



- AIRPORTS
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Date: 29th June, 2021

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

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

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021.

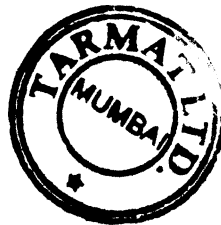
Ref: NSE Symbol –TARMAT; BSE Script Code -532869

In terms of clause 3 (b) (iii) of SEBI Circular No.: CIR/CFD/CMD1/27/2019 dated February 8, 2019, we enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021, issued by Mr. Prashant Diwan, Practicing Company Secretary.

This is for your information and records.

Regards

For **TARMAT LIMITED**



S. Chakraborty
Company Secretary

TARMAT LIMITED

General A. K. Vaidya Marg, Near Wageshwari Mandir, Off Film City Road, Malad (E), Mumbai - 400 097.
Tel.: 2840 2130 / 1180 • Fax : 2840 0322 • Email : contact@tarmatlimited.com • Website : www.tarmatlimited.com
CIN : L45203MH1986PLC038535



PRASHANT DIWAN

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

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

**SECRETARIAL COMPLIANCE REPORT OF TARMAT LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

[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, 2021 ("Review Period") in respect of compliance with the provisions of:

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

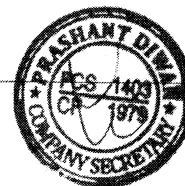
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
- (e) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

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



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Practicing Company SecretaryB-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067(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 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Non Submission of Disclosure	The disclosures of related party transactions for the half year ended 31.03.2020 not submitted to Stock Exchanges
2	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Improper constitution of Board	The Board of Directors of the Company was required to comprise of not less than six directors w.e.f. 1 st April, 2020 however the same was complied w.e.f. 24 th August, 2020.
3	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Delay in submission of Shareholding Pattern	The Shareholding Pattern for the quarter ended September, 2020 not submitted to Stock Exchanges in prescribed time.
4	Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018	Non submission of Certificate	The certificate as mentioned in the regulation not submitted to Stock Exchanges for the quarter ended March, 2020.
5	NSE Circular No: NSE/CML/2018/24 dated 20.06.2019 and BSE Circular No LIST/COMP/14/2018-2019.	Inadequate disclosure / submission given by the Company while appointment of Director	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. As per circular non-inclusion of such fact in the corporate announcement will be regarded as inadequate submission.
6	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.
7	Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Non maintenance of Website	The Company has not maintain a functional website containing information mentioned in said Regulation. As informed by the Company, the requisite measures have been taken to update the website





PRASHANT DIWAN

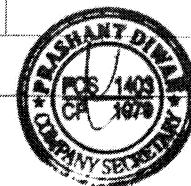
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Practicing Company Secretary

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8	SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/ P/2018/73 dated 20 th April, 2018	Non implementation of the Directions given under the said Circular.	The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc.
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- (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.
1	BSE	Regulation 31 Non-submission of shareholding pattern within the period prescribed	Late submission for September 2020 Fine levied Rs. 2,000/- per day till the date of compliance amounting to Rs. 14,160/- (including Rs. 2,160/- GST)	The Company has paid the said Penalty
2	BSE	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	For the quarter ended September 2020 Fine levied Rs. 5,000 per day computed till quarter ended September 30, 2020 amounting to Rs. 3,18,600/- (including Rs. 48,600/- GST)	BSE has waived the penalty on an application made by the Company
3	BSE	Regulation 18(1) Non-compliance with the constitution of audit committee	For the quarter ended September 2020 Fine levied Rs. 2,000 per day computed till quarter ended September 30, 2020 amounting to Rs. 89,680/- (including Rs. 13,680/- GST)	The Company has made an application to BSE for waiving off the Penalty
4	BSE	Regulation 23 (9) Non-compliance with disclosure of related party transactions on consolidated basis.	For the quarter ended September 2020 Fine levied Rs. 5,000 per day amounting to Rs. 2,06,500/- (including Rs. 31,500/- GST)	BSE has waived the penalty on an application made by the Company

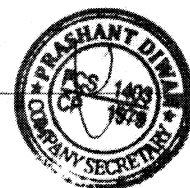


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Practicing Company SecretaryB-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

5	NSE	Regulation 17 (1) (c) (Composition of Board) The Company was not having six directors on its Board	For quarter ended June, 2020 Fine levied Rs. 5,000 per day amounting to Rs. 5,36,900/- (including Rs. 81,900/- GST)	The Company has paid the said Penalty, however the Company has made an application to NSE for waiving off the Penalty.
6	NSE	Regulation 31	Late submission of Shareholding Pattern for September 2020 Fine levied Rs. 2,000 per day amounting to Rs. 16,520/- (including Rs. 2,520/- GST)	The Company has paid the said Penalty.
7	NSE	Regulation 17 (Composition of Board) The Company was not having six directors on its Board	For quarter ended September, 2020 Fine levied Rs. 5,000 per day amounting to Rs. 2,70,000/- (including Rs. 48,600/- GST)	The Company has paid the said Penalty, however the Company has made an application to NSE for waiving off the Penalty.
8	NSE	Regulation 18 Non-compliance with the constitution of audit committee	For quarter ended September, 2020 Fine levied Rs. 2,000 per day amounting to Rs. 89,680/- (including Rs. 13,680/- GST)	The Company has paid the said Penalty, however the Company has made an application to NSE for waiving off the Penalty.

(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 Promoter holding 120 Equity Shares are not in dematerialized form	31.03.2019 31.03.2020	The Company has advised Promoter to dematerialize their entire shareholding at earliest	The Company is required to take appropriate steps immediately to convert Physical shares of Promoter into demat form.





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Practicing Company Secretary

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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	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/LAD-NRO/GN/2018/24 dated 8 th June, 2018, BSE Circular LIST/ COMP/ 15/2018-19 dated 5 th July, 2018, and NSE Reference number NSE/CML/2018/26 dated 9 th July, 2018 The Company has not implemented the Directions given in the said Circular w.r.t. sending letters including reminders to shareholders holding shares in physical form and appraising them about compulsory dematerialization of shares certificates about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018	31.03.2019 31.03.2020	As informed by the Company, the requisite communication was sent to the Shareholder(s).	None
4	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	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
5	BSE Circular No. DCS/COMP/28/2016-17 dated 30 th March, 2017 - Mandatory Filing of Financial Results in XBRL Mode. The Company has not filed XBRL of Financial Result to BSE within 24 hours for the Quarter ended 31.03.2019 and 30.09.2019.	31.03.2020	The Company has submitted after expiry of 24 hours.	None
6	NSE Circular No. Ref No: NSE/CML/2018/15 dated 7 th May, 2018 - XBRL based Compliance filings for Listed Companies at NSE. The Company has not filed XBRL of Financial Result to NSE within 24 hours for the Quarter ended 31.03.2019 and 30.09.2019.	31.03.2020	The Company has submitted after expiry of 24 hours.	None
7	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Composition of Nomination and Remuneration Committee of the	31.03.2020	The Nomination and Remuneration Committee was properly constituted after 17.10.2019.	None



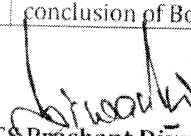


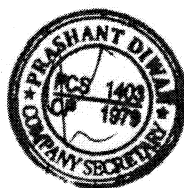
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Practicing Company Secretary

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	Company was not properly constituted for the period from 30.05.2019 to 17.10.2019			
8	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Company has not filed Related Party Transaction to NSE within prescribed time for the half year ended 31.03.2019.	31.03.2020	The Company has filed after the prescribed time limit.	None
9	Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Company has not given Board Meeting Intimation to BSE and NSE within prescribed time.	31.03.2020	None	
10	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Company has not filed Shareholding Pattern to BSE & NSE within 21 days for the Quarter ended 31.03.2019.	31.03.2020	The Company has submitted after expiry of 21 days.	None
11	Regulation 30 read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Company has not filed Outcome of Board Meeting held on 30.05.2019 and 13.02.2020 for approval of Financial Results for the Quarter ended 31.03.2019 and 31.12.2019 respectively to BSE and NSE within 30 minutes of conclusion of Board Meeting.	31.03.2020	The Company has submitted after 30 minutes.	None


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



PR: 530/2017
UDIN: F001403C000515721

Date: 25/06/2021
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

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

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M. G. Road, Kandivali (W), Mumbai 400067


Annexure A

**SECRETARIAL COMPLIANCE REPORT OF TARMAT LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

[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: 530/2017
UDIN: F001403C000515721

Date: 25/06/2021
Place: Mumbai