calculated in accordance with the tax laws applicable to the current financial year.
- vii. Deferred tax expense or benefit is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- viii. Advance tax and provision for current income are presented in the balance sheet after setting off advance tax paid and income tax provision arising in the same tax jurisdiction.

Foreign Exchange Transaction -

- (iv) Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.
- (v) Monetary items denominated in foreign currency as at the balance sheet date are translated at the year-end exchange rate.
- (vi) Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

Employee Retirement Benefits -

The company provides for gratuity in accordance with the rules of the company based on an actuarial valuation carried out at the balance sheet date, by an independent actuary. Contribution payable to Employees benefits is charged to Profit & Loss Account as and when incurred. Leave wages is not applicable to this company. The Company has provided for gratuity during the current year as per the actuarial valuation of liability.

Impairment of Assets -

The company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

Earning per share -

Basic EPS is computed using the weighted average number of equity shares outstanding during the year.

Provision, Contingent Liabilities and contingent assets -

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Note 3

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block	
	As at 01st April 2018	Additions/ (Disposals)	As at 31st March 2019	As at 01st April 2018	Depreciation for the period	Adjustment due to revaluations	Depreciation on disposal	As at 31st MARCH 2019	As at 31st MARCH 2019	As at 31st March 2018
Tangible Assets										
Land	461.25	-	435.25	-	-	-	-	-	435.25	461.25
Assets under lease										
Buildings	340.02	-	340.02	143.56	3.83	-	-	147.39	192.63	196.46
Assets under lease										
Plant and Equipment	5,092.74	-	5,092.74	4514.32	81.58	-	-	4,595.90	496.84	578.42
Assets under lease										
Furniture and Fixtures	115.40	0.33	115.73	107.79	1.78	-	-	109.57	6.16	7.61
Assets under lease										
Vehicles	274.75	-	274.75	257.43	2.50	-	-	259.93	14.82	17.32
Assets under lease										
Office equipment	85.74	0.20	85.94	85.06	0.28	-	-	85.34	0.60	0.68
Assets under lease										
Others (specify nature)										
Total	6,369.90	0.53	6,344.43	5108.16	89.96	-	-	5,198.12	1,146.31	1,261.74
Intangible Assets										
Goodwill	14.63	-	14.63	-	-	-	-	-	14.63	14.63
Computer software										
Total	14.63	-	14.63	-	-	-	-	-	14.63	14.63
Total	6,384.53	0.53	6,359.06	5108.16	89.96	-	-	5,198.12	1,160.94	1,276.37

	31st March 2019		31st March 2018	
	Quoted ₹ In Lacs	Unquoted ₹ In Lacs	Quoted ₹ In Lacs	Unquoted ₹ In Lacs
Note 4 Non-current investments				
Investments (At cost unless otherwise specified):				
Trade investments				
Investment in Equity shares (Others)				
CONCAST JAWASA ROAD PROJECT PVT LTD 1042600 NOS EQUITY SHARE RS 10/-EACH		104.26		104.26
CONCAST AMBHA ROAD PROJECT PVT LTD 6476600 NOS EQUITY SHARE RS 10/-EACH		647.66		647.66
CONCAST DAMOH ROAD PROJECT PVT LTD 5623800 NOS EQUITY SHARE RS 10/-EACH		562.38		562.38
CONCAST DHANETA ROAD PROJECT PVT LTD 5870098 NOS EQUITY SHARE RS 10/-EACH		587.01		587.01
CONCAST PATAN ROAD PROJECT PVT LTD 210600 NOS EQUITY SHARE RS 10/-EACH		21.06		21.06
CONCAST BADNAGAR ROAD PROJECT PVT LTD 2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
CONCAST JABALPUR ROAD PROJECT PVT LTD 2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
Other investments (Non Trade)				235.2
a) Quoted Investment				
VIJAYA BANK LTD 19400 EQUITY SHARES OF RS.10/- EACH	-	-	-	-
Total	-	1,922.89	-	2,158.09

Details

Aggregate of Investments	Cost	Market Value	Cost
	₹ In Lacs	₹ In Lacs	₹ In Lacs
a) Quoted Investment	-	-	-
b) Unquoted Investment	1,922.89	-	2,158.09
Total	1,922.89	-	2,158.09

	31st March 2019	31st March 2018
	₹ In Lacs	₹ In Lacs

Note 5 Deferred Tax Asset**Deferred Tax Liability**

Related to Fixed Assets	0.00	0.00
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Deferred Tax Assets

Related to Fixed Asset	46.06	59.22
------------------------	-------	-------

Deferred Tax Assets	46.06	59.22
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Deferred Tax Asset (Net)	46.06	59.22
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Total	46.06	59.22
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Note 6 Long Term Loans and Advances**Unsecured, considered good**

a. Security and Other Deposits	2265.12	2711.78
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b. Loans and Advances to Employees	155.85	144.12
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Total	2420.97	2855.89
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Note 7 Long Term Trade Receivables**Unsecured, Considered good**

a) Trade Receivables	528.33	504.72
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Total	528.33	504.72
--------------	---------------	---------------

31st March 2019 31st March 2018
₹ In Lacs ₹ In Lacs

Note 8 : Inventories

(As technically valued and certified by the Management)

a) Material At Site, At Cost	1,604.73	1,537.80
b) Work In Progress	4,118.44	3,871.27
Total	5,723.17	5,409.07

Note 9 : Trade Receivables**Unsecured and Considered Good**

a) Trade Receivables outstanding for more than 6 months	983.93	2,699.96
Less : Provision for Doubtful Debts	-	-
	983.93	2,699.96
b) Other Trade receivables	954.41	766.57
	1,938.34	3,466.53

Note 10 : Cash and Cash Balance

a) Cash on Hand	32.38	33.63
b) Balance with Banks		
i) In Current Accounts	196.92	322.08
ii) In earmarked Accounts		
1) Unpaid Dividend Accounts	-	-
2) Share Application money received for allotment of securities and due for refund	1.77	1.77
3) Balances held as Margin Money or security against borrowings, gurantess and other Commitments	679.12	473.36
Total	910.18	830.84

Note 11 : Short term Loans and Advances**Unsecured, Considered Good**

a) Others		
i) Advances Recoverable in cash or in kind or for value to be received	2,400.28	6,384.48
ii) Advance payment of Taxes (Net of Provision)	840.25	1,589.72
iii) Earnest Money and Other Deposits	1,477.27	1,446.90
b) Loan to Employees	18.12	12.35
Total	4,735.93	9,433.45

Note 12. SHARE CAPITAL

31st March 2019 31st March 2018
₹ In Lacs ₹ In Lacs

Authorised Shares

12000000 Equity Shares of Rs 10/- each	1,200.00	1,200.00
Issued, Subscribed & fully paid up shares		
10960707 Equity Shares of Rs 10/- each	1,096.07	1,096.07
Total Issued, subscribed and fully paid up share capital	1,096.07	1,096.07

a. Reconciliation of the shares outstanding at the beginning and at the end of the year**Equity Shares**

	31st March 2019		31st March 2018	
	No. (Lacs)	₹ In Lacs	No. (Lacs)	₹ In Lacs
At the beginning of the year	109.60	1096.07	109.60	1096.07
Issued during the period- Bonus Issue	-	-	-	-
Issued during the period- ESOP	-	-	-	-
Outstanding at the end of the period	109.60	1096.07	109.60	1096.07

b. Terms / Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each Holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend (if any) proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder

c. Shares held by holding /ultimate holding company

Tarmat Ltd has no holding company. Hence the number of shares held by Holding/ultimate company is NIL

d. Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	31st March 2019		31st March 2018	
	No of Shares Held (In Lacs)	% of Holding	No of Shares Held (In Lacs)	% of Holding
Mr. Jerry Varghese	32.4182	29.58%	32.4182	29.58%
Mr. Dilip Varghese	0.44914	0.41%	7.44914	6.7962%
Mrs. Saramma Varghese	10.51161	9.59%	10.51161	9.59%
M/s. Tarmat Holdings Pvt. Ltd	13.61328	12.42%	13.61328	12.42%

e. Aggregate number of Bonus shares issued ,shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date:

	31st March 2019	31st March 2018
	No. In Lacs	No. In Lacs
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for consideration other than cash	Nil	Nil
Equity shares bought back by the company	Nil	Nil

Note 13. RESERVES & SURPLUS

	31st March 2019	31st March 2018
	₹ In Lacs	₹ In Lacs
Securities Premium Account		
Balance As per Last Balance Sheet	6,206.89	6,206.89
Add : Transferred from surplus balance in the Profit & Loss Statement	-	-
Closing Balance	6,206.89	6,206.89
Revaluation Reserve		
As per Last Balance Sheet	8.50	8.50
Transfer/write back during the year	-	-
Closing Balance	8.50	8.50

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
General Reserve		
Opening Balance	520.48	520.48
Add : Transferred from surplus balance in the Profit & Loss Statement		
(-) Written Back in Current Year	-	-
Closing Balance	520.48	520.48
Surplus/ (deficit) in the statement of Profit & Loss		
Balance as per Last financial statements	-3,910.34	-4,034.30
Profit for the year	57.81	123.96
Less : Appropriations		
(-) Proposed Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	-3,852.53	-3,910.34
Total	2,883.34	2,825.53

Note 14. LONG TERM BORROWINGS

	Non Current Portion (₹ In Lacs)		Current Portion (₹ In Lacs)	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Unsecured				
From Others	9,730.43	6,968.71	-	-
	<u>9,730.43</u>	<u>6,968.71</u>	<u>-</u>	<u>-</u>

14.1 Additional Information to Secured Long Term Borrowings

The long term portion of term loans are shown under long term borrowing and the current maturities of the long term borrowings are shown under the current liabilities as per the disclosure of the Schedule III.

Note 15. LONG TERM PROVISIONS

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
a) Provision for Employee Benefits	95.18	77.05
TOTAL	95.18	77.05

Note 16. SHORT TERM BORROWINGS**Secured****(A) Loans repayable on demand**

a) From Banks		
i) Vijaya Bank-Cash Credit	0.00	2,362.73
ii) Kotak Mahindra Bank- Cash Credit	0.00	-
iii) Vijaya Bank -Bank guarantees invoked	0.00	3,348.27
iv) SECURED LOAN JOINT VENTURE	-	1,837.87
Total	0.00	7,548.87

Note 17 : TRADE PAYABLES

a) Trade Payables	4,346.89	6,736.50
TOTAL	4,346.89	6,736.50

Note on SME

The company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to the amount unpaid as at year end together with interest paid/payable under this act has not been given.

Note 18 : OTHER CURRENT LIABILITIES

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
a) Current Maturities of Long Term Borrowings	-	-
b) Others	792.64	295.86
i) Unpaid Dividend	-	-
ii) Due To Employees	27.70	14.40
iii) Statutory Dues Payable	412.80	429.44
d) Application money received for Allotment of securities and due for refund	1.77	1.77
TOTAL	1,234.91	741.46

Note on Application money due

The amount relates to share application money received but not refunded as the addressees are not traceable. The amount is kept in a separate bank account pending transfer to Investor Education & Protection Fund when due.

	31st March 2019 ₹ In Lacs	31st March 2018 ₹ In Lacs
Note 19 Revenue from Operations		
Work Bill Receipts - Gross	12,916.13	18,459.50
Add : Work in Progress, at close	4,118.44	3,871.27
	<u>17,034.57</u>	<u>22,330.77</u>
Less : Work in progress, at commencement	3,871.27	1,795.04
Total	13,163.30	20,535.73

Note 20 Other Income

a) Hire, Rent and Royalty Charges received	0.00	67.09
b) Profit on sale of assets – Goregaon	2,074.00	0.00
c) Interest from Banks	33.48	29.75
d) Misc Receipts	8.72	5.13
e) long term capital gain	0.16	8.54
f) Sundry credit / debit bal written off	39.25	0.00
g) share profit from joint venture	0.00	0.00
h) Vijaya bank interest written off	0.00	983.53
j) Interest on I T Refund / Income tax Refund	26.75	56.96
Total	2,182.35	1,150.98

Note 21 Cost of construction material consumed

Stock at Commencement	1,537.80	831.17
Add : Purchases	4,635.92	7,668.36
	<u>6,173.72</u>	<u>8,499.53</u>
Less : Scrap sold	-	-
	6,173.72	8,499.53
Less : Stock at Close	1,604.73	1,537.80
Total	4,569.00	6,961.73

Note 22 Construction expenses

Subcontract, Transportation, Hire etc	7,671.47	12,909.58
Labour Charges	15.67	167.28
Power & Fuel	15.82	13.98
Repairs to Machinery	68.91	10.01
Other repairs	13.81	14.37
Laboratory charges and Water charges	2.10	1.49
Total	7,787.77	13,116.71

31st March 2019 31st March 2018
₹ In Lacs ₹ In Lacs

Note 23 Employee Benefit Expenses

(a) Salaries and incentives	233.03	214.24
(b) Contributions to -		
(i) Provident fund	1.01	0.96
(ii) ESIC	0.26	0.10
(c) Gratuity fund contributions	18.14	19.43
d) Staff welfare expenses	67.01	8.06
Total	319.44	242.78

Note 24 Finance Cost

a) Interest expense	144.33	154.80
b) Other borrowing costs	0.75	0.54
Total	145.08	155.35

Note 25 Other Expenses

a) Stationery, Postage, Telephone & Advertisement	19.76	4.14
b) Travelling & Conveyance	42.61	27.14
c) Rent	8.19	0.66
d) Rates & Taxes - excluding taxes on income	59.97	5.91
e) Insurance	3.69	3.11
f) Legal & Professional Fees	84.52	123.61
g) Office Maintenance	2.70	2.44
h) Security charges	0.00	3.71
i) Business Promotion	3.45	19.71
j) Vehicle Tax	0.58	2.43
k) Works Contract Tax/ VAT	20.06	167.42
l) Director's remuneration	44.40	44.10
m) Payment to Auditors as		
i) Audit Fees	4.66	2.63
ii) for taxation matters,	0.00	0.24
iii) for management services,	0.00	0.36
iv) for reimbursement of expenses;	0.00	0.36
n) Miscellaneous Expense	23.69	33.44
h) Retention money/ other advances no more receivable	2,045.15	655.70
Total	2,363.43	1,097.11

Note No. 27 :Extra Ordinary Item

There are no extra ordinary items during the current year.

Note No.28: CONTINGENT LIABILITIES

(₹ in lacs)

Particulars	2018-2019	2017-2018
Bank Guarantee	33.48	33.48
Property Tax	0.00	45.82
Total	33.48	79.30

Note No. 29 Earning per share**1) Disclosures as required by Accounting Standard (AS) 20 Earning per Share (EPS) –**

Sr. No.	Particulars	2018-2019	2017-2018
i)	Profit attributable to Equity Shareholders for Basic Earning per Share	57.81	123.96

ii) Weighted average number of equity shares	109.61	109.61
iii) Face Value of equity share	10/-	10/-
iv) Earnings per share (Basic and diluted)	0.53	1.13

Note No. 30 Related Party Transactions

Information on Related Party Disclosures as per Accounting Standard 18 (AS-18) on Related Party Disclosures is given below:

For the year ended 31st March 2018

a) List of related parties with whom the company entered into transactions -

Sr. No.	Name of Related Party	Nature of Relationship
A) Key Management personnel and their relatives -		
1	Mr. Jerry Varghese	Executive Director
2	Mrs. Saramma Varghese	Executive Director
3	Mr. Dilip Varghese	Managing Director
B) Enterprise owned/controlled by key management personnel or their relatives -		
1	M/s Tarmat Construction Pvt. Ltd.	Company controlled by Mr. Jerry Varghese
2	M/s Tarmat Holding Pvt. Ltd.	Company controlled by Mr. Jerry Varghese
3	M/s Tarmat Quarries Pvt. Ltd.	Company controlled by Mr. Jerry Varghese
4	M/s Tarmat Motels Pvt. Ltd.	Company controlled by Mr. Jerry Varghese

b. NATURE OF TRANSACTIONS

Nature of Transaction	2018-19	2017-18	Nature of Relationship
Managerial Remuneration	43.20	43.20	Key Management personnel
Directors sitting fees	1.20	0.90	Non Executive Directors
Loan received	1963.95	701.20	From Directors

Note No.31 Disclosure in accordance with Accounting Standard -7 (Revised) - Construction Contracts

(₹ in lacs)

Particulars	2018-2019	2017-2018
Amount of Contract revenue recognized as revenue in the period	12,916.13	18,459.50
Contract cost incurred and recognized profits (less recognized losses) upto the reporting date	12,356.77	20,078.44
Recognised Profit	559.36	(1,618.94)
Advances received from customers for contract work	735.64	-
Retention money	751.86	2715.32
Gross amount due from customer for contract work	1000.36	3716.23
Gross amount due to customer for contract work	735.64	132.50

Note No. 32 Segment information –**1) Segment information****a) Primary Segment**

The business segment has been considered as the primary segment. The company is engaged in only one reportable segments viz Construction.

b) Secondary Segment

The company operates in India and hence there are no geographical segments.

Note No.33 Disclosure relating to Employee Benefits – As per AS- 15

(₹ in lacs)

A	Expenses recognized in the Statement of Profit & Loss Account for the year ended	31.3.2019	31.3.2018
1	Current Service Cost	2.24	2.32
2	Interest Cost	5.82	4.10
3	Actuarial (Gain)/Loss	(0.14)	(1.61)
4	Past Service Cost-Vested Benefit recognized during the Period	-	-
5	Transitional Liability Recognized during the Period	-	-
6	Expenses Recognized in P & L	18.14	19.43
B	Net Asset/(Liability) recognized in the Balance Sheet		
1	Fair Value of Plan Assets At the End of the Period	-	-
2	Present Value of Benefit Obligation at the end of the Period	95.19	57.61
3	Difference	(95.19)	(57.61)
4	Unrecognized Past Service Cost at the end of the Period	-	-
5	Unrecognized Transitional Liability at the end of the Period	-	-
	(Net Liability Recognized in the Balance sheet)	(95.19)	(57.61)
C	Change in Present Value of Obligation		
1	Present Value of Benefit Obligation at the beginning of the current Period	77.04	57.61
2	Interest Cost	5.82	4.10
3	Current Service Cost	2.24	2.32
4	Past Service cost-Non Vested Benefit	-	-
5	Past Service Cost-Vested Benefit	-	-
6	Liability Transferred in	-	-
7	(Liability Transferred Out)	-	-
8	(Benefit Paid)	-	-
9	Actuarial (Gain)/Loss on Obligations	10.21	(3.85)
10	Present value of benefit obligation at the end of the Current Period	95.19	77.04
D	Actuarial Assumptions:-		
1	Discount Rate-Previous	7.56%	7.12%
2	Salary Escalation-Previous	6.00%	6.00%
3	Attrition Rate-Previous	2.00%	2.00%
4	Discount Rate-Current	7.59%	7.56%
5	Salary Escalation-Current	6.00%	6.00%
6	Attrition Rate-Current	2.00%	2.00%

Note No.34 Additional Comments

- 4) On assessment of the impairment of fixed assets of the company as at the Balance Sheet date as required by Accounting Standard 28 "Impairment of Assets" issued by the ICAI, the company is of the view that no provision for impairment of fixed assets is required.
- 5) In accordance with Accounting Standard 11 (revised), the net exchange gain credited to profit & Loss account is ₹ Nil/- (Previous year debit ₹ Nil).
- 6) In the opinion of the Board the current assets and advances if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the Balance Sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonable necessary.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**
 Registration No. 106247
 Chartered Accountants

Sd/-

PRADIP C MEHTA
 (PARTNER)
 Membership No. 035447

Sd/-

DILIP VARGHESE
 Managing Director
 Din No. 01424196

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

JERRY VARGHESE
 (Executive Director)
 Din No. 00012905

Sd/-

S. CHAKRABORTY
 Company Secretary / CFO

Place: Mumbai
 Dated: 30.05.2019

ATTENDANCE SLIP
TARMAT LIMITED

Regd Off: P B NO 9042, Goregaon (East), Mumbai - 400 063.

CIN: L45203MH1986PLC038535

Website: - www.tarmatlimited.com • email id: cs@tarmatlimited.com

I hereby record my presence at the 34th Annual General Meeting of the Company held on Monday, 30th September 2019 at 03.00 pm at the Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai – 400 049.

Full name of the Shareholder (in block letters)

Ledger Folio No. DP ID Client ID

Number of Shares held.....

Full name of Proxy (in block letters)

Signature of Shareholder or Proxy attending

Please provide full name of the 1st Joint Holder

Notes: (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

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PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TARMAT LIMITED

Regd Off: P B NO 9042, Goregaon (East), Mumbai - 400 063.

CIN: L45203MH1986PLC038535

Website: - www.tarmatlimited.com • email id: cs@tarmatlimited.com

Name of the member(s)

Registered address

E-mail id

Folio No. / Client Id

DP ID

I/We, being the member(s) of Equity shares of Tarmat Limited, hereby appoint

1. Name..... Email Id:

Address: Signature:

or failing him/her

2. Name..... Email Id:

Address: Signature:

or failing him/her

3. Name..... Email Id:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Monday, 30th September 2019 at 03.00 pm at the Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai – 400 049 and at any adjournment thereof in respect of such resolutions as are indicated below

Sr No	Resolution
1	To receive, consider and adopt the standalone and consolidated Financial Statements of the company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2	Appointment of Mrs. Regina Manish Sinha (DIN: 08488285) as an Independent Director of the Company.
3	Re-Appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Independent Director of the Company.
4	Appointment of Mr. Amit Shah (DIN: 08467309) as an Executive Director of the Company.
5	Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2019- 20.

Signed this day of 2019.

Signature of Shareholder

Signature of proxy holder (s)

Please
affix Re.
1/- revenue
stamp and
sign across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





Tarmat Limited
General A. K. Vaidya Marg,
Near Wageshwari Mandir Stop,
Off Film City Road,
Goregaon (E)
Mumbai - 400 063.
Tel.: +91-22-2840 2130 / 1180 Fax: +91-22-2840 0322
Website: www.tarmatlimited.com
Email: contact@tarmatlimited.com