



- AIRPORTS
- HIGHWAYS
- INFRASTRUCTURE
- RAILWAYS
- REAL ESTATE

Date: 28th May, 2022.

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

To,
BSE Limited
PhirozeJeejeebhoy Towers,
Dalai Street,
Mumbai - 400 001

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022.

Ref: BSE Script Code -532869NSE Symbol -TARMAT

Dear Sir / Madam,

In terms of the Regulation 24A of Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations, 2015 read with the SEBI Circular No.: CIR/ CFD/CMD1/27/ 2019 dated February 8, 2019 we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022, issued by Mr. Prashant Diwan Practicing Company Secretary.

This is for information and records.

Thanking you,

For Tarmat Limited



S. Chakraborty
Company Secretary

TARMAT LIMITED



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

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

SECRETARIAL COMPLIANCE REPORT
TARMAT LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022
[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

I have examined:

- (a) the documents and records made available to us and explanation provided by **Tarmat Limited** ("the listed entity") through digital mode,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

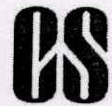
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) 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; and
- (f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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:

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;



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Practicing Company Secretary

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

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

Sr. No	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Improper constitution of Nomination and Remuneration Committee	The Nomination and Remuneration Committee of the Company was not properly constituted with respect to number of Independent Directors for the period from 01.01.2022 to 24.01.2022
2	Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018	Non submission of Certificate	The certificate as mentioned in the regulation not submitted to Depositories for all the quarters.
3	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Non-compliance related to 100% Promoter shareholding in Demat	Out of total Promoter(s) and promoter group shareholding one Promoter holding 120 Equity Shares are not in dematerialized form.
4	Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Non maintenance of Website	The Company has not maintained a functional website containing information mentioned in said Regulation. As informed by the Company, the requisite measures have been taken to update the website
5	Regulation 163(c) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	Improper disclosure in Explanatory Statement of the Resolution	The Company has not provided a link for the Certificate of Statutory Auditor in the notice for the general meeting of the shareholders considering the proposed preferential issue
6	BSE Circular LIST/COMP/13/2019-20 dated 16 th May 2019 and NSE Circular Ref No: NSE/CML/2019/26 November 01, 2019	Non Filing of Annual Report	The Company has not filed Annual Report for the year ended 31.03.2021 in XBRL Mode
7	Regulation 3(5) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Non maintenance of database	The Company is not maintaining structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared along with the Permanent



**PRASHANT DIWAN**B.Com, LL.B, FCS, AICWA
Practicing Company SecretaryB-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

			Account Number. As per the representation given by Management, the company is taking appropriate steps to comply with the same.
8	SEBI Circular SEBI/HO/CFD/DCR1/CIR/P/2 018/85 dated 28 th May, 2018	Non implementation of the Directions given under the said Circular	The Company has not disclosed data about directors and employees is to be uploaded on the website of NSDL and CDSL. As per the representation given by Management, the company is taking appropriate steps to comply with the same.
9	Regulation 23(9) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 Filing of Related Party Transaction for the half year ended 30.09.2021	Non availability of Proof of Submission	The Company has filed Related Party Transaction for the half year ended 30.09.2021 with BSE, however the proof of filing with NSE is not produced for verification.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder so far as it appears from my examination of those records.

(c) As per the representations made by the management and relied upon by me, the following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

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

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 Out of total Promoter(s) and promoter group shareholding one	31.03.2019 31.03.2020 31.03.2021	The Company has advised Promoter to dematerialize their entire shareholding at earliest	The Company is required to take appropriate steps immediately to convert Physical





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	Promoter holding 120 Equity Shares are not in dematerialized form			shares of Promoter into demat form.
2	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	31.03.2019 31.03.2020 31.03.2021	As informed by the Company, the requisite measures have been taken to update the website	The Company is advised to maintain a functional website immediately
3	SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018 /73 dated 20 th April, 2018 The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc	31.03.2019 31.03.2020 31.03.2021	As informed by the Company, the requisite communication will be sent to the Shareholder(s).	The Company is advised to send the requisite communication to the Shareholders immediately
4	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 The disclosures of related party transactions for the half year ended 31.03.2020 not submitted to Stock Exchanges	31.03.2021	None	-
5	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 The Board of Directors of the Company was required to comprise of not less than six directors w.e.f. 1st April, 2020 however the same was complied w.e.f. 24th August, 2020	31.03.2021	The Company appointed requisite number of Directors on 24 th August, 2020	None
6	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 The Shareholding Pattern for the quarter ended September, 2020 not submitted to Stock Exchanges in prescribed time	31.03.2021	The Company has submitted on 28.10.2020	None
7	Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 The certificate as mentioned in the regulation not submitted to Stock Exchanges for the quarter ended March, 2020	31.03.2021	None	-





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8	<p>NSE Circular No: NSE/CML/2018/24 dated 20.06.2019 and BSE Circular No LIST/COMP/14/2018-2019</p> <p>The Company has not provided affirmation that the Director being appointed is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.</p> <p>As per circular non-inclusion of such fact in the corporate announcement will be regarded as inadequate submission</p>	31.03.2021	None	
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CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979



PR: 1683/2022
UDIN: F001403D000418666

Date: 28-05-2022
Place: Mumbai

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



PRASHANT DIWAN

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Practicing Company Secretary

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Annexure A

**SECRETARIAL COMPLIANCE REPORT
TARMAT LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022**
[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February, 08, 2019]

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. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of applicable laws, rules and regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Compliance 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.
6. I have not carried out the physical verification of any records due to prevailing conditions of COVID-19 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

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



PR: 1683/2022
UDIN: F001403D000418666

Date: 28-05-2022
Place: Mumbai