TARMAT LIMITED
General A. K. Vaidya Marg, Near Wageshwari Mandir, Off Film City Road, Malad (E), Mumbai - 400 097
Tel.: 2840 2130 I 1180 Fax : 2840 0322 Email : contact@tarmatlimited.com
Website : www.tarmatlimited.com
CIN : L45203MHI 986P1C038535

Date: 04TH September ,2023

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

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

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

Dear Sir / Madam,

NSE Script Symbol –TARMAT **BSE Script Code -532869**

Sub: Submission of Annual Report 2022-2023

Dear Sir,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company for the financial year 2022-23 along with Notice of AGM for the financial year 2022-23, which is being sent to the Members, who have registered their e-mail addresses with the Company/Depositories/ RTA, through electronic mode. The Integrated Annual Report including Notice is also uploaded on the Company's website and can be accessed at www.tarmat.in.

Kindly take the above intimation on your record

For **TARMAT LTD**

SHIVATOSH NARESWAR CHAKRABORTY
Digitally signed by SHIVATOSH NARESWAR CHAKRABORTY
Date: 2023.09.04 17:22:05 +05'30'

S. Chakraborty
Company Secretary
Encl: as above

TARMAT

38TH ANNUAL REPORT 2022-23

- 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

Mr. Jerry Varghese (DIN: 00012905)	Chairman - Appointed w.e.f. August 14, 2023
Mr. Dilip Varghese (DIN: 01424196)	Managing Director – Appointed w.e.f. August 14, 2023
Mr. Amit Atmaram Shah (DIN: 08467309)	Executive Director
Mrs. Regina Manish Sinha (DIN: 08488285)	Independent Director
Mr. R. C. Gupta (DIN: 00554094)	Independent Director
Mr. Krishan Kumar Kinra (DIN: 03412973)	Independent Director
Mr. Amit Kumar Goyal (DIN: 05292585)	Non-Executive Director – Resigned w.e.f. August 04, 2023
Mr. Jayeshkumar M. Patel (DIN: 08897467)	Non-Executive Director – Resigned w.e.f. August 04, 2023

Company Secretary and Chief Financial Officer

Mr. S. Chakraborty
(Membership No. F-4987

Statutory Auditors

M/s Hegde & Associates
Chartered Accountants

Bankers

ICICI Bank

Registered Office

Tarmat Limited
Gen. A. K. Vaidya Marg,
Near Wageshwari Mandir,
Off. Film City Road, Malad (West)
Mumbai – 400 097.
Tel: +91-22-2840 2130 / 1180
Website: www.tarmat.in

Registrars & Transfer Agents

Bigshare Services Private Limited
(Unit : Tarmat Limited)
S6-2. 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Marol, Andheri (East), Mumbai – 400093.
Tel: 022 62638200
Email: shwetas@bigshareonline.com
Website:www.bigsahreonline.com
Contact Name: Ms. Shweta

Contents

NOTICE OF 38th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 38th ANNUAL GENERAL MEETING OF THE TARMAT LIMITED WILL BE HELD ON SATURDAY, THE 30th SEPTEMBER 2023 AT 03.00 P.M. (I.S.T.) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT GENERAL A. K. VAIDYA MARG, NEAR WAGHESHWARI MANDIR, OFF FILM CITY ROAD, MALAD (E), MUMBAI 400 097.

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, 2023 and the Reports of the Board of Directors and Auditors thereon.

ITEM No. 2 – Appointment of Mr. Amit Atmaram Shah (DIN: 08467309) who retires by rotation.

To re-appoint a Director in place of Mr. Amit Atmaram Shah (DIN: 08467309), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

Item No. 3 - Appointment of Mr. Jerry Varghese (DIN: 00012905) as a Non-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 and on recommendation of Nomination and Remuneration Committee, Mr. Jerry Varghese (DIN: 00012905), who was appointed as an Additional Director of the company with effect from 04th August, 2023, 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 as a Non - Executive Director of the company, liable to retire by rotation."

Item No. 4 - Appointment of Mr. Dilip Varghese (DIN: 01424196) as a Non-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 and on recommendation of Nomination and Remuneration Committee, Mr. Dilip Varghese (DIN: 01424196), who was appointed as an Additional Director of the company with effect from 04th August, 2023, 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 as a Non - Executive Director of the company, liable to retire by rotation."

Item No. 5 – Appointment and Remuneration to Mr. Dilip Varghese – Managing Director and Key Managerial Personal of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to appoint Mr. Dilip Varghese (DIN: 01424196) as Managing Director of the Company for a period of Three years w.e.f. 14th August, 2023 as approved by the Board at their meeting held on 14th August, 2023, who was earlier appointed as Non-Executive Director of the Company w.e.f. 04th August, 2023 (not liable to retire by rotation) as per the terms and conditions as set out in the Explanatory statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Dilip Varghese within the applicable provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 and any other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Dilip Varghese (holding DIN: 01424196), as a Managing Director and Key Managerial Personal of the Company for the period from 14^{th} August, 2023 to 13th August, 2026 on such terms and conditions as under and as set out below and in the Explanatory Statement annexed to this notice.

Remuneration:

A. Basic Salary: Rs. 2.5 Lakh per month, with effect from 14^{th} August, 2023.

B. Commission/ Incentive/ Bonus: With effect from 14^{th} August, 2023, Mr. Dilip Varghese, the Managing Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to this resolution."

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

Item No. 6 – Re-appointment and Remuneration to Mr. Amit Atmaram Shah as an Executive Director and Key Managerial Personal of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to re-appoint Mr. Amit Atmaram Shah (DIN: 08467309) as Executive Director of the Company for a further period of Three years w.e.f. 01^{st} October, 2023 as approved by the Board at their meeting held on 14^{th} August,2023, as per the terms and conditions as set out in the Explanatory statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Amit Atmaram Shah within the applicable provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 and any other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Amit Atmaram Shah (holding DIN: 08467309), as an Executive Director and Key Managerial Personal of the Company for the period from 01^{st} October, 2023 to 30^{th} September, 2026 on such terms and conditions as under and as set out below and in the Explanatory Statement annexed to this notice.

Remuneration:

A. Basic Salary: Rs. 2.5 Lakh per month, with effect from 01st October, 2023.

B. Commission/ Incentive/ Bonus: With effect from 1st October, 2023, Mr. Amit Atmaram Shah, the Executive Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to this resolution."

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

Item No. 7 - Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2023-24.

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 2023-24, amounting to Rs. 90000/- (Rupees Ninenty 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: 14th August, 2023
Place: Mumbai

NOTES:-

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto 30th September, 2023, without the physical presence of members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 38th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 19 of this Notice. The deemed venue for the meeting shall be registered office of the company at General A. K. Vaidya Marg, near Wagheshwari Mandir, off. Film City Road, Malad (e), Mumbai 400 097.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
4. The aforesaid MCA General Circular dated May 5, 2022 read with MCA General Circulars dated May 5, 2020 and April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to its members. Accordingly, the Company will only be sending soft copy of the Annual Report 2022-23 and Notice convening 38th AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/Depository as on the cut-off date i.e. Friday, September 22, 2023.
5. In terms of Section 152 of the Act, Mr. Jerry Verghese (DIN: 00012905) and Mr. Dilip Verghese (DIN: 01424196) are being appointed as a Non-Executive Director of the Company and Mr. Amit Atmaram Shah (DIN: 08467309) - Whole Time Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking appointment/re-appointment at the AGM, forms integral part of the Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide VC/OVAM facility for the AGM of the Company.
8. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
9. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at tarmatcs@gmail.com, pursuant to Section 113 of the Companies Act, 2013.
10. In case of Joint Holders attending the AGM, only such Joint Holder whose names appear first in the order of names will be entitled to vote.

11. Only bonafide members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict nonmembers from attending the meeting.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

13. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation Disclosures Requirement) Regulation, 2015 (“SEBI Listing Regulations”), companies can serve Annual Report and other communications through electronic mode to those Members who have registered their email ID either with the Company or with the Depository Participants. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. In compliance with the aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ RTA. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.tarmat.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL, agency for providing the Remote e-Voting facility and e-voting system during AGM i.e. www.evotingindia.com

14. Members seeking any further information about the accounts are requested to send their queries to the Company to collect the relevant information.

15. Members are requested to notify immediately any change in their address /bank mandate to their respective Depository Participants (DPs) in respect of their electronic shares account and to the Registrar and Share Transfer Agent of the Company at Big share services private Limited S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra.

16. The Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, 23rd September, 2023 to Saturday, 30th September 2023 (both days inclusive).

17. 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. Friday, 22nd September, 2023.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

19. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 38th AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

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

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

    (i) The remote e-voting period begins on Tuesday, 26th September, 2023 at 9:00 a.m. and ends on Friday, 29th September, 2023 at 5:00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 22nd September, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the AGM date through remote e-voting would not be entitled to vote at the time of AGM.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining VC/ OAVM & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining VC/ OAVM & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining VC/OAVM & voting during the meeting.

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

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

Login type Helpdesk details	Login type Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) Login method for e-Voting and joining VC/ OAVM for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Tarmat Limited> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii)Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting Only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address i.e. pddiwan@yahoo.co.in and to the Company at the

email address i.e. tarmatcs@gmail.com, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 38th AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the time of AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network.

   It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at tarmatcs@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at tarmatcs@ gmail.com The members may alternatively express their views/ask questions at the time of the AGM by using the 'Q & A window' which will be available during the streaming of the AGM on CDSL portal. These queries will be replied to by the Company suitably by email or at the time of AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's email id i.e. tarmatcs@gmail.com / RTA's email id i.e. shwetas@bigshareonline.com

2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

   The results on voting of resolutions will be declared on or before Tuesday, October 03, 2023. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. www.tarmat.in and website of CDSL i.e. www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

4. Since the 38th AGM will be held through VC/OAVM, the Route Map to the venue of AGM as per the requirements of Secretarial Standards – 2 is not annexed to this Notice.

5. The remote e-voting period commences on Tuesday, 26th September, 2023 (09.00 a.m.) (IST) and ends on Friday, 29th September, 2023 (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 Friday, 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

6. The Company has appointed Mr. Prashant Diwan, Practicing Company Secretary, (Membership No. 1403, COP No. 1979) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

   The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

   As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, not later than two working days of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.tarmat.in and on the website of CDSL.

   The Chairman or a person authorised by him in writing shall declare the result of voting forthwith. The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed immediately after the result declared by the Chairman or any other person authorised by the Chairman.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 14th August, 2023
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. 3 - Appointment of Mr. Jerry Varghese (DIN: 00012905) as a Non-Executive Director of the Company.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Jerry Varghese (DIN: 00012905) as an Additional (Non-Executive) Director of the Company effective August 04th, 2023. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Jerry Varghese will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Non-Executive Director of the Company. The Company has received a notice in writing from a Member intending to propose Mr Jerry Varghese as a Director of the Company.

Further, the Company has received from Mr. Jerry Varghese (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. Jerry Varghese 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. Dilip Varghese, who is a son of Mr. Jerry Varghese, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

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

Item No. 4 - Appointment of Mr. Dilip Varghese (DIN: 01424196) as a Non-Executive Director of the Company.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Dilip Varghese (DIN: 01424196) as an Additional (Non-Executive) Director of the Company effective August 04th, 2023. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Dilip Varghese will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Non-Executive Director of the Company. The Company has received a notice in writing from a Member intending to propose Mr Dilip Varghese as a Director of the Company.

Further, the Company has received from Mr. Dilip Varghese (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. Dilip Varghese 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. Jerry Varghese, who is a father of Mr. Dilip Varghese, 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 : Appointment and Remuneration to Mr. Dilip Varghese – Managing Director and Key Managerial Personal of the Company.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Dilip Varghese (DIN: 01424196) as an Additional (Non-Executive) Director of the Company effective August 04th, 2023. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Dilip Varghese will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Non-Executive Director of the Company. The Company has received a notice in writing from a Member intending to propose Mr Dilip Varghese as a Director of the Company.

Further, the Company has received from Mr. Dilip Varghese (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. Dilip Varghese are provided as annexure to this Notice.

Mr. Dilip Varghese was appointed as Managing Director of the Company by the Board of Directors at their meeting held on 14th August, 2023. The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee at their respective meeting held on 14th August, 2023 approved the following remuneration of Mr. Dilip Varghese w.e.f 14th August, 2023 as under subject to approval of members at the ensuing Annual General Meeting of the Company to be held on 30th September, 2023.

Remuneration:

A. Basic Salary: Rs. 2.5 Lakh per month, with effect from 14th August, 2023.

B. Commission/ Incentive/ Bonus: With effect from 14th August,2023, Mr. Dilip Varghese, the Managing Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Jerry Varghese, who is a father of Mr. Dilip Varghese, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Statement as specified under Schedule V part II section II (B)(iv) is annexed to this notice.

The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the members.

Item No. 6 : Re-appointment and Remuneration to Mr. Amit Atmaram Shah – Executive Director and Key Managerial Personal of the Company.

Mr. Amit Atmaram Shah was appointed as an Executive Director of the Company by the members of the Company at the Annual General Meeting of the Company held on 30th September, 2019. Based on the terms & conditions and remuneration approved by a Special Resolution passed by the members at the 35th Annual General Meeting held on November 06, 2020. With a qualification of Chartered Accountant, Mr. Amit Atmaram Shah possesses extensive and diverse experience in the field of Finance, advisory & consultation. He has experience of banking & has worked with a reputed private bank at senior position. He has actively contributed to the operations and financial management of the Company. Recognizing the value of his capabilities and rich experience for the Company, and based on the recommendations of the Nomination and Remuneration Committee, Mr. Amit Atmaram Shah has been re-appointed as an Executive Director by the Board of Directors (referred to as "the Board") in its meeting held on August 14, 2023. His re-appointment will be effective from October 01, 2023, until September 30, 2026. Under the terms of his re-appointment, Mr. Amit Atmaram Shah will receive following Remuneration:

A. Basic Salary: Rs. 2.5 Lakh per month, with effect from 1st October, 2023.

B. Commission/ Incentive/ Bonus: With effect from 1st October, 2023, Mr. Amit Atmaram Shah, the Executive Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

The Board of Directors at their meeting held on, August 14, 2023, based on the recommendations of the Nomination and Remuneration Committee has approved the above-mentioned remuneration of Mr. Amit Atmaram Shah, in accordance with the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for the period effective from October 01, 2023, to September 30, 2026,.

Mr. Amit Atmaram Shah is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Amit Atmaram Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 read with Section 197(11) of the Act for being eligible for this re-appointment

A brief profile of Mr. Amit Atmaram Shah along with other details as required in compliance with Schedule V of the Companies Act, 2013, Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI are provided in the “Annexure” to the Notice.

Pursuant to Clause C of Part I read with Part III of Schedule V of the Companies Act, 2013, the Board recommends the re-appointment and remuneration of Mr. Amit Atmaram Shah, whose office is liable to retire by rotation. Mr. Amit Atmaram Shah is interested in the resolution set out in Item No. 6 of the Notice.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Statement as specified under Schedule V part II section II (B)(iv) is annexed to this notice.

This explanatory statement, along with the accompanying Notice, serves as an abstract of the terms of Mr. Amit Atmaram Shah re-appointment as an Executive Director of the Company, as per the first proviso of sub-section (4) of Section 196, read with Section 190 of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution as set out in Item No. 6 in the accompanying Notice for approval of the members. Item no 6:

Item No. 7: Ratification of the remuneration to be paid to Mr. Satish Shah, Cost Accountant, for the FY 2023-24.

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 2023-24.

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. 07 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2023.

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.7 of the Notice.

The Board recommends the Resolution as set out at Item No. 7 of the Notice for approval by the members.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 14th August, 2023
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	Mr. Jerry Varghese	Mr. Dilip Varghese	Mr. Amit Atmaram Shah
Date of Birth	07.05.1950	12.02.1984	29.01.1974
DIN	00012905	01424196	08467309
Nationality	Indian	Indian	Indian
Qualification and Experience	Qualification: BE (mechanical) from Mumbai University and has over 40 years of experience in the Construction Industry.	Bachelor of Science (Management) & Bachelor of Science (Marketing), SAP Certification. More than 15 years' experience in Construction Industry.	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	04.08.2023	04.08.2023	30.05.2019
Shareholding in the Company	3251971	1194914	639427
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	He is a Father of Mr. Dilip Varghese – Managing Director of the Company.	He is a son of Mr. Jerry Varghese – Non-Executive Director of the Company	Nil
Number of Meetings of the Board attended during the year.	New Appointment.	New Appointment	8/8
Details of remuneration last drawn	Nil	-	Rs. 30,00,000/- p.a.

STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V

I. GENERAL INFORMATION

1)	Nature of Industry	INFRA	
2)	Date or expected date of commencement of commercial production	03.01.1986	
3)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
4)	Financial performance based on given indicators	Particulars	Year ended 31.03.2023 Rs. In Lakhs
		Total Revenue	14782.41
		Profit / (Loss) before Interest, Depreciation and Tax	728.95
		Financial Expenses	37.97
		Depreciation & Amortization	103.55
		Profit before extraordinary and exceptional items and tax	477.09
		Extraordinary items	-
		(Loss)/ Profit Before Tax	728.95
		Taxation for the year	
		(Loss)/ Profit After Tax	728.95
		Deferred Tax Adjustment	-12.55
		Net (Loss) Profit after Deferred Tax Adjustment	741.50
		Profit/(Loss) brought forward from previous year	-2193.01
		Balance carried forward	-1456.03
5)	Foreign investments or collaborators, if any	N.A.	-

II. INFORMATION ABOUT THE APPOINTEE(S)

Sr. No	Particulars	Mr. DILIP VARGHESE	Mr. AMIT ATMARAM SHAH
1)	Background details	Mr. Dilip Varghese holding degree of Bachelor of Science (Management) & Bachelor of Science (Marketing), SAP Certification. More than 15 years' experience in Construction Industry.	Mr. Amit Atmaram Shah is a Chartered Accountant. 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
	Date of Birth	12.02.1984	29.01.1974
	Date of first appointment in the current designation	14.08.2023	30.05.2019

Sr. No	Particulars	Mr. DILIP VARGHESE	Mr. AMIT ATMARAM SHAH
1)	Terms and condition of appointment along with remuneration to be drawn	**Basic Salary:** Rs. 2.5 Lakh per month, with effect from 1st October, 2023. **Commission/ Incentive/ Bonus:** With effect from 14th August, 2023, Mr. Dilip Varghese, the Managing Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.	**Basic Salary:** Rs. 2.5 Lakh per month, with effect from 1st October, 2023. **Commission/ Incentive/ Bonus:** With effect from 1st October, 2023, Mr. Amit Atmaram Shah, the Executive Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.
	No. of Board meeting attended	New appointment	8
	Directorships held in other public companies	NIL	NIL
	Memberships/ Chairmanships of committees of other companies	NIL	-
	Number of shares held in the Company	1194914 Equity Shares of Rs. 10/- each.	639427 Equity Shares of Rs. 10/- each.
2)	Past Remuneration	-	**Basic Salary:** Rs. 2.5 Lakh per month.
3)	Recognition or awards	-	-
4)	Job Profile and suitability	Mr. Dilip Varghese has more than 15 years' experience in Construction Industry.	Mr. Amit Atmaram Shah being Chartered Accountant, is specialized in the field of Finance, advisory & consultation. 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

Sr. No	Particulars	Mr. DILIP VARGHESE	Mr. AMIT ATMARAM SHAH
5)	Ex-Gratia proposed (one time)	-	-
	Remuneration proposed	Basic Salary: Rs. 2.5 Lakh per month, with effect from 14th August, 2023. **Commission/ Incentive/ Bonus:** With effect from 14th August,2023 Mr. Dilip Varghese, the Managing Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.	**Basic Salary:** Rs. 2.5 Lakh per month, with effect from 1st October, 2023. **Commission/ Incentive/ Bonus:** With effect from 1st October, 2023, Mr. Amit Atmaram Shah, the Executive Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Managing Director/ Whole-time Directors to the growth of the Company, its business and its profitability and age and merits of both.	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Managing Director/ Whole-time Directors to the growth of the Company, its business and its profitability and age and merits of both.
7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Dilip Varghese is a Son of Mr. Jerry Varghese, Non-Executive Director of the Company.	-

III. Other Information

1)	Reasons of loss or inadequate profits	The ever changing domestic and international market conditions, high cost of materials and other manufacturing, selling & Administration expenses has resulted the Company into losses. New avenues of growth and production are continuously researched by the management.

DIRECTORS REPORT

Dear Members,

Your Directors are pleased to present the Thirty Eight Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended March 31, 2023.

1. SUMMARY AND HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2022-23 is as under:

(₹ In Lakh)

Particular	Standalone		Consolidated	
	March 31, 2023	March 31, 2022	**March 31, 2023**	March 31, 2022
Revenue from Operations	**14366.41**	16193.61	**14366.41**	18100.84
Other Income	**416.00**	112.77	**416.00**	105.72
Total Income	**14782.41**	16306.37	**14782.41**	18206.56
Less: Expenses	**14305.32**	15840.28	**14305.32**	17740.47
Profit / Loss before tax and Extraordinary /exceptional items	**477.09**	466.09	**477.09**	466.09
Add: Extraordinary / exceptional items	**251.86**	0.00	**251.86**	0.00
Profit before tax	**728.95**	466.09	**728.95**	466.09
Less: Current Income Tax	**0.00**	0.00	**0.00**	0.00
Less: Previous year adjustment of Income Tax	**0.00**	0.00	**0.00**	0.00
Less Deferred Tax	**-12.55**	8.41	**-12.55**	8.41
Net Profit after Tax	**741.50**	457.68	**741.50**	457.68
Other Comprehensive Income Items to be reclassified subsequently to profit Or loss other comprehensive income for the period, net of tax	**4.52**	0.00	**4.52**	0.00
Total Comprehensive income for the period	**736.98**	457.68	**736.98**	457.68
Earnings per share (Basic)	**3.57**	2.90	**3.57**	2.90
Earnings per Share(Diluted)	**2.37**	2.15	**2.37**	2.15

The abovementioned financial performance highlights are an abstract of the Financial Statements of your Company for the Financial Year 2022-23. The detailed Financial Statements of your Company forms part of this Annual Report. As per the provisions of the Act and in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India (SEBI), from time to time, the Annual Report 2022-23 containing Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, including consolidated financial statements, prepared as per the requirements of Schedule III to the Act, Directors' Report (including Integrated Reporting and Management Discussion & Analysis and Corporate Governance Report) is being sent to all shareholders through permitted mode. The Annual Report 2022-23 is also available at the Company's website at www.tarmat.in.

2. Performance of the company

The profit (after tax) during the year ending 31st March 2023 on Standalone basis was Rs. 741.50 lakh against Profit of Rs. 457.68 lakh for the previous year ended 31st March 2022.

3. prospects

India is likely to be the world's fastest growing big economy this year. India's high growth imperative in 2023 and beyond will significantly be driven by major strides in key sectors with infrastructure development being critical force aiding the progress. Under budget 2023, the capital investment outlay for infrastructure is being increased by 33% to Rs.10 lacs crores, which will be 3.3 % of GDP and 3 times of 2019-20. The Govt will step up spending to 39.45 trillion rupees in the coming fiscal year to build public infrastructure and drive economic growth.

All these provides immense scope for prospect of investment in infrastructure. Your company is currently executing projects in Chennai, Tutucorin and Mumbai Airport and in Jammu. Your company has about 250 crores unfinished projects in hand. The company is in the process of securing some projects.

4. Significant events during the financial year 2022-23

a) 38,02,576 Convertible warrants (out of total 62,17,397 Convertible warrants) converted into Equity shares of Rs. 10/ each issued & allotted at a premium of Rs. 62/- to non-Promoters on a preferential basis on 21.04.2022.

b) 1,70,000 Convertible warrants (out of total 62,17,397 Convertible warrants) converted into Equity shares of Rs. 10/ each issued & allotted at a premium of Rs. 62/- to non-Promoters on a preferential basis on 07.05.2022.

c) 15,41,569 Convertible warrants (out of total 62,17,397 Convertible warrants) converted into Equity shares of Rs. 10/ each issued & allotted at a premium of Rs. 62/- to non-Promoters on a preferential basis on 06.01.2023.

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. 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.

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.

7. Dividend

To enable the Company to preserve cash for future growth your Directors have not recommended any dividend for the Financial Year ended March 31, 2023.

8. Reserves

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

9. ISSUE OF SHARES

a) Issue of Equity Shares with differential rights

During the year under review and to date, your Company has not issued any shares with differential rights, hence no information prescribed under the provisions of Section 43(a)(ii) of the Companies Act, 2013 (the Act) read with Rule 4(4) of the Companies (Share Capital & Debentures) Rules, 2014 has been furnished.

b) Issue of Sweat Equity Shares

During the year under review and to date, your Company has not issued any sweat equity shares. Hence no information as per the provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital & Debentures) Rules, 2014 is furnished.

c) Issue of Employee Stock Option

During the year under review and to date, your Company has not issued any Employee Stock Option, hence no information is furnished.

10. Share Capital

During the year under review, the Company has issued 55,14,145 equity shares out of total 62,17,397 Convertible warrants converted into Equity shares of Rs. 10/each issued & allotted at a premium of Rs. 62/- to non-Promoters on a preferential basis. Hence the paid-up Equity Share Capital as at March 31, 2023 stood at Rs. 2131.42 lakhs.

During the year under review and to date, your Company has not issued any Debentures, hence no information is furnished.

11. Directors and Key Managerial Personnel

A. Appointment/Re-Appointment/Resignation/cessation of Director:

1) Mr. Amit Kumar Goyal (DIN: 05292585), Non- Executive Director of the Company resigned from his directorship in the Company with effect from August 04, 2023. Mr. Amit Kumar Goyal was also the member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board, consequent to his resignation he also ceased to be a member of these Committees.

2) Mr. Jayeshkumar Manjibhai Patel (DIN: 08897467), Non- Executive Director of the Company resigned from his directorship in the Company with effect from August 04, 2023.

3) Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company by passing a circular resolution on August 04, 2023, approved the appointment of Mr. Jerry Varghese and Mr. Dilip Varghese with effect from August 04, 2023 as an Additional Director(s) of the Company and that they will hold the office of the Director upto the date of ensuing Annual General Meeting of the Company.

4) Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 14, 2023 approved the Appointment of Mr. Dilip Varghese, (DIN: 01424196) as the Managing Director of the Company for a term of three years with effect from August 14,2023 and fixed his remuneration for a period of three years, the said re-appointment and payment of remuneration shall be subject to approval of members of the Company at the ensuing 38th AGM.

5) Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 14, 2023 approved the Re-Appointment and Payment of Remuneration to Mr. Amit Shah (DIN:08767309) as an Executive Director of the Company for a further period of three years w.e.f. October 01, 2023 subject to approval of Shareholders at the ensuing 38th AGM.

B. Retirement by Rotation:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Amit Atmaram Shah (DIN: 08467309), Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for reappointment. Your Board recommends his re-appointment as Director for your approval. The brief profile of Mr. Amit Atmaram Shah and the resolution for their reappointment as Director(s) are given in the Notice of the 38th Annual General Meeting (AGM).

C. Key Managerial Personnel

Mr. Dilip Varghese, Managing Director, Mr. Amit Atmaram Shah, Executive Director and Mr. S.Chakraborty, CFO & Company Secretary are the Key Managerial Personnel(s) of the Company. During the year under review, there were no changes to the Key Managerial Personnel of the Company.

The Board of Directors consists of a balanced profile of members specializing in different fields that enables it to address the various business needs of the company, while placing very strong emphasis on corporate governance.

12. 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 was no material changes occurred between the end of the financial year of the company to which the financial statements relate and date of report.

13. 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-II to this Report.

14. Number of Meetings of the Board of Director

Eight (8) Board Meetings were convened and held during the financial year 2022-23. 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).

15. Audit Committee

Audit Committee were comprised of Three Independent Directors and One Non-Executive Director, details of which are provided in the Corporate Governance Report (Annexed herewith).

16. Stakeholders relationship committee

Stakeholders relationship committee were comprised of Three Independent Directors and One Non-Executive Directors, details of which are provided in the Corporate Governance Report (Annexed herewith).

17. 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.

Nomination and Remuneration committee were comprised of Three Independent Directors and One Non-Executive Directors, details of which are provided in the Corporate Governance Report (Annexed herewith).

18. Corporate Social Responsible Committee

Corporate Social Responsible Committee were comprise of Two Independent Directors and One Executive Director,, details of which are provided in the Corporate Governance Report (Annexed herewith).

19. 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.

20. 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.tarmat.in.

21. 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.

22. 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.

23. Auditors

At 37th Annual General Meeting of the Company held on 30th September, 2022 M/s. Hegde & Associates, Chartered Accountants (FRN 103610W) was appointed for a first term of 5 (five) consecutive years commencing from 37th Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company as Statutory Auditors of the Company.

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.

24. 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-III to this report. The Company has received the Secretarial Audit report with few observations on which the management replies are as below.

- Replies to point no. 2 and 3, The management has initiated all necessary actions to regularize.
- Replies to point no. 1, 4, 7, 8 and 9 is implemented.

25. Disclosure about Cost Audit:

As per the Cost Audit Orders, Cost Audit is applicable to the Company.

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 2023-24. 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.

26. 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 (Annexure-I) which forms an integral part of this Report.

27. Disclosure under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013

At Tarmat, all employees are of equal value. There is no discrimination between individuals at any point based on race, colour, gender, religion, political opinion, national extraction, social origin, sexual orientation or age. At Tarmat, every individual is expected to treat his/her colleagues with respect and dignity. This is enshrined in values and in the Code of Ethics & Conduct of Tarmat. The Company also has in place 'Prevention of Sexual Harassment Policy' in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment.

The Direct Touch (Whistle-Blower & Protection Policy) policy also provides a platform to all employees for reporting unethical business practices at workplace without the fear of reprisal and help in eliminating any kind of misconduct in the system. The policy also includes misconduct with respect to discrimination or sexual harassment. The following is a summary of sexual harassment complaints received and disposed of during the year:

- No. of complaints received: Nil
- No. of complaints disposed of: NA
- No. of complaints pending: Nil

28. 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.tarmat.in

29. Annual Return

As per provisions of sections 92(3) and 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended time to time, the copy of the Annual Return in the Form MGT-7 is hosted on website of your Company at : https://www.tarmat.in/investors/

30. Related Party Transactions

('RPTS') All the transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Audit Committee had given omnibus approval for the transactions (which are repetitive in nature) and the same were reviewed and approved by the Board. There were no material significant transactions with related parties during the financial year 2022-23 which were in conflict with the interest of the Company. Pursuant to the provision of Section 134(3)(h) of the Companies Act, 2013, Form AOC-2 is not applicable to the Company.

31. Corporate Social Responsibility

The provision of Companies Act, 2013 relating to Corporate Social Responsibility initiatives are not applicable to the Company for the Current Year.

32. 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.

33. 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.

34. 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.

35. 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.

36. 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 2022-23.

37. 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.

38. 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 equipment 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

39. 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, 2023, 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.

40. 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.

41. 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.

42. 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

Mr. Jerry Verghese
Chairman
DIN: 00012905

Date: 14th August, 2023
Place: Mumbai

Annexure I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section129 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 Section129 (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	SONAI TARMAT JV
1. Latest audited Balance Sheet Date	31.03.23	31.03.23	31.03.23	31.03.23
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.	NIL	NIL	NIL	NIL
Amount of Investment in Associates or Joint Venture Extent of Holding (in percentage)	40%	26%	49%	20%
4. Description of how there is significant influence				
5. Reason why the associate/joint venture is not consolidated	NA	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	YES	YES	YES	YES
ii. Not Considered in Consolidation	NA	NA	NA	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

Mr. Jerry Verghese
Chairman
DIN: 00012905

Date: 14th August, 2023
Place: Mumbai

Annexure II

STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section197(12) of the Companies Act, 2013 read with Rule5(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 2022-23.	Director's Name	Ratio to median remuneration
		Mr. Amit Shah	11:1
(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 2022-23	Director's/CFO/CEO/CS/Mgr name	% age increase in remuneration
		Mr. Amit Shah, Director	0%
		Mr. Shivatosh Chakraborty, Company Secretary and Chief Financial Officer	
(iii)	Percentage increase in the median remuneration of employees in the financial year 2022-23	NIL	
(iv)	Number of permanent employees on the rolls of the company	As on 31.03.2023	As on 31.03.2022
		119	83
(v)	Average percentile increase in salaries of Employees other than managerial personnel	During 2022-23	During 2021-22
		NIL	NIL
(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

Mr. Jerry Verghese
Chairman
DIN: 00012905

Date: 14th August, 2023
Place: Mumbai

Management Discussion and Analysis Report

1. Industry Structure and Development and Outlook

India is likely to be the world's fastest growing big economy this year. The trial and transformation of India's economy have an epic quality reminiscent of 19th century America. In Financial year 2022-23,India's real GDP expanded at an estimated 6.9%. Growth was underpinned by robust domestic demand, strong investment activities, bolstered by Govt.'s push for investment in Infrastructure and buoyant private consumption.

"New vision'', Govt. of India propose to come with 3rd Industrial policy after 1956, 1991. The Industrial policy, which will replace 1991 policy seeks to achieve one nation, one standard, promote start-up in every district, create start-up innovation zone and also promote to create a universal id for micro, small and medium enterprises (MSME). The Govt. will step up spending to 39.5 trillion rupees in the coming fiscal year to build up public infrastructure and drive economic growth.

2. Opportunuties and Threats

Tarmat has been the pioneers in airport runway works and air side works.

India has to enhance its infrastructure to reach its 2025 economic growth target of US$5 trillion. India's population growth and economic development need improved transport. In June 22, Ministry of road and transport and highway opened 15 national highways projects worth Rs.13585 crores. Under Budget 2023-24, capital investment outlay for infrastructure is being increased to 33% to Rs.10 lakhs crores.

In Nov 22, National Investment and Infrastructure Fund (NIIF) is set up to collaborate investment platform.

The launch of a quadrilateral economic Forum by India, the USA, ISREAL and UAE in November 2021has further added to the influx of infrastructure growth perspective.

However project implementation is not without threats. Land acquisition, project credibility, fund availability and high fund cost, lack of technology, human resources, digital divide, cyber concern are some of factors, which may affect the speed of project implementation.

Your Company has on-going projects in Mumbai airport, Chennai airport, Tuticorin and Jammu.

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."

6. Risk and Concerns

Each sector has its own risk and concerns. Infrastructure projects are no exception to that. Common risks in the sector are land acquisition risk operating risk, completion risk, demand risk, cost overrun risk, unviable finance risk.

During the year, the Board has reviewed the process and the Risks that have already been identified for the business and necessary action for mitigation has been initiated. Infra sector is crumbling as project delays, cost.

Risks impacting the Company's overall governance are given below:

Liquidity risk, Interest rate risk, Credit risk, Commodity price risk, Market risk, Investment risk, Health, Safety And Environment Risks, Political, Legal And Regulatory Risks, Fraud and Cyber Security, Other Operational Risks, Counter Party Risks and Working capital challenges.

7. Details of significant changes in key financial ratios.

In accordance with the amended SEBI(Listing Obligation and Disclosure Requirements) Regulations,2015,the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof: The Company has identified following ratios as key financial ratios:

Particulars	FY 2022-23	FY 2021-22	% Change	Reason for change of 25% or more as compared to the immediately previous financial year
Debtors Turnover	6.66	8.53	-21.92	
Inventory Turnover	3.05	3.37	-9.50	
Interest Coverage Ratio	22.93	3.87	492.51	The variation is on account of exception items of Rs 251.86 included in Net Profit of the current year
Current Ratio	2.47	1.60	-2.61	
Debt Equity Ratio	0.48	1.06	-54.72	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid and increase in share capital
Operating Profit Margin (%)	3.48	4.08	-14.71	
Net Profit Margin	5.16	2.83	82.33	The variation is on account of exception items of Rs 251.86 included in Net Profit of the current year
Return on Net Worth	34.79	17.79	15.95	

For and on behalf of the board of directors

Mr. Jerry Verghese
Chairman
DIN: 00012905

Date: 14th August, 2023
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2023 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:

a) Transparency in decision-making

b) Accountability which follows from transparency because responsibilities could be fixed easily for actions taken or not taken, and

c) 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, 2023, the Company's Board consists of Six Directors, out of which One is Executive Director Three are Non-Executive and Independent Directors and Two are Non-Executive 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, 2023 are given below:

Name of Director	Date of Appointment	Category	No. of Directorship heldin Indian public & private LimitedCompanies Including (TARMAT LIMITED)	Committee(s) position (Including (TARMAT LIMITED)	
				Member	Chairman
Mrs. Regina Manish Sinha	02.05.2019	Chairperson Non-Executive, Independent Director	01	04	2
Mr. Ramesh Chander Gupta	14.07.2012	Non-Executive, Independent Director	01	03	Nil
Mr. Amit A. Shah	30.05.2019	Executive Director	02	01	Nil
Mr. Kishan Kumar Kinra	17.10.2019	Non-Executive Independent Director	01	04	2
Mr. Amit Kumar Goyal	24.08.2020	Non-Executive Director	03	03	Nil
Mr. Jayeshbhai M. Patel	24.08.2020	Non-Executive Director	01	Nil	Nil

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

During the financial year 2022-2023 the Board of Tarmat Limited met 8 times on 21.04.2022, 07.05.2022, 30.05.2022, 07.07.2022, 13.08.2022, 14.11.2022, 14.02.2023 and 13.03.2023.

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 2022-2023	No. of the Board Meetings attended during the year 2022-2023	Attendance at the AGM held on 30th September, 2022
Mr. Ramesh Chander Gupta	08	02	YES
Mrs. Regina Manish Sinha	08	08	YES
Mr. Amit Shah	08	08	YES
Mr. Kishan Kumar Kinra	08	05	YES
Mr. Amit Kumar Goyal	08	08	YES
Mr. Jayeshbhai M. Patel	08	08	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%
Mrs. Regina Manish Sinha	Nil	0.00%
Mr. Kishan Kumar Kinra	Nil	0.00%
Mr. Amit Kumar Goyal	Nil	0.00%
Mr. Jayeshbhai M. Patel	Nil	0.00%

The details of programs 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.

(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 ended 31st March, 2023, 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 2022-23 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.

(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. One Meeting of Independent Directors was held During the Financial Year 2022-2023.

3. Committees of the Board:

The Board constituted committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility 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: Mrs., Regina Manish Sinha - Chairperson, Mr. Ramesh Chander Gupta and Mr. Kishan Kumar Kinra - independent directors, Mr. Amit Kumar Goyal – Non-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 2022-23 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(s)	No. of Meetings held	Meeting Attended
Mrs. Regina Manish Sinha	04	4
Mr. Ramesh Chander Gupta	04	2
Mr. Kishan Kumar Kinra	04	4
Mr. Amit Kumar Goyal	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. Kishan Kumar Kinra as its Chairman, Mrs. Regina Manish Sinha and Mr. Ramesh Chander Gupta as members and one Non-Executive Director namely Mr. Amit Kumar Goyal.

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 2022-2023 the Nomination and Remuneration committee met one time i.e. on 14th February, 2023 and the attendance record of committee members to the meetings so held is depicted in the table given below:

Name of the Member(s)	No. of Meetings held	Meeting Attended
Mrs. Regina Manish Sinha	01	1
Mr. Ramesh Chander Gupta	01	1
Mr. Kishan Kumar Kinra	01	1

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. Ramesh Chander Gupta	Nil	Nil	Nil
Mrs. Regina Manish Sinha	Nil	Nil	Nil
Mr. Amit Shah	30,00,000	Nil	30,00,000

Name of Director	Salary in Rs.	Sitting Fees Rs.	Total in Rs.
Mr. Kishan Kumar Kinra	Nil	Nil	Nil
Mr. Amit Kumar Goyal	Nil	Nil	Nil
Mr. Jayeshkumar M. Patel	Nil	Nil	Nil

The Company pays remuneration to Mr.Amit Shah- Executive Director by way of salary, perquisites, allowances etc. He is appointed for period of Five years.

There are no pecuniary relationships or transaction of non-executive Directors.

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 three Independent Directors, namely Mr. Kishan Kumar Kinra, Mrs. Regina Manish Sinha and Mr. Ramesh Chander Gupta - Independent Directors and One Non-Executive Director namely Mr. Amit Kumar Goyal.

Mr. Kishan Kumar Kinra 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 / stakeholder's grievances;
- All other matters incidental or related to shares.

Meetings and Attendance during the year

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Kishan Kumar Kinra	04	4
Mrs. Regina Manish Sinha	04	4
Mr. Ramesh Chander Gupta	04	2
Mr. Amit Kumar Goyal	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 2022-23 are as follows:

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

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility (CSR) Committee is constituted pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The composition of the Committee and attendance of the members of the Committee at the meetings held is as below. The CSR Committee met 1(One) times during the financial year ended March 31, 2023 i.e. on February 14, 2023.

Name of the Member	No. of meeting held	No. of meeting attended
Mrs. Regina Sinha	1	1
Mr. Amit Shah	1	1
Mr. Kishan Kumar Kinra	1	1

The terms of reference of the Corporate Social Responsibility Committee broadly includes the following:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the review thereof at periodical intervals;

(b) To recommend the amount of expenditure to be incurred on the CSR activities.

(c) To formulate and recommend to the Board of Directors, annual action plan in pursuance of the CSR Policy;

(d) To monitor the expenditure incurred on the specified activities; and

(e) To monitor the implementation of Corporate Social Responsibility Policy of the Company from time to time.

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-Seven AGM 2021 2022	Through Video Conferencing (VC)	30.09.2022 02.00 P.M.	-
Thirty-Six AGM 2020 2021	Through Video Conferencing (VC)	28.09.2021 01.00 P.M.	1. Increase of Authorised Capital Clause of the Memorandum of Association. 2. Alteration in the Clause No. V of the Memorandum of Association. 3. Alteration in the Clause No. 3 of the Articles of Association of the Company. 4. 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. 5 Preferential issue and allotment of 7983548 convertible warrants into 7983548 equity shares of face value of Rs. 10/- each the Company to Promoter(s) and Non-Promoter(s)
Thirty Fifth AGM 2019 2020	Through Video Conferencing (VC)	06.11.2020 01.30 P.M.	1. Remuneration to Mr. Amit Shah – Executive Director and KMP

(a) Postal Ballot / Extraordinary General Meeting : No postal Ballot / extraordinary general meeting of the members was held during FY 2023.

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

5. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees.

The performance evaluation of the Executive Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

6. 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.tarmat.in.

(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) All the guidelines issued by the SEBI and Stock Exchange or other statutory authority on the matter related to capital markets are fully complied.

(x) The Company has adopted a policy on determination of materiality of events for disclosures (Determining Materiality of Events).

(xi) The Company has adopted a policy on archival and preservation of documents (Preservation of Documents)

(xii) 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.

7. **POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

For the year under review there was no woman employee in the employment of the company, therefore the provisions of the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 does not imply to the Company.

8. **Means of Communication:**

1. **Publication of Results;**

The quarterly / annual results of the Company are published in the leading newspapers viz. Mumbai Lakshadweep (Marathi) and Active Times (English).

9. **General Shareholder Information:**

i. **Annual General Meeting:**

The forthcoming 38th Annual General Meeting of the Tarmat Limited will be held on Saturday,30th September, 2023 at 02.00 p.m. through video conferencing/ other audio-visual means organized by the company at the registered office of the company at General A. K. Vaidya Marg, near Wageshwari Mandir, off. Film City Road, Malad (e), Mumbai 400 097.

ii. **Financial Calendar:**

Year ending: March 31, 2023.

iii. **Dividend Payment:**

To conserve the cash for the future growth, the Company has not recommended 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 Saturday, September 23,2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of the AGM.

v. **Credit ratings of Bank Borrowings:**

Sr. No.	**Facilities**	**Rating**
1	Long Term Bank Facilities	BWR BBB –Stable Reaffirmation
2	Short Term Bank Facilities	BWR A3 + Reaffirmation

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:

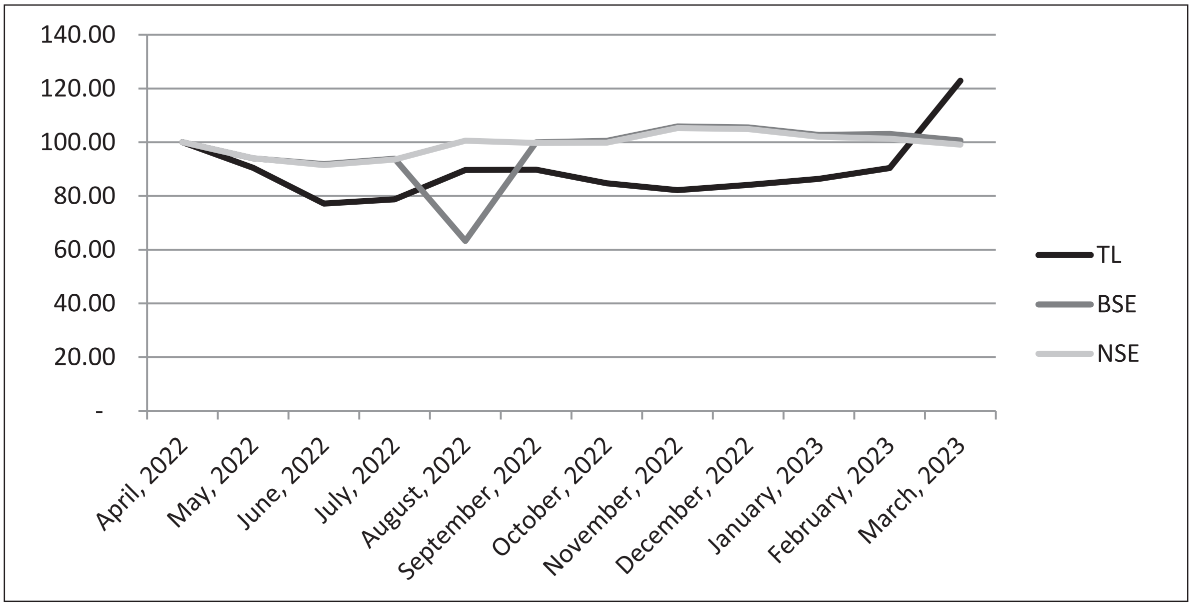
Name & Address of the Stock Exchanges	**Stock Code/Scrip Code**	**ISIN Number for NSDL/CDSL (Dematerialised share)**
Name: BSE Limited Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.	532869	INE924H01018
Name: The National Stock Exchange of India Limited Address: Exchange Plaza, Bandra-Kurla 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 2022 to March 2023:**

	BSE		**NSE**	
	High	**Low**	**High**	**Low**
April -2022	69.25	58.20	69.45	61.00
May-2022	64.70	52.50	63.40	52.60
June – 2022	57.10	41.45	56.75	43.65
July- 2022	56.50	45.20	55.70	45.75

	BSE		NSE	
	High	Low	High	Low
August -2022	66.10	49.40	66.00	49.80
Septemebr-2022	64.60	50.75	66.00	50.15
October-2022	62.95	50.00	56.00	49.55
November-2022	58.95	47.15	58.70	47.10
December-2022	61.00	47.85	60.70	47.40
January-2023	61.50	49.20	61.95	50.05
February-2023	67.60	48.25	67.65	49.60
March-2023	93.40	64.50	93.50	65.60

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)
S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093.
Board No. : 022-62638200 Fax No: 022-62638299
shwetas@bigshareonline.com | 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 2023

Sr. No.	Slab of Shareholding No. of equity shares held		No. of Shareholders	In %	Shares	Percentage of Total
	From	To				
1	1	5000	8944	88.8	864061	4.05
2	5001	10000	554	5.5	454353	2.13
3	10001	20000	260	2.58	395340	1.85
4	20001	30000	90	0.89	230199	1.08
5	30001	40000	45	0.45	161455	0.76
6	40001	50000	44	0.44	211105	0.99
7	50001	100000	58	0.57	438412	2.06
8	100001	and above	77	0.76	18559330	87.07
TOTAL			**10072**	**100**	**21314255**	**100**

xii. Shareholding pattern as on 31st March 2023

Sr. no.	Category	No. of Shares	% holding
	Shareholding Pattern of The Promoter and Promoter Group		
1	Indian		
(a)	Individuals/Hindu undivided Family	5724254	26.86
(b)	Central Government/State Government(s)	0	0
(c)	Financial Institutions/Banks	0	0
(d)	Any Other (Group Companies)	1361448	6.39
	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0
2	Foreign		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0
(b)	Government	0	0
(c)	Institutions	0	0
(d)	Foreign Portfolio Investor	0	0
	Total	**7085702**	**33.25**
	Statement Showing Shareholding Pattern of The Public Shareholder		
1	Institutions	0	0
2	Central / State government(s)	0	0
3	Banks	0	0
(a) -1	Resident Individuals holding nominal share capital upto Rs. 2 Lakhs	2648345	12.43
(a)(2)	Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	2366104	11.1
(b)	Employee Trusts		
(c)	Overseas Depositories (holding DRs) (balancing figure)		
(d)	Any Other		
	(Bodies Corporate)	8228464	38.6
	(Clearing Member)	48828	0.23
	Foreign Portfolio Investor	5028	0.02
	HUF	181850	0.85
	(Non-Resident Indians)	110507	0.52
	Directors/Relatives	639427	3
	Total	**14228553**	**66.75**
	Grand Total	**21314255**	**100**

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 2023, 99.99% Equity shares of the Company representing 21314255 Shares out of a total of 21313936 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)
S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093.
Email: shwetas@bigshareonline.com
Website: www.bigshareonline.com
Contact Name: Shweta Salunke

ii For all investor related matters:

Mr. Shivatosh Chakraborty
Company Secretary
Tarmat Limited
Gen. A. K. Vaidya Marg,
Near Wageshwari Mandir,
Off. Film City Road, Malad (West)
Mumbai – 400 097
Tel: +91-22-2840 2130/ 1180
Email: tarmatcs@gmail.com
Website: www.tarmat.in

iii Registered Office

Tarmat Limited
Gen. A. K. Vaidya Marg,
Near Wageshwari Mandir,
Off. Film City Road, Malad (West)
Mumbai – 400 097
Tel: +91-22-2840 2130/ 1180

Annexure III

SECRETARIAL AUDIT REPORT
Form No. MR-3
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[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, 2023 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 through digital mode the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2023 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

   (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.

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 and Sweat Equity) Regulations, 2021;

   (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation; 2013.

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 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.

(iii) Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 - Non submission of Certificate to NSDL and CDSL for all quarters.

(iv) Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 – Non-compliance related to 100% Promoter shareholding in Demat

(v) Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 – The SDD was maintained in excel file for the first three quarters and thereafter maintained in software.

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, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs, except following:

(i) BSE and NSE gave Listing and Trading Approval for 1050000 Equity Shares of Rs. 10/- each w.e.f. 06/04/2022 which were issued and allotted due to conversion of warrants.

(ii) The Board of Directors at their meeting held on 21/04/2022 considered and approved conversion of 38,02,576 warrants into 38,02,576 equity shares of Rs. 10/- each on a preferential basis as under:

Promoters – 1766151 Equity Shares

Non-Promoter – 2036425 Equity Shares

(iii) BSE and NSE gave Listing and Trading Approval for 1419403 Equity Shares of Rs. 10/- each w.e.f. 29/04/2022 which were issued and allotted due to conversion of warrants.

(iv) The Board of Directors at their meeting held on 07/05/2022 considered and approved conversion of 1,70,000 warrants into 1,70,000 equity shares of Rs. 10/- each to non-Promoters on a preferential basis.

(v) The Board of Directors at their meeting held on 07/07/2022 considered and approved conversion of 15,41,569 warrants into 15,41,569 equity shares of Rs. 10/- each on a preferential basis.

Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979

PR: 1683/2022
UDIN: F001403E000803435

Date: 14.08.2023
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.

Annexure "A"

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
Practicing Company Secretary
FCS: 1403 CP: 1979

PR: 1683/2022
UDIN: F001403E000803435

Date: 14.08.2023
Place: Mumbai

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 2023, 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 **M/s Hegde & Associates**
Chartered Accountants
FRN : 103610W

Sd/-
Manoj Shetty
Partner
Membership No. 138593
UDIN: 23138593BGVEDK3506

Date: 14^{th} August, 2023
Place: Mumbai

EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

I, Amit Shah, Executive Director 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 2023 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/-	Sd/-
Amit Shah	**S. Chakraborty**
Executive Director	Chief Financial Officer

Date: 14th August, 2023
Place: Mumbai

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

I, Amit Shah, Executive 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.tarmat.in
2. All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended 31st March 2023.

For **TARMAT LIMITED**

Sd/-
Amit Shah
Executive Director

Date: 14th August, 2023
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To,

The Members of
TARMAT LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tarmat Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss Statement (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as Standalone Financial Statements'')

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended,("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and its profit, total Comprehensive income, its Cash Flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

As described in Note no 4 of the financial statement, due to non- availability of the financial information of the Joint Venture, the company is unable to determine the fair value of the Company's investment in Backbone-Tarmat-Al Fara'a (JC) as at 31st March 2023. In absence of sufficient and appropriate evidence, we are unable to comment on the carrying value of above investment amounting to Rs 783.02 Lakhs and the consequent therof.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial statements and Auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report and Corporate Governance in Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Management's Responsibility for the 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 Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the “Annexure 1” 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 and 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 Financial Statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 2.; and

   g) In our opinion, the managerial remuneration for the year ended 31st March 2023 has been paid/ provided by the company to its Directors in accordance with the provision of Section 197 read with Schedule V to the Act.

   h) 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 as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigation which would impact its financial position as of 31st March 2023;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note 33 (vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities including foreign entities ("Intermediaries") , with the understanding , whether recorded in writing or otherwise that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company: or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

b) The Management has represented that, to the best of its knowledge and belief, as disclosed in 33 (viii) to the standalone financial statements, no funds that have been received by the Company from any persons or entities including foreign entities ("Funding Parties"), with the understanding whether recorded in writing or otherwise that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, noting has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) contain any material misstatement.

v. The Company has not paid or declared any dividend during the current year.

vi. Proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 01st April 2023 and accordingly reporting under Rule 11 (g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March 2023

For **HEGDE & ASSOCIATES**
Chartered Accountants
FRN : 103610W

Manoj Shetty
(Partner)
M.No 138593
UDIN : 23138593BGVECG2045

Date : 30.05.2023
Place : Mumbai

TARMAT LIMITED

"ANNEXURE-1" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to paragraph 1 under 'Report on Legal and Regulatory Requirements section of our report of even date to the members of Tarmat Limited on the financial statements for the year ended 31st March 2023

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible 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 immovable properties (other than properties where the Company is the Lessee and the lease agreements are duly executed in favour of the lease) included in Property are held in the name of the Company.

(d) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.

(e) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company

(ii) a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.

(iii) According to the information's and explanation's given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. Hence para 3 (iii) of the order is not applicable to the company.

(iv) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has not given any loans or provided any guarantee or security as specified under Section 185 of the Companies Act 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act 2013. Further the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013, with respect to the loans and investments made.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly clause (v) of the order is not applicable.

(vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records for the Company under subsection (1) of section 148 of the Companies Act 2013. Accordingly clause (vi) of the order is not applicable.

(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
MVAT Act 2002	VAT	1,08,01,516/-	2013-14	30-04-2014	Unpaid	
	VAT	1,17,761/-	2016-17	30-04-2017	Unpaid	
Goods & Service Tax	GST Payable	80,68,717/-	2022-23	20-04-2023	19.05.2023	
	Provident Fund	6,698/-	2021-22	15.04.2022	Unpaid	
		33750/-	2022-23	15.04.2023	18.04.2023	
	ESIC	6697/-	2022-23	15.04.2023	18.04.2023	
	Profession Tax	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	
		25000/-	2022-23	15.04.2023	17.04.203	

(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	1,72,20,002/-	01.04.05 To 31.03.06 JC Appeal VII
Maharashtra VAT	Assessment	4,64,30,255/-	01.04.06 To 31.03.07 JC Appeal VII
Maharashtra VAT	Assessment	10,51,13,010/-	01.04.07 To 31.03.08 JC Appeal VII
Maharashtra VAT	Assessment	2,65,11,442/-	01.04.08 To 31.03.09 DC Appeal V
Maharashtra VAT	Assessment	50,63,931/-	01.04.09 To31.03.10 JC Appeal VII
Maharashtra VAT	Assessment	3,81,98,816/-	01.04.10 To 31.03.11 JC Appeal VII
Maharashtra VAT	Assessment	15,37,12,469/-	01.04.12 To 31.03.13 JC Appeal VII
Maharashtra VAT	Assessment	22,23,622/-	01.04.13 To 31.03.14 JC Appeal VII
Maharashtra VAT	Assessment	1,55,06,710/-	01.04.16 To 31.03.17 JC Appeal VII
Maharashtra VAT	Assessment	21,44,179/-	01.04.17 To 30.06.17 JC Appeal VII

The above cases are all under appeal.

(viii) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transaction previously unrecorded as income in the books of account, in the tax assessments during the Income Tax Act, 1961 as income during the year.

(ix) In respect of loans

a) To the best of our knowledge and according to the information and explanations given to us, the Company has not defaulted in repayment of Loans or other borrowings or in the payment of interest thereon to any lender.

b) According to the information and explanation given to us and on basis of our examination of the records of the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

c) According to the information and explanations given to us by the management, the Company has not availed any terms loans during the year. Accordingly, clause 3(ix)(c)of the Order is not applicable.

d) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the order is not applicable.

e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its Joint Ventures.

f) According to information and explanation given to us, the Company has not raised loans during the year on the pledge of securities held in Joint Ventures.

(x) In respect of money raised

a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly clause 3 (x) (a) of the order is not applicable.

b) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has made preferential allotment of shares during the year for the purpose of repayment of unsecure loans taken from promoters. The same is issued in compliance with requirements of Section 42 and Section 62 of the Companies Act.

(xi) a) Based on examination of the books and records of the Company and according to the information and explanation given to us, considering the principles of materiality outlined in Standard on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of audit.

b) According to the information and explanation given to us, no report under sub-section (12) of Section 143 of the Companies Act 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule13 of Companies (Audit and Auditors) Rules 2014 with the Central Government during the year and upto the date of this report.

c) According to the information and explanation given to us by the Management, there are no whistle blower complaints received by the company during the year.

(xii) According to the information and explanation given to us, 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.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.

(xiv) a) Based on information and explanation provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and provisions of section 192 of Companies Act, 2013 is not applicable to the Company.

(xvi) a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly clause 3 (xvi) (a) of the Order is not applicable

b) The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934. Accordingly clause 3 (xvi) (b) of the Order is not applicable.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly clause 3 (xvi) (c) of the Order is not applicable

d) According to the information and explanation provided to us during the course of audit, the Group does not have any CIC. Accordingly clause 3 (xvi) (d) of the Order is not applicable.

(xvii) The Company has not incurred cash Losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly clause 3 (xviii) of the Order is not applicable.

(xix) According to the information and explanation given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exist as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when that fall due within a period of one year from the balance sheet date. We however state that this is not an assurance as to the future viability of the Company. WE further state that our reporting is based in the facts upto the date of the audit report and we neither give any guarantee not any assurance that all liabilities falling due within a period of one year from the Balance sheet date will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanation given to us there is no unspent amount under sub-section (5) of Section 135 of the Companies Act 2013 pursuant to any project. Accordingly clauses 3 (xx) (a) and 3(xx) (b) of the order are not applicable.

For **HEGDE & ASSOCIATES**
Chartered Accountants
FRN : 103610W

Manoj Shetty
(Partner)
M.No 138593
UDIN : 23138593BGVECG2045

Date : 30.05.2023
Place : Mumbai

TARMAT LIMITED

Annexure "2" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Tarmat Limited of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Tarmat Limited ("the Company") as at March 31, 2023, in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's management s 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, 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 internal financial controls with reference to standalone financial statements of the Company 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") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance 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 were 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 judgement, including the assessment of the risks of material misstatement in 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 control system with reference to standalone financial statements.

Meaning of internal financial controls over financial reporting

A company's internal financial control with reference to standalone financial statements 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 with reference to standalone financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial controls with reference to standalone financial statements 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 **HEGDE & ASSOCIATES**
Chartered Accountants
FRN : 103610W

Manoj Shetty
(Partner)
M.No 138593
UDIN : 23138593BGVECG2045

Date : 30.05.2023
Place : Mumbai

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2023

₹ in lacs

	Particulars	Note No.	As at 31st, March 2023	As at 31st March 2022
I.	**ASSETS**			
1)	**Non-current assets**			
	a) Property, Plant and equipment	3	1,603.37	1,629.41
	b) Intangible Assets		14.63	14.63
	c) Financial Assets			
	i) Investments	4	956.18	943.37
	ii) Other Financial Assets	5	1,569.28	1,173.12
	d) Other Non Current Assets		-	-
	Total Non Current Assets		**4,143.46**	**3,760.53**
2)	**Current Assets**			
	a) Inventories	6	4,100.29	5,332.45
	b) Financial Assets			
	i) Trade Receivable	7	2,239.94	1,578.78
	ii) Cash and Cash equivalents	8	504.05	445.60
	iii) Loans		-	-
	iv) Other Financial Assets		-	-
	c) Current Tax Assets(Net)	9	2,197.18	1,015.26
	d) Other Current Assets	10	6,223.64	7,116.20
	Total Current Assets		**15,265.10**	**15,488.29**
	Total Assets		**19,408.56**	**19,248.82**
II.	**EQUITY AND LIABILITIES**			
	Equity			
	a) Equity Share Capital	11	2,131.42	1,580.01
	b) Warrant	11.6	-	992.55
	c) Other Equity	12	10,940.64	6,784.89
	Total Equity		**13,072.06**	**9,357.45**
	Liabilities			
1)	**Non Current Liabilites**			
	a) Financial Liabilities			
	i) Borrowings	13	74.33	122.67
	b) Provisions	14	86.60	75.04
	c) Deferred Tax Liabilities (Net)	15	32.94	45.49
	d) Other Non Current Liabilities		-	-
	Total Non Current Liabilities		**193.87**	**243.20**
2)	**Current Liabilites**			
	a) Financial Liabilities			
	i) Short Term Borrowing	13	520.92	4,213.28
	ii) Trade Payables	16		
	Due to Micro and Small Enterprises		9.87	534.41
	Due to Other than Micro and Small Enterprises		4,343.74	3,439.36
	iii) Other Financial Liabilities			
	b) Provisions		-	-
	c) Other Current Liabilities	17	1,268.10	1,461.12
	d) Current Tax Liabilites (Net)		-	-
	Total Current Liabilities		**6,142.63**	**9,648.17**
	Total Equity and Liabilities		**19,408.56**	**19,248.82**
	Summary of Significant Accounting policies	3		
	The Accompanying notes are an integral part of the standalone financial statements			

As per our report of even date

For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	

Place: Mumbai
Date: 30.05.2023

STANDALONE PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

₹ in lacs

	Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
	Income			
I	**Revenue from operations**	18	14,366.41	16,193.61
II	Other Income	19	416.00	112.77
III	**Total Revenue (I+II)**		**14,782.41**	**16,306.38**
IV	**Expenses:**			
	Cost of Material Consumed	20	6,340.60	5,723.64
	Construction Expenses	21	6,255.61	8,330.15
	Employees benefits Expenses	22	936.79	855.92
	Finance Costs	23	37.97	199.15
	Depreciation and amortisation expenses	24	103.55	106.05
	Other expenses	25	630.80	604.32
	Other Provision - Provisions for diminution in value of non current investments		-	21.06
	Total Expenses (IV)		**14,305.32**	**15,840.29**
V	**Profit (Loss) before exceptional items and tax (III-IV)**		**477.09**	**466.09**
VI	Exceptional items (Refer Note No. 37)		251.86	-
VII	**Profit (Loss) before tax (V - VI)**		**728.95**	**466.09**
VIII	Tax Expense			
	1) Current Tax		-	-
	2) Deferred tax		(12.55)	8.41
	Total Tax Expense		(12.55)	8.41
IX	**Profit (Loss) for the year (VII-VIII)**		**741.50**	**457.68**
X	Other comprehensive income / (loss)			
	a) Items that will not be reclassified to Statement of profit or Loss in subsequent periods			
	Remeasurements gains / (Loss) on defined benefit plans		(4.52)	-
	Income tax effect thereof		-	-
	Other comprehensive income / (loss) for the year		(4.52)	-
XI	Total Comprehensive Income for the period (IX+X) (Comprising profit/(Loss) and other comprehensive income for the Period)		736.98	457.68
XII	Earinings per equity share (in Rs.)			
	1) Basic		3.57	2.90
	2) Diluted		2.37	2.15
	Summary of Significant Accounting policies			
	The Accompanying notes are an integral part of the standalone financial statements			

As per our report of even date
For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	

Place: Mumbai
Date: 30.05.2023

Cash Flow Statement for the year ended 31st March 2023

₹ in lacs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Cash flow from Operating Activities		
Profit before tax	**728.95**	**466.09**
Adjustments for:		
Depreciation and amortisation	103.55	106.05
Provision for Gratuity	7.04	3.23
Share of Profit from Joint Venture	-	(59.26)
Provision for dimution in value of Investment	-	21.06
Finance cost	37.97	199.15
Interest Income	5.78	(21.07)
Operating profit before working capital changes	**883.29**	**715.25**
Changes in working capital:		
(Increase)/Decrease in Trade and other Receivables and prepayments	(550.73)	(289.12)
(Increase)/Decrease in Inventories	1,232.16	(1,056.51)
Increase/(Decrease) in Trade and other Payables	188.59	(175.59)
Fixed Deposits	-	944.75
Loans/Advances to Subsidiaries/Associates and others	12.16	94.17
Cash generated/ (used) from Operations	882.18	1,427.05
Less Taxes paid	(808.10)	-
Net Cash flows from / (used in) Operating Activities- (A)	**957.37**	**711.80**
B)Cash flow from Investing Activities		
Payments for property, plant and equipment and Capital Work-in-Progress	(77.51)	(26.49)
Payment to Joint venture	(12.81)	21.07
Interest received	(5.78)	-
Sales of Shares	-	1,797.05
Investment in Subsidiaries, Associates and others	-	-
Net Cash flows from / (used in) Investing Activities- (B)	**(96.10)**	**1,791.63**
C) Cash flow from financial Activities		
Proceeds from issue of preferential shares	2,977.63	1,777.97
Finance cost paid	(37.97)	(199.15)
proceeds from issue of share warrant	-	992.54
Repayment of Borrowings	(3,740.70)	(4,670.28)
Net Cash flows from / (used in) financial Activities- (C)	(801.04)	(2,098.92)
Net Increase/ (decrease) in cash and cash equivalents - (A+B+C)	60.23	(1,019.09)
Cash & Cash equivalents at the beginning of the year	443.82	1,462.91
Cash & Cash equivalents at the end of the year (Refer Note -1)	**504.05**	**443.82**

Note:

1 Cash & Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	75.34	48.10
Bank balance including deposits and cheque on hold - Current Account	428.71	395.72
Total cash & Cash Equivalents	**504.05**	**443.82**

1 The Cash flow statement is prepared in accordance with the Indian Method stated in Ind-AS7 on cash flow statement and presents the cash operating, investing and financial

2 Previous year's figures have been regrouped, wherever necessary

3 Figures in brackets represent cash outflows.

see accompanying notes forming part of the financial statements

As per our report of even date
For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	

Place: Mumbai
Date: 30.05.2023

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

A - Equity Share Capital Particulars

Particulars	Number of Shares	Amount (₹ In Lacs)
Equity Shares of ₹ 10/- each issued, subscribed and fully paid up		
Balance as at April 1, 2021	1,33,30,707	1333.07
Add: Equity shares allotted during the year	24,69,403	246.94
Balance as at March 31, 2022	**1,58,00,110**	**1580.01**
Add: Equity shares allotted during the year	55,14,145	551.41
Add: Bonus Shares issued during the year	-	-
Balance as at March 31, 2023	**2,13,14,255**	**2131.42**

B - Other Equity

	Reserves and Surplus					Total
Particulars	**Securities Premium Reserve**	**General Reserve**	**Revaluation Reserve**	**Surplus in the statement of profit and loss**	**Money received against share warrants**	
Balance as at April 1, 2021	**6917.89**	**520.48**	**8.50**	**(2,650.69)**	**-**	**4796.18**
Profit for the year	-	-	-	457.68	-	457.68
Addition during the year	1531.03	-	-	-	992.55	2523.58
Other Comprehensive Income/(loss) for the year (Net of Taxes)	-	-	-		-	-
Payment of Dividend	-	-	-	-	-	-
Payment of Dividend Distribution tax	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at March 31, 2022	**8448.92**	**520.48**	**8.50**	**(2,193.01)**	**992.55**	**7777.44**
Balance as at April 1, 2022	**8448.92**	**520.48**	**8.50**	**(2,193.01)**	**-**	**6784.89**
Profit for the year	-	-	-	741.50	-	741.50
Addition during the year	3418.77	-	-	-	-	3418.77
Other Comprehensive Income/(loss) for the year (Net of Taxes)	-	-	-	(4.52)	-	-4.52
Payment of Dividend	-	-	-	-	-	-
Payment of Dividend Distribution tax	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at March 31, 2023	**11867.69**	**520.48**	**8.50**	**(1,456.03)**	**-**	**10940.64**

Summary of Significant Accounting policies 3

The Accompanying notes are an integral part of the standalone financial statements

As per our report of even date
For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	

Place: Mumbai
Date: 30.05.2023

1. Corporate Information:

Tarmat Limited was established in year 1986 Mr. Jerry Varghese. The company is specialized in Construction of Airfield and National / state highways all over India. The Company is currently executing various Runway, Parking Bays, Taxi Track related work at Mumbai, Cochin, Trichy and Tuticorn Airport, and it is also executing National Highway work at Mizoram and Jammu.

Tarmat have completed the prestigious works of Resurfacing of Runways at Mumbai International Airport Limited and Delhi International Airport.

The Company had its IPO in 2007 and got listed in BSE and NSE. The present paid up capital of the company is Rs. 21314248, of which 33.25% is held by the promoters.

2. Basis of Preparation

The Financial Statement of the company have been prepared in accordance with indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules,2015 (as ameded from time to time) and presentation requirements of Division II of Schedule III of the Companies Act, 2013 (Ind As complaint Schedule III), as applicable to the Financial Statments. These financials statements have been approved for issue by the Board of Directors at their meeting held on May 30, 2023.

These Standalone Financial Statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at fair values (refere accounting policy regarding financial instruments.) The Standalone Financial Statement are presented in INR and all value are rounded off to the nearest lakhs with 2 decimal places except which otherwise indicated.

The company has prepared the financial statements on the basis that it will contine to operate as a going concern.

The standalone financial statement provide comparative information in respect of the previous period. Accounting polices have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Current and Non - Current Classification

The company presents assets and liabilities in the balance sheet based on current/non current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operation cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporint period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All othe assets are classified as non - current

A liability is current when:

- It is expected to be settled in normal operating Cylce.
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporing period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reprorting period.

The company classifies all other liabilities as non current.

Deferred tax assets and liabilities are classified as non current assets and liabilities.

The operating cycle is the time between the acquisiton of assets for processing and their realisation in cash and cash equivalents.

The company has identified twelve month as its operating cycle.

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.

3.2 Fair Value Measurement

The company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability , or
- In the absence of a principal market, in the most advantageous market for the assets or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of non financial asset takes into account a market participant's ability to generate economics benefitsby using the asset in its highest and best use or by selling it to another market participant that would use the asset in tis highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient date are available to measure fair value, maximising the use of revevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statement are categorised within the fair value hierarchy,described as follow, based on the lowest level input that is significant to the fair value measurement as a whole.

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilites
- Level 2 - Valuation techniques for which the lowest level input that is significatnt to the fair value measurement is directly or indirectily observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Standalone Financial Statements on recurring basis, the Company determines whether tranfers have occureed between levles in the hierarchy by re-assessing categorisation (based on the Lowest level input that is significatnt to the fair vfalue measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the assets or liability and the level of the fair value hierarchy as explained above.

The Company determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discountinued operations. If any.

External valuers are involved for valution of significant assets, such as properties and unquoted financial assets, and significant liabilities such as contingent consideration. Involment of external valuers is decided upon annually by the management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledger, reputation, independence and whether professional standards are maintained.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re assesed as per the Companies accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computaion on contracts and other relevant documents.

3.3. Property, Plant and Equipment

Property, plant and equipment (PPE) are carried at cost of acquisiton, on current cost basis less accumulated depreciation and accumulated impairment losses, if any Cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intened use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long -term construciton projects if the recognition criteria are met. Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of principal item of the relevant assets. When signifiant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them seprately based on their specific useful lives. Likewise, when a major inspection is perfomed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance cost are recognised in Statement of Profit & Loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is provided on written down value method over the useful lives of property, plant and equipment as estimated by management. Pursuant to Notification of Schedule II of the Companies Act,2013 depreciation is provided prorata basis on written down value method at the rates determined based on estimated useful lives of property, plant and equipment where applicable. Prescribed under Schedule II to the Companies Act 2013.

No depreciation is provided on freehold land.

An item of property, plant and equipment and any significatnt part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of profit and loss when the assets is derecognised.

Capital Work in Progress

Cost of assets not ready for intended use, as the balance sheet date, is hown as capital work in progress.

Capital Work in Progress is stated at cost, net of accumulated impairment loss, if any

3.4. Intangible Assets

Intangible Assets are recognized only when future economic benefits arising out of the assets flow to enterpriese and are amortised over their useful life ranging from 3 to 5 year. Intangible assets acquired separately are measured on initial recongnition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any Internalyy generated intangibles, excluding capitalised development cost, are not capitalised and the related expenditure is reflected in Statement of Profit and Loss in the period in whcih the expenditure is incured.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asse with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or expected pattern of consumption fo future economic benefits embodied in the asset are considered to modify the amortisation period or method as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recongnised in the statment of profit and loss unless such expenditure froms part of carrying value of another asset

An intangible asset is derecognised upon disposal (i.e. at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losess arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and recognised in the Statement of Profit and Loss when the asset is drecongnised.

3.5 Revenue Recognition -

Revenue from Contracts:

(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.

Dividend Income

(iii) Dividend Income is accounted for when the right to receive has been established.

Interest Income

(iv) Interest income on deposits is recognized on accrual basis

3.6. 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. Cost includes cost of purchase and costs incurred in bringing the inventories to their present location and conditions. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to makt the sale.

Work in Progress is valued at the contract rates and site mobilization expenditure of incomplete contracts is stated at cost. All the inventories of stores, spares and embedded goods and fuel and work in progress have been physically verified by the Management at the year end.

3.7. 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.

3.8. Borrowing Costs -

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use (known as Qualifying assets) or sale are capitalised as part of the cost of the asset.Borrowing Costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the borrowing costs. Discount on Commercial papers is amortised over the tenor of the underlying instrument. Borrowing Costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date the asset is ready for its intended use is added to the cost of the assets. Capitalisation of Borrowing Costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted All other borrowing costs are expensed in the period they occur."

3.9 Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred Tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Standalone Financial Statements at the reporting date. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income (OCI) or directly in equity. In this case, the tax is also recognised in OCI or directly in equity, respectively.

Goods and Service tax paid on acquisition of assets or on incurring expenses

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet

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.

   For Financial Year 2021-22 the company has exercised option to pay income tax under the provisions of Section 115BAA of the Income tax Act, 1961 and as such provisions for payment of Minimum Alternate tax (MAT) is not applicable to the company.

The company proposes to pay Tax under the Provisions of Section 115BAA of Income Tax Act 1961.

iii. Advance tax and provision for current income, if any, are presented in the balance sheet after setting off advance tax paid and income tax provision arising in the same tax jurisdiction.

3.10. Foreign Exchange Transaction -

Items included in the Standalone Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Standalone Financial Statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates (i.e., INR) at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Foreign exchange gains and losses resulting from the settlement of transactions in foreign currencies and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

Employee Retirement Benefits -

3.11. Short-term Employee Benefits:

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as 'Employee Benefits Payable' within 'Other Financial Liabilities' in the Balance Sheet.

Post-employment Benefits:

I. Defined Contribution Plan

a. Superannuation

Contribution made to Superannuation Fund for certain of employees are recognised in the Statement of Profit and Loss as and when services are rendered by employees. The Company has no liability for future Superannuation Fund benefits other than its contribution.

b. Provident Fund

Contributions in respect of Employees who are not covered by Company’s Employees Provident Fund Trust are made to the Fund administered by the Regional Provident Fund Commissioner as per the provisions of Employees’ Provident Fund and Miscellaneous Provisions Act, 1952 and are charged to Statement of Profit and Loss as and when services are rendered by employees. The Company has no obligation other than the contribution payable to the Regional Provident fund.

II. Defined Benefit Plan

a. Gratuity

Every employee who has completed five years or more of service is entitled to Gratuity as per the provisions of The Payment of Gratuity Act, 1972. Retirement Gratuity for employees, is funded through a scheme of Life Insurance Corporation of India. The costs of providing benefits under this plan are determined on the basis of actuarial valuation using the projected unit credit method at each year-end. Actuarial gains/losses are immediately recognised in retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to Statement of Profit and Loss in subsequent periods. The excess/shortfall in the fair value of the plan assets over the present value of the obligation calculated as per actuarial methods as at balance sheet dates is recognised as a gain / loss in the Statement of Profit and Loss. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

b. Provident Fund

In respect of the employees covered by the Company's Employee Provident Fund Trust in Point I b above, contributions to the Company's Employees Provident Fund Trust (administered by the Company as per the provisions of Employees' Provident Fund and Miscellaneous Provisions Act, 1952) are made in accordance with the fund rules. The interest rate payable to the beneficiaries every year is being notified by the Government

In the case of contribution to the Trust, the Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate and recognizes such obligation, if any, determined based on an actuarial valuation as at the balance sheet date, as an expense.

3.12. Impairment of non- financial assets

The Company assesses at each reporting date whether there is an indication that an asset (including goodwill) may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

The Company assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts.

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.

3.13. Earning per share -

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Provision, Contingent Liabilities and contingent assets -

3.14. Leases -

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold Land and Building 2 years to 99 years

  If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

  The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 3.12 Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Note

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of properties taken on rent (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It has not opted for low-value assets recognition exemption. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

As a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.15. Provision and Contingencies

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the Standalone Financial Statements.

3.16. Cash and Cash Equivalants

Cash and cash equivalent for the purpose of presentation in cash flow statement and in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value

3.17. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial Assets

1. Intial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

ii Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in below categories:

Debt instruments at amortised cost

Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial assets at fair value through profit or loss.

Debt instruments at amortised cost other than derivative contracts

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in Other Income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Equity Investments

All equity investments in scope of Ind-AS 109 are measured at fair value other than equity investments measured at deemed cost on first time adoption of Ind AS. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or Fair Value Through Profit or Loss (FVTPL). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss

iii Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company's similar financial assets) is primarily derecognised when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred substantially all the risks and rewards of the asset

iv Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk.

Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

a. All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

b. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss (SPL). This amount is reflected under the head 'other expenses' in the SPL. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

B. Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowing or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts

ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include derivatives, financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ losses are not subsequently transferred to SPL. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss

3.18. Trade Payable

Trade payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

De-Recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Reclassification of Financial Assets and Liabilities:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Original Classification	Revised Classification	Accounting Treatment
Amortised Cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in profit or loss.
FVTPL	Amortised cost	Fair value at reclassification date become its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised Cost	FVTOCI	Fair value is measured at reclassification date. Difference previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassfication.
FVTOCI	Amortised cost	Fair Value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjuated against fair value. Conseqently, the asset is measured as if it had always been measured at amortised cost.
FVTOCI	FVTOCI	Fair value at reclassification date becomes its new amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cmulative gain or loss previously recongnized in OCI is reclassified from equity to profit or loss the classification date.

Offsetting of financial instruments

Financial assets and financial liabilities are off-set and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

New and ameded standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

(a) Amendments to Ind AS 37: Onerous Contracts - Costs of Fulfilling a Contract

An onerous contract is a contract under which the unavoidable cost of meeting the obligations under the contract costs (i.e., the costs that the Company cannot avoid because it has the contract) exceed the economic benefits expected to be received under it.

The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract

The Company applied the amendments to the contracts for which it had not fulfilled all of its obligations at the beginning of the reporting period.

Prior to the application of the amendments, the Company had not identified any contracts as being onerous as the unavoidable costs under the contracts, which were the costs of fulfilling them, comprised only incremental costs directly related to the contracts. As a result of the amendments, the Company assessed whether certain other directly related costs are required to be included by the Company in determining the costs of fulfilling the contracts. These amendments had no impact on the Standalone financial statements of the Company as there were no onerous contracts within the scope of these amendments that arose during the period

(b) Reference to the Conceptual Framework – Amendments to Ind AS 103

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

In accordance with the transitional provisions, the Company applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

These amendments had no impact on the Standalone financial statements of the Company as there were no contingentassets, liabilities or contingent liabilities within the scope of these amendments that arose during the period

(c) Amendments to Ind AS 16: Property, Plant and Equipment: Proceeds before Intended Use

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

The amendments are effective for annual reporting periods beginning on or after 1st April, 2022. These amendments had no impact on the standalone financial statements of the Company as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

(d) Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

These amendments had no material impact on the Standalone Financial Statements of the Company.

Note 3 : PROPERTY, PLANT AND EQUIPMEN

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Tangilble Assets		
Land -Free Hold	435.25	435.25
Buildings	183.66	187.39
Plant and Equipment	914.74	926.17
Furniture & Fixtures	8.97	7.68
Vehicles	51.52	64.61
Office Equipment	9.24	8.33
	1,603.37	**1,629.41**

Particulars	Land - Free Hold	Buildings	Plant and Equipment	Furniture & Fixture	Vehicles	Office Equipment	Total
Gross Carying Amount							
As at April 01 2022	435.25	346.06	5,792.63	52.11	359.22	96.43	7,081.69
Additions	-	-	67.68	2.83	3.00	4.00	77.51
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2023	**435.25**	**346.06**	**5,860.31**	**54.94**	**362.22**	**100.43**	**7,159.20**
Accumulated Depreciation							
As at April 01 2022	-	158.67	4,866.46	44.43	294.61	88.11	5,452.28
Charges for the Period	-	3.72	79.11	1.55	16.09	3.08	103.55
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2023	**-**	**162.39**	**4,945.57**	**45.98**	**310.70**	**91.19**	**5,555.83**
Net Carrying Amount							
As at March 31 2023	**435.25**	**183.66**	**914.74**	**8.97**	**51.52**	**9.24**	**1,603.37**
As at March 31 2022	435.25	187.39	926.17	7.68	64.61	8.33	1,629.41

Particulars	Land - Free Hold	Buildings	Plant and Equipment	Furniture & Fixture	Vehicles	Office Equipment	Total
Gross Carying Amount							
As at April 01 2021	435.25	346.06	5,787.73	45.05	350.93	90.19	7,055.20
Additions	-	-	4.90	7.06	8.29	6.25	26.49
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2022	**435.25**	**346.06**	**5,792.63**	**52.11**	**359.22**	**96.44**	**7,081.69**
Accumulated Depreciation							
As at April 01 2021	-	154.87	4,783.76	43.21	277.86	86.53	5,346.23
Charges for the Period	-	3.80	82.70	1.22	16.75	1.58	106.05
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2022	**-**	**158.67**	**4,866.46**	**44.43**	**294.61**	**88.11**	**5,452.28**
Net Carrying Amount							
As at March 31 2022	**435.25**	**187.39**	**926.17**	**7.68**	**64.61**	**8.33**	**1,629.41**
As at March 31 2021	435.25	191.19	1,003.96	1.84	73.07	3.66	1,708.97

3.1 : OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Goodwill	14.63	14.63
	14.63	**14.63**

As at March 31, 2023

(₹ in Lakhs)

Particulars	Goodwill	Total
Gross Carying Amount		
at April 01 2022	14.63	14.63
Additions	-	-
Disposals/Adjustments	-	-
As at March 31 2023	14.63	14.63
Accumulated Depreciation		-
at April 01 2022	-	-
Charges for the Period	-	-
Disposals/Adjustments	-	-
As at March 31 2023	-	-
Net Carrying Amount		-
As at March 31 2023	14.63	14.63
As at March 31 2022	14.63	14.63

As at March 31, 2022

(₹ in Lakhs)

Particulars	Goodwill	Total
Gross Carying Amount		
at April 01 2021	14.63	14.63
Additions	-	-
Disposals/Adjustments	-	-
As at March 31 2022	14.63	14.63
Accumulated Depreciation		-
at April 01 2021	-	-
Charges for the Period	-	-
Disposals/Adjustments	-	-
As at March 31 2022	-	-
Net Carrying Amount		-
As at March 31 2022	14.63	14.63
As at March 31 2021	14.63	14.63

Note 4 : Non Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	Nominal Value per unit	Currency	Number of Shares		As at March 31, 2023	As at March 31, 2022
			As at March 31, 2023	As at March 31, 2022		
Non Current						
Trade - Unquoted						
a) Equity instruments of Others (at Cost)						
Concast Jawasa Road Project Pvt Ltd	10	INR	10,42,600	10,42,600	104.26	104.26
Concast Badnagar Road Project Pvt Ltd	10	INR	2,600	2,600	0.26	0.26
Concast Jabalpur Road Project Pvt Ltd	10	INR	2,600	2,600	0.26	0.26

(₹ in Lakhs)

Particulars	Nominal Value per unit	Currency	Number of Shares		As at March 31, 2023	As at March 31, 2022
			As at March 31, 2023	As at March 31, 2022		
b) Investment in Joint Venture						
Backbone Tarmat Alfaraa	-	INR	-	-	783.02	783.02
MSKEL Tarmat Sangli	-	INR	-	-	4.78	4.78
NG Tarmat Goa	-	INR	-	-	46.38	33.57
Tarmat MSKL Raipur	-	INR	-	-	17.22	17.22
Total Unquoted Investment					**956.18**	**943.37**

Details

(₹ in Lakhs)

Aggregate of Investments	31st March 2023 Cost	31st March 2023 Market Value	31st March 2022 Cost	31st March 2022 Market Value
a) Quoted Investment	-	-	-	-
b) Unquoted Investment	956.18	-	943.37	-
Total	**956.18**	**-**	**943.37**	**-**

The company has an investment of Rs 7.83 crs in Joint Venture Backbone, Tarmat, Alfaraa. Alfaraa was the company which has managing the daily affairs of the Joint Venture. Alfaraa has gone into liquidation. The liquidator is in charge of the company now and hence the Joint Venture as well. Since the liquidator is yet to finalize the accounts, we are not in a position to consider & consolidate the Joint Venture financials; the project in the Joint Venture is completed. The Company is unable to determine the fair value of Company's investments in joint venture as at year end and consequent impact there off on the financial results. However, the management believes that will not have material impact on Standalone financial results for the quarter and year ended 31.03.2023. The management is reasonably optimistic that we shall be able to recover our value of investment in the JV. The management is optimistic that the value of Investment in Joint Venture is fully recoverable.

Note 5 : NON-CURRENT FINANCIAL ASSET - OTHER FINANCIAL ASSET

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Non Current		
Unsecured, Considered Good:		
Retention deposit & with held	1,367.45	846.19
Advance to Employees	119.48	134.15
Trade Receivable Considered Good (Refer Note Below)	82.35	192.78
Total	**1,569.28**	**1,173.12**

(₹ in Lakhs)

Particular	Outstanding for following periods from due date of payment					As at March 31, 2023	As at March 31, 2022
	Less than 6 months	6 month to 1 Year	1-2 years	2-3 years	More than 3 years		
Trade Receivable Considered Good							
For the year Ended 31st March 23	-	-	7.26	-	75.08	82.35	-
For the year Ended 31st March 22	-	-	-	5.27	187.51	-	192.78
Total Non Current	**-**	**-**	**7.26**	**-**	**75.08**	**82.35**	**192.78**

Note 6 : INVENTORIES
(At lower of cost and net realisable value)

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Raw Materials	878.55	1,018.56
Goods in Transit	-	-
	878.55	**1,018.56**
Work in Progress	3,221.73	4,313.88
Total	**4,100.29**	**5,332.45**

Note 7 : CURRENT FINANNCIAL ASSET - TRADE RECEIVABLES

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered Good	2,239.94	1,578.78
	2,239.94	**1,578.78**

TRADE RECEIVABLE AGEING SCHEDULE (₹ in Lakhs)

Particular	Outstanding for following periods from due date of payment					As at March 31, 2023	As at March 31, 2022
	Less than 6 months	6 month to 1 Year	1-2 years	2-3 years	More than 3 years		
Current							
Undisputed Trade Receivables							
Unsecured, Considered Good:	1,586.48	2.76	262.14	27.80	360.76	2,239.94	1,578.78
Total Current						**2,239.94**	**1,578.78**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 8 : CURRENT FINANNCIAL ASSET - CASH AND CASH EQUIVALENTS		
Balances with Banks		
In Current Acounts	227.95	320.87
In Deposit account	200.76	74.85
Cheques on Hold	-	-
Share Application money received for allotment of securities and due for refund	-	1.77
Cash on Hand	75.34	48.10
Total	**504.05**	**445.60**
Note 9 : CURRENT TAX ASSETS (NET)		
Non Current		
Advance Tax	-	-
Total Non Current Tax Assets	**-**	**-**
Current		
Advance tax	2,197.18	1,015.26
Less: Provision for Income Tax	-	-
Total Current Tax Assets	**2,197.18**	**1,015.26**
Total	**2,197.18**	**1,015.26**

Note 10 : OTHER CURRENT ASSETS

Un-Secured Considered good (Unless otherwise stated)		
Advance to Sub contractor	5,669.76	2,185.93
Advance to Suppliers	415.71	1,790.71
Security Deposit & Other Deposits	138.17	3,139.57
Total	**6,223.64**	**7,116.20**

Note 11 : EQUITY SHARE CAPITAL **(₹ in Lakhs)**

	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount	No of Shares	Amount
Authorised Share Capital				
Equity Shares of 10/- each	2,20,00,000	2,200.00	2,20,00,000	2,200.00
Issued, subscribed & Fully paid share capital				
Equity Shares of 10/- each	2,13,14,248	2,131.42	1,58,00,103	1,580.01
		2,131.42		**1,580.01**

Note 11.1 : Reconciliation of the number of shares outstanding at the beginning and at the end of the year is set out below

(₹ in Lakhs)

	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount	No of Shares	Amount
Number of Equity shares at the beginning of the year	1,58,00,110	1,580.01	1,33,30,707	1,333.07
Add: Number of shares issued	55,14,145	551.41	24,69,403	246.94
Less: Number of shares Bought back	-	-	-	-
Number of Equity shares at the end of the year	2,13,14,255	2,131.42	1,58,00,110	1,580.01

Note 11.2 : b) Terms / Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 each. Holder of each equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 shareholders.

Note 11.3 : Details of Shareholder holding more than 5% shares of Equity Shares in the Company

(₹ in Lakhs)

	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Mr Jerry Varghese	32,51,971	15.26%	20,35,820	12.88%
Mrs Saramma Varghese	-	-	10,51,161	6.65%
Mr Dilip Varghese	11,94,914	5.61%	-	-
M/s Regent Hirise Pvt Ltd	12,11,569	5.68%	-	-
M/s Tarmat Holdings Pvt Ltd	13,61,328	6.39%	13,61,328	8.62%

Note 11.4 : The Company has not issued any shares pursuant to any contract without payment being received in cash or as fully paid up by way of bonus shares. The Company has not bought back any shares.

Note 11.5 : Details of Shares held by promoters

Equity Shares of ₹ 10/- each fully paid up

Name of the Promoter	As at 31st March 2023				
	No of Shares at the beginning of the year	Change During the year	No of Shares at the end of the year	% of Total Shares	% change during the year
Jerry Varghese	20,35,820	12,16,151	32,51,971	15.26	-1.00
Tarmat Holdings Pvt Ltd	13,61,328	0	13,61,328	6.39	0
Dilip Varghese	6,44,914	5,50,000	11,94,914	5.61	0.77
Saramma Jerry Varghese	10,51,161	0	10,51,161	4.93	0
Sneha Varghese	1,76,400	0	1,76,400	0.83	0
Neha Dilip Varghese	49,808	0	49,808	0.23	0
M/S Tarmat Construction Pvt. Ltd.	120	0	120	0	0

Equity Shares of ₹ 10/- each fully paid up

Name of the Promoter	As at 31st March 2022				
	No of Shares at the beginning of the year	Change During the year	No of Shares at the end of the year	% of Total Shares	% change during the year
Jerry Varghese	20,35,820	0	20,35,820	15.27	0
Tarmat Holdings Pvt Ltd	13,61,328	0	13,61,328	10.21	0
Dilip Varghese	6,44,914	0	6,44,914	4.84	0
Saramma Jerry Varghese	10,51,161	0	10,51,161	7.88	0
Sneha Varghese	1,76,400	0	1,76,400	1.32	0
Neha Dilip Varghese	49,808	0	49,808	0.37	0
M/S Tarmat Construction Pvt. Ltd.	120	0	120	0	0

Note 11.6 : Warrants issued during the year

(₹ in Lakhs)

	Nos of Warrants	As at March 31, 2023	Nos of Warrants	As at March 31, 2022
Number of Convertible Warrants issued 79,83,548 @ Rs 72/-			79,83,548	5,748.15
Number of Warrants converted into Equity Shares 24,69,403 of RS 10/- Each @ 72			24,69,403	1,777.97
Amount Received against Convertible Warrants Rs 18/- Received of Rs 72/-	-	-	55,14,145	992.55

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 12 : OTHER EQUITY		
a) Securities Premium Reserve		
Balance as per Last Balance Sheet	8,448.92	6,917.89
Addition during the year	3,418.77	1,531.03
Closing Balance	**11,867.69**	**8,448.92**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
b) General Reserve		
Balance as per Last Balance Sheet	-	-
Transfer during the year	520.48	520.48
Closing Balance	**520.48**	**520.48**
c) Revaluation Reserve		
Balance as per Last Balance Sheet	-	-
Transfer during the year	8.50	8.50
Closing Balance	**8.50**	**8.50**
d) Surplus in the statement of profit and loss		
Balance at the Beginning of the period	(2,193.01)	(2,650.69)
Add: Profit(Loss) for the period	736.98	457.68
Less: Dividend Paid/Payable	-	-
Closing Balance	**(1,456.03)**	**(2,193.01)**
Total (a+b+c+d)	**10,940.64**	**6,784.89**

Note 13 : BORROWINGS		
Non Current		
Secured Loans		
Term Loans		
From Bank		
Equipment and vehicle loans	74.33	122.67
Total	**74.33**	**122.67**
Total Non Current Borrowings	**74.33**	**122.67**
Current		
Secured Loans		
From Bank		
Equipment and vehicle loans	120.39	197.28
From NBFC		
Equipment and vehicle loans	-	10.24
Total Secured Loan	**120.39**	**207.52**
Unsecured Loans		
From Related parties	274.44	3,577.86
From Others	126.09	427.90
Total Unsecured Loans	**400.53**	**4,005.76**
Total Current Borrowings	**520.92**	**4,213.28**
Total Borrowing	**595.25**	**4,335.95**

Note 13.1 : Details of Secured loans with rate of interest & Maturity dates

(₹ in Lakhs)

Particular	Effective Interest rate (p.a)	Maturity	As at March 31, 2023	As at March 31, 2022
Non Current Borrowings				
From Bank				
ICICI Bank	11.51	01-Jul-23	22.62	23.17
ICICI Bank	11.5	01-Aug-23	22.40	35.27

(₹ in Lakhs)

Particular	Effective Interest rate (p.a)	Maturity	As at March 31, 2023	As at March 31, 2022
ICICI Bank	9.25	22-Jun-24	26.58	35.27
ICICI Bank	9.25	22-Jun-24	26.58	28.96
ICICI Bank	8.26	01-Nov-25	4.63	-
ICICI Bank	8.26	01-Nov-25	9.91	-
ICICI Bank	8.26	01-Nov-25	1.29	-
ICICI Bank	8.26	01-Nov-25	1.59	-
ICICI Bank	8.26	01-Nov-25	1.60	-
ICICI Bank	8.26	01-Nov-25	1.59	-
ICICI Bank	8.26	01-Nov-25	1.59	-
Total			**120.39**	**122.67**
Current Maturities			120.39	197.28
ICICI Bank			74.33	10.24
Current Maturities			74.33	10.24
Total			**74.33**	**10.24**
Total Secured Loan			**194.72**	**132.91**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 14 : PROVISIONS		
Non Current		
Provision for Empoyee Benefits		
Gratuity	86.60	75.04
Total Non Current Provisions	**86.60**	**75.04**
Current		
Provision for Expenses	-	-
Total Current Provisions	-	-
Total	**86.60**	**75.04**
Note 15 : DEFERRED TAX LIABILITIES (NET)		
Deferred tax liability		
Related to Property, plant and equipment	32.94	45.49
Deferred tax liability	**32.94**	**45.49**
Total	**32.94**	**45.49**
Note 16 : CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES		
At Amortised Cost		
Total outstanding dues of micro and small enterprises (Refer Note No 16.1)	9.87	534.41
Total outstanding dues of creditors other than micro and small enterprises	4,343.74	3,439.36
Total	**4,353.61**	**3,973.77**

Note 16.1 : Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under to the extent the Company has received intimation from the suppliers regarding their status under the Act

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid at the end of the year *	9.87	534.41
Interest due thereon remaining unpaid at the end of the year	-	-
Delayed payment of Principal amount paid beyond appointed date during the entire financial year	-	-
Interest actually paid under Section 16 of the Act during the entire accounting year	-	-
Amount of Interest due and payable for the period of delay in making the payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under this Act	-	-
Amount of Interest due and payable for the period (where principal has been paid but interest under the MSMED Act not paid)	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises for the purpose of disallowances as deductible expenditure under Section 23 of this Act	-	-

Terms and Conditions of the above trade payables

Trade payables are non interest bearing and are normally settled on 45-90 days terms

Trade Payables Ageing Schedule

Particular	Outstanding for following periods from due date of payment				As at March 31, 2023
	Less than 6 months	1-2 years	2-3 years	More than 3 years	
Trade Payable					
Due to MSME	1.45	8.42	-	-	9.87
Due to Other than MSME	2,915.18	807.31	63.17	558.08	4,343.74
Total					**4,353.61**

Trade Payables Ageing Schedule

Particular	Outstanding for following periods from due date of payment				As at March 31, 2022
	Less than 6 months	1-2 years	2-3 years	More than 3 years	
Trade Payable					
Due to MSME	532.67	1.74	-	-	534.41
Due to Other than MSME	2,221.50	633.92	24.81	559.13	3,439.36
Total					**3,973.77**

There are no outstanding disputed dues of micro enterprises and small enterprises and creditors other than micro enterprises and small enterprises.

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 17 : OTHER CURRENT LIABILITIES		
Advance Received	-	37.33
Due to Statutory authories	170.49	151.28
Others		
Due to Employees	42.06	51.37
Application money received for allotment of securities and due for refund	-	1.77
Others	1,055.55	1,219.38
Total	**1,268.10**	**1,461.12**

Note 18 : REVENUE FROM OPERATIONS

Income from contracts	15,458.56	15,104.86
Add: Work in Progress, at close	3,221.73	4,313.88
Total	**18,680.30**	**19,418.74**
Less: Work in Progress, at commencement	4,313.88	3,225.13
Total	**14,366.41**	**16,193.61**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 19 : OTHER INCOME		
Hire, Rent and Royalty charge received	-	7.20
Total	**-**	**7.20**
Interest		
Interest Income from bank	5.78	21.07
Interest income from others	222.40	1.14
Interest on IT Refund	167.10	-
Total Interest	395.28	22.21
Other non operating income		
Misc Receipt	0.21	5.72
Liabilities no longer required written back	17.54	18.38
Share of profit from joint Venture	-	7.05
Income prior period	2.98	-
Share of profit from joint Venture (prior Period)	-	52.21
Total Other Income	**20.73**	**83.36**
Total	**416.00**	**112.77**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 20 : COST OF CONSTRUCTION MATERIAL CONSUMED		
Construction Materials, Stores & Spares		
Opening Stock	1,018.56	1,050.81
Add : Net Purchase	6,200.60	5,691.39
	7,219.16	6,742.20
Less: Closing Stock	878.55	1,018.56
Total Consumption	**6,340.60**	**5,723.64**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 21 : CONSTRUCTION EXPENSES		
Subcontract Expenses	4821.69	6,742.04
Power and Fuel	24.88	21.10
Transport Charge	375.74	231.76
Hire Charge	100.02	282.71
Labour Charge	512.27	501.84
Repairs to Machinery	335.23	517.65
Other Construction Expenses	85.78	33.05
Total	**6,255.61**	**8,330.15**
Note 22 : EMPLOYEES BENEFITS EXPENSES		
Salaries,Wages and other Benefits	801.34	646.75
Contribution to Provident and other funds	10.75	2.84
Staff Welfare Expenses	117.67	203.10
Gratuity fund contributions	7.04	3.23
Total	**936.79**	**855.92**
Note 23 : FINANCE COST		
Interest Expenses on		
Term Loans	1.99	14.36
Loan from others	35.98	184.79
Total	**37.97**	**199.15**
Note 24 : DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation & Amortisation	103.55	106.05
Total	**103.55**	**106.05**
Note 25 : OTHER EXPENSES		
Travelling & Conveyance (includes Boarding & Lodging Expense)	32.40	34.30
Postage & Telegrams and Telephones	6.48	6.24
Business Promotion Expenses	1.85	1.01
Legal, Professional & consultancy Charges	356.64	215.31
Insurance	41.39	48.77
Rates & Taxes excluding taxes of income	1.28	10.61
Auditor's Remuneration (Including out of pocket expenses) (Refer Note No. 25.1)	5.50	3.50
Printing & Stationery	9.23	5.23
Office Maintenance	4.48	3.85
Rent Expenses	92.22	174.62
Interest, Penalty on statutory dues	13.21	38.50
Director Remuneration	30.00	30.00
Miscellaneous Expenses	31.15	32.38
Prior Period Expenses	4.97	
Total	**630.80**	**604.32**

Note 25.1 : PAYMENT TO AUDITOR

Particulars	2022–2023	2021–2022
Audit fees	5.50	3.50

Note 26 : Extraordinary Item

There are no extraordinary item during the current year

Note 27 : Contingent Liabilities

Sr. No.	Particulars	2022–2023	2021–2022
i)	Bank Gurantee	511.55	511.55
ii)	Property tax	-	-

Note 28 : Earning per share

(₹ in Lakhs)

1) Disclosures as required by Accounting Standard (AS) 20 Earning per Share (EPS)

Sr. No.	Particulars	2022–2023	2021–2022
i)	Profit attributable to Equity Share holders for Basic Earning Per Share	741.50	457.68
ii)	Weighted average number of equity Shares	2,131.42	1,580.01
iii)	Face Value of equity share	10.00	10.00
iv)	Earning per share (Basic)	3.57	2.90
v)	Earning per Share (Diluted)	3.57	2.15

Note 29 : Related Party Transactions

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

For the year ended 31st March 2023

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

Sr. No.	Name of Related Party	Nature of Relationship
1	Mr. Amit Shah	Executive Directors
2	Mrs Regina M Sinha	Independent Director
3	Mr. Shivatosh Charkraborty	Company Secretary / CFO
4	Mr. Dilip Varghese	Promotor
5	Mr. Jerry Varghese	Promotor
6	Mrs Saramma Varghese	Promotor

b. NATURE OF TRANSACTIONS (₹ in Lakhs)

Nature of Transaction	2022–2023	2021–2022	Nature of Relationship
Managerial Remuneration			Key Management personnel
1. Mr. Amit Shah	30	30	
2. Mr. Shivatosh Charkraborty	15	15	
Repayment of Loan	3,303.42	1,009.12	Promoter

Note 30 : Disclosure in accordance with Accounting Standared -7 (Revised) Construciton Contracts

(₹ in Lakhs)

Particulars	2022–2023	2021–2022
Amount of Contract revenue recognized as revenue in the period	15458.56	16193.60
Contract cost incurred and recongnized profits (less recognized losses upto the reporting date	12456.21	15590.08
Recongnised Profit	3002.35	603.52
Advances received from customers for Contract work		
Retention money	1234.2	386.53
Gross amount due from customer for contract work	1819.05	1232.27
Gross amount due to customer for contract work	-	-

Note 31 : 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 oprates in India and hence there are no geographical Segments.

Note 32 : Disclosure relating to Employee Benefits - As per AS - 15

(₹ in Lakhs)

A	**Expenses recongnized in the Statement of Profit & Loss Account for the year ended**	**31.3.2023**	**31.3.2022**
1	Current Service cost	2.01	2.90
2	Interest Cost	5.03	4.64
3	Actuarial (Gain)/Loss	7.07	2.61
4	Past Sevice Cost-Vested Benefit recognized during the period	-	-
5	Transitional liability Recongnized durint the Period	-	-
6	Expenses Recognized in P & L	11.76	3.23
B	**Net Asset/ (Liability) recognized in the Balance Sheet**		
1	Fair Value of Plant Assets at the end of the period		
2	Present Value of Benefit Obligation at the end of the period	-75.04	74.04
3	Difference	-11.56	-75.04
4	Unrecongnized Past Service Cost at the end of the period	-	-
5	Unrecongnized Transitiaonal Liability at the end of the period	-	-
	(Net Liability Recongnized in the Balance Sheet)	**-86.60**	**-75.04**
C	**Change in Present Value of Obligation**		
1	Present Value of Benefit Obligation at the beginging of the current period	75.04	70.55
2	Interest Cost	5.03	4.64
3	Current Service Cost	2.01	2.90
4	Past Service cost- Non vested Benefit	-	-
5	Past Service Cost Vested Benefit	-	-
6	Liability Transferrred in	-	-
7	(Liability Transferred Out)	-	-
8	(Benefit Paid)	-	-
9	Actuarial (Gain) / Loss on Obligations	7.07	2.61
10	Present Value of Benefit Obligation at the beginging of the current period	75.04	70.55

D	Actuarial Assumptions		
1	Discount Rate Previous	6.70%	6.57%
2	Salary Escalation - Previous	6.00%	6.00%
3	Attrition Rate- Previous	2.00%	2.00%
4	Discount Rate - Current	7.35%	6.70%
5	Salary Escalation - Current	6.00%	6.00%
6	Attrition Rate Current	2.00%	2.00%

Note 33 ; ADDITIONAL REGULATORY INFORMATION

a. ANALYTICAL RATIOS

Ratios	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	Variance (Amt)	% Variance	Reason for Variance
Current ratio (in times)	Current assets	Current liabilities	2.47	1.60	0.87	54.38	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid
Debt equity ratio (in times)	Debt (borrowings + lease liabilities)	Shareholders equity	0.28	1.69	-1.41	-83.43	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid and increase in share capital
Debt service coverage ratio (in times)	Earnings for Debt Service (Profit after tax + Depreciation + finance cost + Profit on sale of property, plant and equipment)	Debt Service (Interest and lease payments + Principal repayments)	3.61	1.86	1.75	94.09	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid
Return on equity ratio (in %)	Net Profit for the year	Average shareholders equity	0.35	0.18	0.17	94.44	The variation is on account of exception items of Rs 251.86 included in Net Profit of the current year
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	6.66	8.53	-1.87	-21.92	The variation is on account of recovery of old outstanding debtors
Trade payables turnover ratio	Other expenses	Average trade payables	0.14	0.15	-0.01	-6.67	

Ratios	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	Variance (Amt)	% Variance	Reason for Variance
Net capital turnover ratio	Revenue from operations	Working Capital (current assets-current liablities)	1.70	2.61	-0.91	-34.87	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid
Net profit ratio (in %)	Net Profit for the year	Revenue from operations	0.05	0.03	0.02	66.67	The variation is on account of exception items of Rs 251.86 included in Net Profit of the current year
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed (Net worth + borrowings + lease liabilities)	0.06	0.04	0.02	50.00	The variation is on account of exception items of Rs 251.86 included in Net Profit of the current year
Return on investment (in %)*	Income generated from treasury investments	Average invested funds in treasury investments	-	-	-	-	

Note 33 (A) - Additional regulatory information required by Schedule III to The Companies Act, 2013

(i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending againstthe Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the Rules made thereunder.

(ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such assearch or survey) that has not been recorded in the books of account.

(iv) The Company has not traded or invested in crypto currency or virtual currency during the year.

(v) The Company does not have any pending charges which is yet to be registered with the Registrar of Companies beyond the statutoryperiod.

(vi) The Company has complied with the number of layers prescribed under (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

(vii) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(ix) The Company does not have any transactions with companies struck off.

Note 34

Previous year's figures have been regrouped whenever necessary to confirm to the current year presentation.

Note 35

All figures are in lakhs unless otherwise stated

Note 36

There where non-Significant events after end of the reporting period which required any adjustment on the disclosure in the financial statement subsequent to the reporting period.

Note 37 Exceptional Item

The company has during the current financial year received an arbitration award of Rs 251.86 lakh. The award was on account of refund of amount paid on invocation of bank gurantee in FY 2012-13 which was treated as an expense in the financial statements of FY 2012-13.

As per our report of even date
For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	

Place: Mumbai
Date: 30.05.2023

INDEPENDENT AUDITOR'S REPORT

To,

The Members of
TARMAT LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of Tarmat Limited & its Joint Ventures (hereinafter referred to as "the Holding Company") and its joint ventures (The Company and its joint ventures together referred to as "the Group) which comprises the consolidated Balance Sheet as at March 31,2023, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of financial statement of joint ventures, the aforesaid Consolidated 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 March 31, 2023,its Consolidated profit including other comprehensive income , Consolidated Cash Flows and the Consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified opinion

As described in Note no 4 of the consolidated financial statement, due to non- availability of the financial information of the Joint Venture, the company is unable to determine the fair value of the Company's investment in Backbone-Tarmat-Al Fara'a (JC) as at 31st March 2023. In absence of sufficient and appropriate evidence, we are unable to comment on the carrying value of above investment amounting to Rs 783.02 Lakhs and the consequent thereof.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the Consolidated financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of the India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provides a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information other than the Consolidated financial statements and auditors' report thereon

The Holding Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statement, our responsibility is to read the other information and, in doing so, consider whether the other information is to read the other information is materially inconsistent with the Consolidated Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated financial statements

The Holding 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the Groups's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective board of directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Groups's ability to continue as a going concern. If we conclude that a material uncertainty exists, We are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters

The accompanying Consolidated financial statements includes unaudited financial statement and other financial information of three Joint Ventures whose financial statements reflect total assets of Rs 68.38 as at March 31, 2023, total revenues Nil , Net Profit Nil and Net cash flows Nil for the year ended on that date, as considered in the consolidated financial statements. These unaudited financial statements have been prepared solely based on the information compiled by the management and approved by the Board of Directors but not subjected to audit or review. Our opinion, in so far as it relates to amounts and disclosures included in respect of these joint operations, is based solely on such unaudited financial statements made by the Holding Company's management.

Further Consolidated financial statements includes one joint ventures whose financial statements are not available with the managements. The total Asset of Rs 783.02 as at March 31, 2023, total revenues Nil , Net Profit Nil and Net cash flows Nil for the year ended on that date, as considered in the consolidated financial statements. In absence of financial statements we are unable to comment on the carrying value of the investment.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance the financial statements and other information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors's Report) Order 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit and our reliance on the financial statements and other information of the Joint Ventures certified by the Management as noted in the "Other Matter" paragraph, we give in the "Annexure 1" a statement on the matters specified in paragraph 3 (xxi) of the Order

2. As required under Section 143 (3) of the Act, based on our audit and our reliance on the financial statements and other information of the Joint Ventures certified by the Management as noted in the "Other Matter" paragraph, we report to the extent applicable , 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 purpose of our audit of the aforesaid Consolidated Financial Statements;

   (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors;

   (c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account

   (d) In our opinion, the aforesaid Consolidated financial statements comply with the accounting standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015 as amended

   (e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2023 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 with reference to consolidated financial statements of the Holding Company and its Joint Ventures and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report.

(g) In our opinion, the managerial remuneration for the year ended 31st March 2023 has been paid/ provided by the company to its Directors in accordance with the provision of Section 197 read with Schedule V to the Act.

(h) 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 as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Consolidated financial statement disclose the impact of pending litigations on its consolidated financial position of the Group, its Joint Operations in its consolidated financial statements.;

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note 33 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities including foreign entities ("Intermediaries") , with the understanding , whether recorded in writing or otherwise that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company: or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

b) The Management has represented that, to the best of its knowledge and belief, as disclosed in 33 to the consolidated financial statements, no funds that have been received by the Company from any persons or entities including foreign entities ("Funding Parties"), with the understanding whether recorded in writing or otherwise that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, noting has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Holding company.

vi. Proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 01st April 2023 and accordingly reporting under Rule 11 (g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March 2023

For **HEGDE & ASSOCIATES**
Chartered Accountants
FRN : 103610W

Manoj Shetty
(Partner)
M.No 138593
UDIN : 23138593BGVECF8700

Date : 30.05.2023
Place : Mumbai

"ANNEXURE-1"

Referred to paragraph 1 under 'Report on Legal and Regulatory Requirements section of our report of even date on consolidated financial statement of Tarmat Limited.

In terms of the information and explanations sought by us and given by the company and based on the CARO report issued by respective companies' auditor included in the consolidated financial statement to which reporting under CARO is applicable, as furnished to us by the Management and to the best of our knowledge and belief, we state that

xxi. The company does not have any subsidiaries. Accordingly to requirement to report on clause 3 (xxi) of the Order is not applicable to the Holding Company.

ANNEXURE-2 of the Independent Auditor's Report of even date on the Consolidated Financial Statements of Tarmat Limited

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjuction with our audit of the consolidated financial statements of Tarmat Limited as f and for the year ended 31st March 2023, we have audited the internal financial controls over financial reporting of Tarmat Limited ("the Holding Company") as at March 31, 2023,

Management's responsibility for internal financial controls

The Holding Company's management s 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, 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 internal financial controls with reference to consolidated financial statements of the Company 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") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance 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 were 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 with reference to Consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of internal financial controls with reference to Consolidated financial statements, 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 judgement, including the assessment of the risks of material misstatement in 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 control system with reference to Consolidated financial statements.

Meaning of internal financial controls over financial reporting

A company's internal financial control with reference to Consolidated financial statements 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 with reference to Consolidated financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls with reference to Consolidated financial statements, including the possibility of collusion or improper management of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control with reference to Consolidated financial statements and such internal financial controls with reference to Consolidated financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial controls with reference to Consolidated financial statements 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 **HEGDE & ASSOCIATES**
Chartered Accountants
FRN : 103610W

Manoj Shetty
(Partner)
M.No 138593
UDIN : 23138593BGVECF8700

Date : 30.05.2023
Place : Mumbai

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023

₹ in lacs

	Particulars	Note No.	As at 31st, March 2023	As at 31st March 2022
I.	**ASSETS**			
1)	**Non-current assets**			
	a) Property, Plant and equipment	3	1,695.45	1,721.49
	b) Other Intangible Assets		14.63	14.63
	c) Financial Assets			
	i) Investments	4	104.78	104.78
	ii) Other Financial Assets	5	1,569.28	1,173.12
	d) Other Non Current Assets		-	-
	Total Non Current Assets		**3,384.14**	**3,014.02**
2)	**Current Assets**			
	a) Inventories	6	6,754.62	7,986.78
	b) Financial Assets			
	i) Trade Receivable	7	2,239.94	2,247.94
	ii) Cash and Cash equivalents	8	504.05	446.01
	iii) Loans		-	-
	iv) Other Financial Assets		-	-
	c) Current Tax Assets(Net)	9	2,197.18	1,050.58
	d) Other Current Assets	10	6,223.64	7,236.90
	Total Current Assets		**17,919.43**	**18,968.21**
	Total Assets		**21,303.57**	**21,982.23**
II.	**EQUITY AND LIABILITIES**			
	Equity			
	a) Equity Share Capital	11	2,131.42	1,580.01
	b) Warrant	11.6	-	992.55
	c) Other Equity	12	10,940.64	6,784.89
	Total Equity		**13,072.06**	**9,357.45**
	Liabilities			
1)	**Non Current Liabilites**			
	a) Financial Liabilities			
	i) Borrowings	13	74.33	122.67
	b) Provisions	14	86.60	75.04
	c) Deferred Tax Liabilities (Net)	15	32.94	45.49
	d) Other Non Current Liabilities		-	-
	Total Non Current Liabilities		**193.87**	**243.20**
2)	**Current Liabilites**			
	a) Financial Liabilities			
	i) Trade Payables			
	Due to Micro and Small Enterprises	16	9.87	534.41
	Due to Other than Micro and Small Enterprises		6,238.75	6,040.96
	ii) Short Term Borrowing	13	520.92	4,213.28
	iii) Other Financial Liabilities			
	b) Provisions			
	c) Other Current Liabilities	17	1,268.10	1,592.93
	d) Current Tax Liabilites (Net)			
	Total Current Liabilities		**8,037.64**	**12,381.58**
	Total Equity and Liabilities		**21,303.57**	**21,982.23**
	Corporate Information and significant Accounting policies	3		
	see accompanying notes forming part of the financial statements			

As per our report of even date

For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	
UDIN: 23138593BGVECS6190			

Place: Mumbai
Date: 30.05.2023

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR 31ST MARCH 2023

₹ in lacs

	Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
I	**Revenue from operations**	18	14,366.41	18,100.84
II	Other Income	19	416.00	105.72
III	**Total Revenue (I+II)**		**14,782.41**	**18,206.56**
IV	**Expenses**			
	Cost of Material Consumed	20	6,340.60	5,723.64
	Construction Expenses	21	6,255.61	10,230.26
	Employees benefits Expenses	22	936.79	855.92
	Finance Costs	23	37.97	199.15
	Depreciation and amortisation expenses	24	103.55	106.05
	other expenses	25	630.80	604.39
	Other Provision - Provisions for diminution in value of non current investments		-	21.06
	Total Expenses (IV)		**14,305.32**	**17,740.47**
V	**Profit (Loss) before exceptional items and tax (III-IV)**		**477.09**	**466.09**
VI	Exceptional items (Refer Note No. 37)		251.86	-
VII	**Profit (Loss) before tax (V - VI)**		**728.95**	**466.09**
	1) Current Tax		-	-
	2) Deferred tax		(12.55)	8.41
	Total Tax Expenses		(12.55)	8.41
VIII	**Profit (Loss) for the year (VII-VIII)**		**741.50**	**457.68**
IX	Other comprehensive income / (loss)			
	a) Items that will not be reclassified to profit or Loss in subsequent period		-	-
	Remeasurements of the defined benefit plans		(4.52)	
	Income tax effect thereof		-	-
	Other comprehensive income (loss) for the period		(4.52)	-
X	Total Comprehensive Income for the period (IX+X) (Comprising profit/(Loss) and other comprehensive income for the Period)		736.98	457.68
XI	Earinings per equity share (in Rs.)			
	1) Basic		3.57	2.90
	2) Diluted		2.37	2.15
	Corporate Information and significant Accounting policies			
	see accompanying notes forming part of the financial statements			

As per our report of even date
For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	
UDIN: 23138593BGVECS6190			

Place: Mumbai
Date: 30.05.2023

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

₹ in lacs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Cash flow from Operating Activities		
Profit before tax	**728.95**	**466.09**
Adjustments for:		
Depreciation and amortisation	103.55	106.05
Provision for Gratuity	7.04	3.23
Share of Profit from Joint Venture	-	(59.26)
Provision for dimution in value of Investment	-	21.06
Finance cost	37.97	199.15
Interest Income	5.78	(21.07)
Operating profit before working capital changes	**883.29**	**715.25**
Changes in working capital:		
(Increase)/Decrease in Trade and other Receivables and prepayments	(550.73)	(289.12)
(Increase)/Decrease in Inventories	1,232.16	(1,056.51)
Increase/(Decrease) in Trade and other Payables	188.59	(175.59)
Fixed Deposits	-	-
Loans/Advances to Subsidiaries/Associates and others	12.16	94.18
Cash generated/ (used) from Operations	**882.18**	**(1,427.04)**
	(808.10)	-
Net Cash flows from / (used in) Operating Activities- (A)	**957.37**	**(711.79)**
B) Cash flow from Investing Activities		
Payments for property, plant and equipment and Capital Work-in-Progress	(77.51)	(26.49)
Payment to Joint venture	(12.81)	21.07
Interest received	(5.78)	
Proceeds from sales of investment	-	1,797.05
Net Cash flows from / (used in) Investing Activities- (B)	**(96.10)**	**1,791.63**
C) Cash flow from financial Activities		
Proceeds from issue of preferential shares	2,977.63	1,777.97
Finance cost paid	(37.97)	(199.15)
proceeds from issue of share warrant	-	992.54
Repayment of Borrowings	(3,740.70)	(4,670.28)
Net Cash flows from / (used in) financial Activities- (C)	(801.04)	(2,098.92)
Net Increase/ (decrease) in cash and cash equivalents - (A+B+C)	60.23	(1,019.08)
Cash & Cash equivalents at the beginning of the year	443.82	1,462.91
Cash & Cash equivalents at the end of the year (Refer Note -1)	**504.05**	**443.82**

Note:

1 Cash & Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	75.34	48.10
Bank balance including deposits and cheque on hold - Current Account	428.71	395.72
Total cash & Cash Equivalents	**504.05**	**443.82**

1 The Cash flow statement is prepared in accordance with the Indian Method stated in Ind-AS7 on cash flow statement and presents the cash operating, investing and financial

2 Previous year's figures have been regrouped, wherever necessary

3 Figures in brackets represent cash outflows.

see accompanying notes forming part of the financial statements

As per our report of even date

For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-
MANOJ SHETTY
(PARTNER)
Membership No.138593
UDIN: 23138593BGVECS6190

Sd/-
AMIT SHAH
Executive Director
Din No. 08467309

Sd/-
REGINA M SINHA
Director
Din No. 08488285

Sd/-
S. CHAKRABORTY
Company Secretary / CFO

Place: Mumbai

Date: 30.05.2023

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

A - Equity Share Capital Particulars

Particulars	Number of Shares	(₹ In Lacs) Amount
Equity Shares of ₹ 10/- each issued, subscribed and fully paid up		
Balance as at April 1, 2021	1,33,30,707	1,333.07
Add: Equity shares allotted during the year	24,69,403	246.94
Balance as at March 31, 2022	**1,58,00,110**	**1,580.01**
Add: Equity shares allotted during the year	55,14,145	551.41
Add: Bonus Shares issued during the year	-	
Balance as at March 31, 2023	**2,13,14,255**	**2,131.42**

B - Other Equity

	Reserves and Surplus					Total
Particulars	**Securities Premium Reserve**	**General Reserve**	**Revaluation Reserve**	**Surplus in the statement of profit and loss**	**Money received against share warrants**	
Balance as at April 1, 2021	**6917.89**	**520.48**	**8.50**	**(2,650.69)**		**4796.18**
Profit for the year				457.68		457.68
Additon during the year	1531.03				992.55	2523.58
Payment of Dividend						-
Payment of Dividend Distribution tax						-
Balance as at March 31, 2022	**8448.92**	**520.48**	**8.50**	**(2,193.01)**	**992.55**	**7777.44**
Balance as at April 1, 2022	**8448.92**	**520.48**	**8.50**	**(2,193.01)**	**0.00**	**6784.89**
Profit for the year				**741.50**		**741.50**
Addition during the year	3418.77				-	3418.77
Other Comprehensive Income/ (loss) for the year (Net of Taxes)				(4.52)		(4.52)
Payment of Dividend						-
Payment of Dividend Distribution tax						-
Balance as at March 31, 2023	**11867.69**	**520.48**	**8.50**	**(1456.03)**	**-**	**10940.64**

see accompanying notes forming part of the financial statements

As per our report of even date
For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-
MANOJ SHETTY
(PARTNER)
Membership No.138593
UDIN: 23138593BGVECS6190

Sd/-
AMIT SHAH
Executive Director
Din No. 08467309

Sd/-
REGINA M SINHA
Director
Din No. 08488285

Sd/-
S. CHAKRABORTY
Company Secretary / CFO

Place: Mumbai
Date: 30.05.2023

1. Corporate Information:

Tarmat Limited was established in year 1986 Mr. Jerry Varghese. The Group is specialized in Construction of Airfield and National / state highways all over India. The Group is currently executing various Runway, Parking Bays, Taxi Track related work at Mumbai, Cochin, Trichy and Tuticorn Airport, and it is also executing National Highway work at Mizoram and Jammu.

Tarmat have completed the prestigious works of Resurfacing of Runways at Mumbai International Airport Limited and Delhi International Airport.

The Group had its IPO in 2007 and got listed in BSE and NSE. The present paid up capital of the Group is Rs. 21314248, of which 33.25% is held by the promoters.

The consolidated Financial Statement comprise Financial statement of M/s Tarmat Limited (Collectively, the Group) and includes share of Profit/ Loss of the joint ventures for the year ended 31, March 2023.

2. Consolidation procedure

The Financial Statement of the Group have been prepared in accordance with indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules,2015 (as ameded from time to time) and presentation requirements of Division II of Schedule III of the Companies Act, 2013 (Ind As complaint Schedule III), as applicable to the Financial Statments. These financials statements have been approved for issue by the Board of Directors at their meeting held on May 30, 2023.

These Consolidated Financial Statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at fair values (refere accounting policy regarding financial instruments.) The Standalone Financial Statement are presented in INR and all value are rounded off to the nearest lakhs with 2 decimal places except which otherwise indicated.

The Group has prepared the financial statements on the basis that it will contine to operate as a going concern.

The Consolidated financial statement provide comparative information in respect of the previous period. Accounting polices have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Consolidated Financial Statements comprise the financial statements of the Parent Company, its subsidiaries and joint Ventures as at March 31, 2023.

Joint Ventures are entities over which the Group has joint control along with third parties. Investments in Joint Ventures are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor’s share of profit or loss of the investee after the acquisition date.

Investment in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine Control over the subsidiaries.

The Group’s investments in its joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the

Group’s share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the Carrying amount of the investment and is not tested for impairment individually.

The Statement of Profit and Loss reflects the Group’s share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group’s OCI. In addition, when there has been a change recognized directly in the equity of the joint venture, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity.

Unrealized gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

If an entity's share of losses of a joint venture equals or exceeds its interest in the joint venture (which includes any long-term Interest that, in substance, form part of the Group's net investment in the joint venture), the entity discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive Obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the entity resumes Recognizing its share of those profits only after its share of the profits equals the share of losses not recognized.

The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the Statement of Profit and Loss.

When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognizes the loss as 'Share of profit of a joint venture' in the Statement of Profit and Loss.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Current and Non - Current Classification

The Group presents assets and liabilities in the balance sheet based on current/non current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operation cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporint period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All othe assets are classified as non - current

A liability is current when:

- It is expected to be settled in normal operating Cylce.
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporing period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reprorting period.

The Group classifies all other liabilities as non current.

Deferred tax assets and liabilities are classified as non current assets and liabilities.

The operating cycle is the time between the acquisiton of assets for processing and their realisation in cash and cash equivalents.

The Group has identified twelve month as its operating cycle.

Statement of compliance

The Group'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.

3.2 Fair Value Measurement

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability , or
- In the absence of a principal market, in the most advantageous market for the assets or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of non financial asset takes into account a market participant's ability to generate economics benefitsby using the asset in its highest and best use or by selling it to another market participant that would use the asset in tis highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient date are available to measure fair value, maximising the use of revevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statement are categorised within the fair value hierarchy,described as follow, based on the lowest level input that is significant to the fair value measurement as a whole.

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilites
- Level 2 - Valuation techniques for which the lowest level input that is significatnt to the fair value measurement is directly or indirectily observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Standalone Financial Statements on recurring basis, the Group determines whether tranfers have occureed between levles in the hierarchy by re-assessing categorisation (based on the Lowest level input that is significatnt to the fair vfalue measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the assets or liability and the level of the fair value hierarchy as explained above.

The Group determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discountinued operations. If any.

External valuers are involved for valution of significant assets, such as properties and unquoted financial assets, and significant liabilities such as contingent consideration. Involment of external valuers is decided upon annually by the management after discussion with and approval by the Group's Audit Committee. Selection criteria include market knowledger, reputation, independence and whether professional standards are maintained.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re assesed as per the Companies accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computaion on contracts and other relevant documents.

3.3. Property, Plant and Equipment

Property, plant and equipment (PPE) are carried at cost of acquisiton, on current cost basis less accumulated depreciation and accumulated impairment losses, if any Cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intened use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long -term construciton projects if the recognition criteria are met. Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of principal item of the relevant assets. When signifiant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them seprately based on their specific useful lives. Likewise, when a major inspection is perfomed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance cost are recognised in Statement of Profit & Loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is provided on written down value method over the useful lives of property, plant and equipment as estimated by management. Pursuant to Notification of Schedule II of the Companies Act,2013 depreciation is provided prorata basis on written down value method at the rates determined based on estimated useful lives of property, plant and equipment where applicable. Prescribed under Schedule II to the Companies Act 2013.

No depreciation is provided on freehold land.

An item of property, plant and equipment and any significatnt part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of profit and loss when the assets is derecognised.

Capital Work in Progress

Cost of assets not ready for intended use, as the balance sheet date, is hown as capital work in progress.

Capital Work in Progress is stated at cost, net of accumulated impairment loss, if any

3.4. Intangible Assets

Intangible Assets are recognized only when future economic benefits arising out of the assets flow to enterpriese and are amortised over their useful life ranging from 3 to 5 year. Intangible assets acquired separately are measured on initial recongnition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any Internalyy generated intangibles, excluding capitalised development cost, are not capitalised and the related expenditure is reflected in Statement of Profit and Loss in the period in whcih the expenditure is incured.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asse with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or expected pattern of consumption fo future economic benefits embodied in the asset are considered to modify the amortisation period or method as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recongnised in the statment of profit and loss unless such expenditure froms part of carrying value of another asset

An intangible asset is derecognised upon disposal (i.e. at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losess arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and recognised in the Statement of Profit and Loss when the asset is drecongnised.

3.5 Revenue Recognition -

Revenue from Contracts:

(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.

Dividend Income

(iii) Dividend Income is accounted for when the right to receive has been established.

Interest Income

(iv) Interest income on deposits is recognized on accrual basis

3.6. 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. Cost includes cost of purchase and costs incurred in bringing the inventories to their present location and conditions. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to makt the sale.

Work in Progress is valued at the contract rates and site mobilization expenditure of incomplete contracts is stated at cost. All the inventories of stores, spares and embedded goods and fuel and work in progress have been physically verified by the Management at the year end.

3.7. 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.

3.8. Borrowing Costs -

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use (known as Qualifying assets) or sale are capitalised as part of the cost of the asset.Borrowing Costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the borrowing costs. Discount on Commercial papers is amortised over the tenor of the underlying instrument. Borrowing Costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date the asset is ready for its intended use is added to the cost of the assets. Capitalisation of Borrowing Costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted All other borrowing costs are expensed in the period they occur."

3.9 Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred Tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Standalone Financial Statements at the reporting date. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income (OCI) or directly in equity. In this case, the tax is also recognised in OCI or directly in equity, respectively.

Goods and Service tax paid on acquisition of assets or on incurring expenses

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet

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.

For Financial Year 2021-22 the Group has exercised option to pay income tax under the provisions of Section 115BAA of the Income tax Act, 1961 and as such provisions for payment of Minimum Alternate tax (MAT) is not applicable to the Group.

The Group proposes to pay Tax under the Provisions of Section 115BAA of Income Tax Act 1961.

iii. Advance tax and provision for current income, if any, are presented in the balance sheet after setting off advance tax paid and income tax provision arising in the same tax jurisdiction.

3.10. Foreign Exchange Transaction -

Items included in the Standalone Financial Statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The Standalone Financial Statements are presented in Indian Rupee (INR), which is the Group's functional and presentation currency.

Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rates (i.e., INR) at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Foreign exchange gains and losses resulting from the settlement of transactions in foreign currencies and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Employee Retirement Benefits -

3.11. Short-term Employee Benefits:

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as 'Employee Benefits Payable' within 'Other Financial Liabilities' in the Balance Sheet.

Post-employment Benefits:

I. Defined Contribution Plan

a. Superannuation

Contribution made to Superannuation Fund for certain of employees are recognised in the Statement of Profit and Loss as and when services are rendered by employees. The Group has no liability for future Superannuation Fund benefits other than its contribution.

b. Provident Fund

Contributions in respect of Employees who are not covered by Group’s Employees Provident Fund Trust are made to the Fund administered by the Regional Provident Fund Commissioner as per the provisions of Employees’ Provident Fund and Miscellaneous Provisions Act, 1952 and are charged to Statement of Profit and Loss as and when services are rendered by employees. The Group has no obligation other than the contribution payable to the Regional Provident fund.

II. Defined Benefit Plan

a. Gratuity

Every employee who has completed five years or more of service is entitled to Gratuity as per the provisions of The Payment of Gratuity Act, 1972. Retirement Gratuity for employees, is funded through a scheme of Life Insurance Corporation of India. The costs of providing benefits under this plan are determined on the basis of actuarial valuation using the projected unit credit method at each year-end. Actuarial gains/losses are immediately recognised in retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to Statement of Profit and Loss in subsequent periods. The excess/shortfall in the fair value of the plan assets over the present value of the obligation calculated as per actuarial methods as at balance sheet dates is recognised as a gain / loss in the Statement of Profit and Loss. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

b. Provident Fund

In respect of the employees covered by the Group's Employee Provident Fund Trust in Point I b above, contributions to the Group's Employees Provident Fund Trust (administered by the Group as per the provisions of Employees' Provident Fund and Miscellaneous Provisions Act, 1952) are made in accordance with the fund rules. The interest rate payable to the beneficiaries every year is being notified by the Government

In the case of contribution to the Trust, the Group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate and recognizes such obligation, if any, determined based on an actuarial valuation as at the balance sheet date, as an expense.

3.12. Impairment of non- financial assets

The Group assesses at each reporting date whether there is an indication that an asset (including goodwill) may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

The Group assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts.

The Group assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the Group 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.

3.13. Earning per share -

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Provision, Contingent Liabilities and contingent assets -

3.14. Leases -

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold Land and Building 2 years to 99 years

  If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

  The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 3.12 Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Note

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of properties taken on rent (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It has not opted for low-value assets recognition exemption. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

As a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.15. Provision and Contingencies

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence in the Standalone Financial Statements.

3.16. Cash and Cash Equivalants

Cash and cash equivalent for the purpose of presentation in cash flow statement and in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value

3.17. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial Assets

1. Intial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

ii Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in below categories:

Debt instruments at amortised cost

Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial assets at fair value through profit or loss.

Debt instruments at amortised cost other than derivative contracts

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in Other Income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Equity Investments

All equity investments in scope of Ind-AS 109 are measured at fair value other than equity investments measured at deemed cost on first time adoption of Ind AS. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or Fair Value Through Profit or Loss (FVTPL). The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss

iii Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group's similar financial assets) is primarily derecognised when:

The rights to receive cash flows from the asset have expired, or

The Group has transferred substantially all the risks and rewards of the asset

iv Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk.

Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

a. All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

b. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss (SPL). This amount is reflected under the head 'other expenses' in the SPL. The balance sheet presentation for various financial instruments is described below:

Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

B. Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowing or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts

ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include derivatives, financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ losses are not subsequently transferred to SPL. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss

3.18. Trade Payable

Trade payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

De-Recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Reclassification of Financial Assets and Liabilities:

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group’s senior management determines change in the business model as a result of external or internal changes which are significant to the Group’s operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Original Classification	Revised Classification	Accounting Treatment
Amortised Cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in profit or loss.
FVTPL	Amortised cost	Fair value at reclassification date become its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised Cost	FVTOCI	Fair value is measured at reclassification date. Difference previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassfication.
FVTOCI	Amortised cost	Fair Value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjuated against fair value. Conseqently, the asset is measured as if it had always been measured at amortised cost.
FVTOCI	FVTOCI	Fair value at reclassification date becomes its new amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cmulative gain or loss previously recongnized in OCI is reclassified from equity to profit or loss the classification date.

Offsetting of financial instruments

Financial assets and financial liabilities are off-set and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

New and ameded standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

(a) Amendments to Ind AS 37: Onerous Contracts - Costs of Fulfilling a Contract

An onerous contract is a contract under which the unavoidable cost of meeting the obligations under the contract costs (i.e., the costs that the Group cannot avoid because it has the contract) exceed the economic benefits expected to be received under it.

The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract

The Group applied the amendments to the contracts for which it had not fulfilled all of its obligations at the beginning of the reporting period.

Prior to the application of the amendments, the Group had not identified any contracts as being onerous as the unavoidable costs under the contracts, which were the costs of fulfilling them, comprised only incremental costs directly related to the contracts. As a result of the amendments, the Group assessed whether certain other directly related costs are required to be included by the Group in determining the costs of fulfilling the contracts. These amendments had no impact on the Standalone financial statements of the Group as there were no onerous contracts within the scope of these amendments that arose during the period

(b) Reference to the Conceptual Framework – Amendments to Ind AS 103

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

In accordance with the transitional provisions, the Group applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

These amendments had no impact on the Standalone financial statements of the Group as there were no contingentassets, liabilities or contingent liabilities within the scope of these amendments that arose during the period

(c) Amendments to Ind AS 16: Property, Plant and Equipment: Proceeds before Intended Use

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

The amendments are effective for annual reporting periods beginning on or after 1st April, 2022. These amendments had no impact on the standalone financial statements of the Group as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

(d) Ind AS 109 Financial Instruments – Fees in the ‘10 per cent’ test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other’s behalf.

These amendments had no material impact on the Standalone Financial Statements of the Group.

Note 3 : PROPERTY, PLANT AND EQUIPMEN

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Tangilble Assets		
Land -Free Hold	435.25	435.25
Buildings	183.66	187.39
Plant and Equipment	1,004.53	1,015.96
Furniture & Fixtures	11.25	9.96
Vehicles	51.52	64.61
Office Equipment	9.25	8.33
	1,695.45	**1,721.49**

Particulars	Land - Free Hold	Buildings	Plant and Equipment	Furniture & Fixture	Vehicles	Office Equipment	Total
Gross Carying Amount							
As at April 01 2022	435.25	346.06	5,885.65	122.79	359.22	96.44	7,245.40
Additions	-	-	67.68	2.83	3.00	4.00	77.51
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2023	**435.25**	**346.06**	**5,953.33**	**125.62**	**362.22**	**100.44**	**7,322.91**
Accumulated Depreciation							
As at April 01 2022	-	158.67	4,869.69	112.83	294.61	88.11	5,523.91
Charges for the Period	-	3.72	79.11	1.55	16.09	3.08	103.55
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2023	**-**	**162.39**	**4,948.80**	**114.38**	**310.70**	**91.19**	**5,627.46**
Net Carrying Amount							
As at March 31 2023	**435.25**	**183.66**	**1,004.53**	**11.25**	**51.52**	**9.25**	**1,695.45**
As at March 31 2022	435.25	187.39	1,015.96	9.96	64.61	8.33	1,721.48

Particulars	Land - Free Hold	Buildings	Plant and Equipment	Furniture & Fixture	Vehicles	Office Equipment	Total
Gross Carying Amount							
As at April 01 2021	435.25	346.06	5,880.75	115.73	350.93	90.19	7,218.89
Additions	-	-	4.90	7.06	8.29	6.25	26.48
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2022	**435.25**	**346.06**	**5,885.65**	**122.79**	**359.22**	**96.44**	**7,245.38**
Accumulated Depreciation							
As at April 01 2021	-	154.87	4,786.99	111.61	277.86	86.53	5,417.86
Charges for the Period	-	3.80	82.70	1.22	16.75	1.58	106.05
Disposals/Adjustments	-	-	-	-	-	-	-
As at March 31 2022	**-**	**158.67**	**4,869.69**	**112.83**	**294.61**	**88.11**	**5,523.91**
Net Carrying Amount							
As at March 31 2022	**435.25**	**187.39**	**1,015.96**	**9.96**	**64.61**	**8.33**	**1,721.49**
As at March 31 2021	435.25	191.19	1,093.76	4.12	73.07	3.66	1,801.05

Note 3.1 : OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Goodwill	14.63	14.63
	14.63	**14.63**

As at March 31, 2023

(₹ in Lakhs)

Particulars	Goodwill	Total
Gross Carying Amount		
As at April 01 2022	14.63	14.63
Additions	-	-
Disposals/Adjustments	-	-
As at March 31 2023	14.63	14.63
Accumulated Depreciation	-	-
As at April 01 2022	-	-
Charges for the Period	-	-
Disposals/Adjustments	-	-
As at March 31 2023	-	-
Net Carrying Amount	-	-
As at March 31 2023	14.63	14.63
As at March 31 2022	14.63	14.63

As at March 31, 2022

(₹ in Lakhs)

Particulars	Goodwill	Total
Gross Carying Amount		
As at April 01 2021	14.63	14.63
Additions	-	-
Disposals/Adjustments	-	-
As at March 31 2022	14.63	14.63
Accumulated Depreciation		-
As at April 01 2021	-	-
Charges for the Period	-	-
Disposals/Adjustments	-	-
As at March 31 2022	-	-
Net Carrying Amount		-
As at March 31 2022	14.63	14.63
As at March 31 2021	14.63	14.63

Note 4 : Non Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	Nominal Value per unit	Currency	Number of Shares		As at March 31, 2023	As at March 31, 2022
			As at March 31, 2023	As at March 31, 2022		
Non Current						
Trade - Unquoted						
a) Equity instruments of Others (at Cost)						
Concast Jawasa Road Project Pvt Ltd	10	INR	10,42,600.00	10,42,600.00	104.26	104.26
Concast Badnagar Road Project Pvt Ltd	10	INR	2,600.00	2,600.00	0.26	0.26
Concast Jabalpur Road Project Pvt Ltd	10	INR	2,600.00	2,600.00	0.26	0.26
Total Unquoted Investment					**104.78**	**104.78**

Details

(₹ in Lakhs)

Aggregate of Investments	31st March 2023 Cost	31st March 2023 Market Value	31st March 2022 Cost	31st March 2022 Market Value
a) Quoted Investment	-	-	-	-
b) Unquoted Investment	104.78	-	104.78	-
Total	**104.78**	**-**	**104.78**	**-**

The company has an investment of Rs 7.83 crs in Joint Venture Backbone, Tarmat, Alfaraa. Alfaraa was the company which has managing the daily affairs of the Joint Venture. Alfaraa has gone into liquidation. The liquidator is in charge of the company now and hence the Joint Venture as well. Since the liquidator is yet to finalize the accounts, we are not in a position to consider & consolidate the Joint Venture financials; the project in the Joint Venture is completed. The Company is unable to determine the fair value of Company's investments in joint venture as at year end and consequent impact there off on the financial results. However, the management believes that will not have material impact on Standalone financial results for the quarter and year ended 31.03.2023. The management is reasonably optimistic that we shall be able to recover our value of investment in the JV. The management is optimistic that the value of Investment in Joint Venture is fully recoverable.

Note 5 : NON-CURRENT FINANCIAL ASSET - OTHER FINANCIAL ASSET

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Non Current		
Unsecured, Considered Good:		
Retention deposit & with held	1,367.45	846.19
Advance to Employees	119.48	134.15
Trade Receivable Considered Good (Refer Note Below)	82.35	192.78
Total	**1,569.28**	**1,173.12**

(₹ in Lakhs)

Particular	Outstanding for following periods from due date of payment					As at March 31, 2023	As at March 31, 2022
	Less than 6 months	6 month to 1 Year	1-2 years	2-3 years	More than 3 years		
Non Current							
Unsecured, Considered Good:							
Trade Receivable Considered Good			**7.26**	-	75.08	82.35	
				5.27	**187.51**	**-**	**192.78**
Total Non Current						**82.35**	**192.78**

Note 6 : INVENTORIES
(At lower of cost and net realisable value)

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Raw Materials	1,608.32	1,748.33
Goods in Transit	-	-
	1,608.32	**1,748.33**
Work in Progress	5,146.29	6,238.44
Total	**6,754.62**	**7,986.78**

Note 7 : CURRENT FINANNCIAL ASSET - TRADE RECEIVABLES

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered Good	2,239.94	2,247.94
	2,239.94	**2,247.94**

TRADE RECEIVABLE AGEING SCHEDULE (₹ in Lakhs)

Particular	Outstanding for following periods from due date of payment					As at March 31, 2023	As at March 31, 2022
	Less than 6 months	6 month to 1 Year	1-2 years	2-3 years	More than 3 years		
Current							
Unsecured, Considered Good:							
Trade Receivable Considered Good	1,586.50	2.74	262.14	27.80	360.76	2,239.94	2,247.94
Total Current						**2,239.94**	**2,247.94**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 8 : CURRENT FINANNCIAL ASSET - CASH AND CASH EQUIVALENTS		
Balances with Banks		
In Current Acounts	227.95	320.95
In Deposit account	200.76	74.85
Cheques on Hold		
Share Application money received for allotment of securities and due for refund	-	1.77
Cash on Hand	75.34	48.43
Total	**504.05**	**446.01**
Note 9 : CURRENT TAX ASSETS (NET)		
Non Current		
Advance Tax	-	746.52
Total Non Current Tax Assets	**-**	**746.52**
Current		
Advance tax	2,197.18	304.06
Less: Provision for Income Tax		
Total Current Tax Assets	**2,197.18**	**304.06**
Total	**2,197.18**	**1,050.58**

Note 10 : OTHER CURRENT ASSETS

Un-Secured Considered good (Unless otherwise stated)		
Advance to Sub contractor	5,669.76	2,306.63
Advance to Suppliers	415.71	1,790.71
Staff Imprest & Salary Advance	-	12.12
Security Deposit & Other Deposits	138.17	3,127.45
Total	**6,223.64**	**7,236.90**

Note 11 : EQUITY SHARE CAPITAL **(₹ in Lakhs)**

	As at March 31, 2023		As at March 31, 2022	
	No of Shares	**Amount**	**No of Shares**	**Amount**
Authorised Share Capital				
Equity Shares of 10/- each	2,20,00,000	2,200.00	2,20,00,000	2,200.00
Issued, subscribed & Fully paid share capital				
Equity Shares of 10/- each	2,13,14,248	2,131.42	1,58,00,103	1,580.01
		2,131.42		**1,580.01**

Note 11.1 : Reconciliation of the number of shares outstanding at the beginning and at the end of the year is set out below

(₹ in Lakhs)

	As at March 31, 2023		As at March 31, 2022	
	No of Shares	**Amount**	**No of Shares**	**Amount**
Number of Equity shares at the beginning of the year	1,58,00,110	1,580.01	1,33,30,707	1,333.07
Add: Number of shares issued	55,14,145	551.41	24,69,403	246.94
Less: Number of shares Bought back	-	-	-	-
Number of Equity shares at the end of the year	2,13,14,255	2,131.42	1,58,00,110	1,580.01

Note 11.2 : b) Terms / Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 each. Holder of each equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 shareholders.

Note 11.3 : Details of Shareholder holding more than 5% shares of Equity Shares in the Company

(₹ in Lakhs)

	As at March 31, 2023		As at March 31, 2022	
	No of Shares	**% Holding**	**No of Shares**	**% Holding**
Mr Jerry Varghese	32,51,971	15.26%	20,35,820	12.88%
Mrs Saramma Varghese	-	-	10,51,161	6.65%
Mr Dilip Varghese	11,94,914	5.61%	-	-
M/s Regent Hirise Pvt Ltd	12,11,569	5.68%	-	-
M/s Tarmat Holdings Pvt Ltd	13,61,328	6.39%	13,61,328	8.62%

Note 11.4 : The Company has not issued any shares pursuant to any contract without payment being received in cash or as fully paid up by way of bonus shares. The Company has not bought back any shares.

Note 11.5 : Details of Shares held by promoters

Equity Shares of ₹ 10/- each fully paid up

Name of the Promoter	As at 31st March 2023				
	No of Shares at the beginning of the year	Change During the year	No of Shares at the end of the year	% of Total Shares	% change during the year
Jerry Varghese	20,35,820	12,16,151	32,51,971	15.26	-1.00
Tarmat Holdings Pvt Ltd	13,61,328	0	13,61,328	6.39	0
Dilip Varghese	6,44,914	5,50,000	11,94,914	5.61	0.77
Saramma Jerry Varghese	10,51,161	0	10,51,161	4.93	0
Sneha Varghese	1,76,400	0	1,76,400	0.83	0
Neha Dilip Varghese	49,808	0	49,808	0.23	0
M/S Tarmat Construction Pvt. Ltd.	120	0	120	0	0

Equity Shares of ₹ 10/- each fully paid up

Name of the Promoter	As at 31st March 2022				
	No of Shares at the beginning of the year	Change During the year	No of Shares at the end of the year	% of Total Shares	% change during the year
Jerry Varghese	20,35,820	0	20,35,820	15.27	0
Tarmat Holdings Pvt Ltd	13,61,328	0	13,61,328	10.21	0
Dilip Varghese	6,44,914	0	6,44,914	4.84	0
Saramma Jerry Varghese	10,51,161	0	10,51,161	7.88	0
Sneha Varghese	1,76,400	0	1,76,400	1.32	0
Neha Dilip Varghese	49,808	0	49,808	0.37	0
M/S Tarmat Construction Pvt. Ltd.	120	0	120	0	0

Note 11.6 : Warrants issued during the year

(₹ in Lakhs)

	Nos of Warrants	As at March 31, 2023	Nos of Warrants	As at March 31, 2022
Number of Convertible Warrants issued 79,83,548 @ Rs 72/-			79,83,548	5,748.15
Number of Warrants converted into Equity Shares 24,69,403 of RS 10/- Each @ 72			24,69,403	1,777.97
Amount Received against Convertible Warrants Rs 18/- Received of Rs 72/-	-	-	55,14,145	992.55

Note 12 : OTHER EQUITY

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
a) Securities Premium Reserve		
Balance as per Last Balance Sheet		
Addition during the year	8,448.92	6,917.89
Closing Balance	3,418.77	1,531.03
Closing Balance	**11,867.69**	**8,448.92**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
b) General Reserve		
Balance as per Last Balance Sheet	-	-
Transfer during the year	520.48	520.48
Closing Balance	**520.48**	**520.48**
c) Revaluation Reserve		
Balance as per Last Balance Sheet	-	-
Transfer during the year	8.50	8.50
Closing Balance	**8.50**	**8.50**
d) Surplus in the statement of profit and loss		
Balance at the Beginning of the period	-2,193.01	-2,650.69
Add: Profit(Loss) for the period	736.98	457.68
Less: Dividend Paid/Payable		
Closing Balance	**-1,456.03**	**-2,193.01**
Total (a+b+c+d)	**10,940.64**	**6,784.89**

Particular	As at March 31, 2023	As at March 31, 2022
Note 13 : BORROWINGS		
Non Current		
Secured Loans		
Term Loans		
From Bank		
Equipment and vehicle loans	74.33	122.67
Total	**74.33**	**122.67**
Total Non Current Borrowings	**74.33**	**122.67**
Current		
Secured Loans		
From Bank		
Equipment and vehicle loans	120.39	197.28
From NBFC		
Equipment and vehicle loans	-	10.24
Total Secured Loan	**120.39**	**207.52**
Unsecured Loans		
From Relatred parties	274.44	3,577.86
From Others	126.09	427.90
Total Unsecured Loans	**400.53**	**4,005.76**
Total Current Borrowings	**520.92**	**4,213.28**
Total Borrowing	**595.25**	**4,335.95**

Note 13.1 : Details of Secured loans with rate of interest & Maturity dates

(₹ in Lakhs)

Particular	Effective Interest rate (p.a)	Maturity	As at March 31, 2023	As at March 31, 2022
Non Current Borrowings				
From Bank				
ICICI Bank	11.51	01-Jul-23	22.62	23.17
ICICI Bank	11.5	01-Aug-23	22.40	35.27

(₹ in Lakhs)

Particular	Effective Interest rate (p.a)	Maturity	As at March 31, 2023	As at March 31, 2022
ICICI Bank	9.25	22-Jun-24	26.58	35.27
ICICI Bank	9.25	22-Jun-24	26.58	28.96
ICICI Bank	8.26	01-Nov-25	4.63	
ICICI Bank	8.26	01-Nov-25	9.91	
ICICI Bank	8.26	01-Nov-25	1.29	
ICICI Bank	8.26	01-Nov-25	1.59	
ICICI Bank	8.26	01-Nov-25	1.60	
ICICI Bank	8.26	01-Nov-25	1.59	
ICICI Bank	8.26	01-Nov-25	1.59	
Total			**120.39**	**122.67**
Current Maturities			120.39	197.28
ICICI Bank			-	-
Current Maturities			74.33	10.24
Total			**74.33**	**10.24**
Total Secured Loan			**194.72**	**132.91**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 14 : PROVISIONS		
Non Current		
Provision for Empoyee Benefits		
Gratuity	86.60	75.04
Total Non Current Provisions	**86.60**	**75.04**
Current		
Provision for Expenses	-	-
Total Current Provisions	-	-
Total	**86.60**	**75.04**
Note 15 : DEFERRED TAX LIABILITIES (NET)		
Deferred tax liability		
Related to Property, plant and equipment	32.94	45.49
Deferred tax liability	**32.94**	**45.49**
Total	**32.94**	**45.49**
Note 16 : CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES		
At Amortised Cost		
Total outstanding dues of micro and small enterprises (Refer Note No 16.1)	9.87	534.41
Total outstanding dues of creditors other than micro and small enterprises	6,238.75	6,040.96
Total	**6,248.62**	**6,575.37**

Note 16.1 : Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under to the extent the Company has received intimation from the suppliers regarding their status under the Act

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid at the end of the year *	9.87	534.41
Interest due thereon remaining unpaid at the end of the year	-	-
Delayed payment of Principal amount paid beyond appointed date during the entire financial year	-	-
Interest actually paid under Section 16 of the Act during the entire accounting year	-	-
Amount of Interest due and payable for the period of delay in making the payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under this Act	-	-
Amount of Interest due and payable for the period (where principal has been paid but interest under the MSMED Act not paid)	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises for the purpose of disallowances as deductible expenditure under Section 23 of this Act	-	-

Terms and Conditions of the above trade payables

Trade payables are non interest bearing and are normally settled on 45-90 days terms

Trade Payables Ageing Schedule

Particular	Outstanding for following periods from due date of payment				As at March 31, 2023
	Less than 1 Years	1-2 years	2-3 years	More than 3 years	
Trade Payable					
Due to MSME	1.45	8.42	-	-	9.87
Due to Other than MSME	2,915.18	2,702.32	63.17	558.08	6,238.75
Total					**6,248.62**

Trade Payables Ageing Schedule

Particular	Outstanding for following periods from due date of payment				As at March 31, 2022
	Less than 1 Years	1-2 years	2-3 years	More than 3 years	
Trade Payable					
Due to MSME	532.67	1.74	-	-	534.41
Due to Other than MSME	4,823.10	633.92	24.81	559.13	6,040.96
Total					**6,575.37**

There are no outstanding disputed dues of micro enterprises and small enterprises and creditors other than micro enterprises and small enterprises.

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 17 : OTHER CURRENT LIABILITIES		
Advance Received	-	37.33
Due to Statutory authories	170.49	165.09
Others		
Due to Employees	42.06	51.37
Application money received for allotment of securities and due for refund	-	1.77
Others	1,055.55	1,337.38
Total	**1,268.10**	**1,592.93**

Particular	As at March 31, 2023	As at March 31, 2022
Note 18 : REVENUE FROM OPERATIONS		
Income from contracts	15,458.56	17,012.09
Add: Work in Progress, at close	5,146.29	6,238.44
Total	**20,604.85**	**23,250.53**
Less: Work in Progress, at commencement	6,238.44	5,149.69
Total	**14,366.41**	**18,100.84**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 19 : OTHER INCOME		
Hire, Rent and Royalty charge received	-	7.20
Total	**-**	**7.20**
Interest		
Interest Income from bank	5.78	21.07
Interest income from others	222.40	1.14
Interest income from MSEDCL	-	-
Interest on IT Refund /Income Tax refund	**167.10**	**-**
Total Interest	**395.28**	**22.21**
Other non operating income		
Misc Receipt	0.21	5.72
Liabilities no longer required written back	17.54	18.38
Income prior period	2.98	-
Share of profit from joint Venture (prior Period)	-	52.21
Total Other Income	**20.73**	**76.31**
Total	**416.00**	**105.72**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 20 : COST OF CONSTRUCTION MATERIAL CONSUMED		
Construction Materials, Stores & Spares		
Opening Stock	1,748.33	1,780.58
Add : Net Purchase	6,200.60	5,691.39
	7,948.93	7,471.97
Less: Closing Stock	1,608.32	1,748.33
Total Consumption	**6,340.60**	**5,723.64**

(₹ in Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022
Note 21 : CONSTRUCTION EXPENSES		
Subcontract Expenses	4821.69	8,642.15
Power and Fuel	24.88	21.10
Transport Charge	375.74	231.76
Hire Charge	100.02	282.71
Labour Charge	512.27	501.84
Repairs to Machinery	335.23	517.65
Other Construction Expenses	85.78	33.05
Total	**6,255.61**	**10,230.26**
Note 22 : EMPLOYEES BENEFITS EXPENSES		
Salaries,Wages and other Benefits	801.34	646.75
Contribution to Provident and other funds	10.75	2.84
Staff Welfare Expenses	117.67	203.10
Gratuity fund contributions	7.04	3.23
Total	**936.79**	**855.92**
Note 23 : FINANCE COST		
Interest Expenses on		
Term Loans	1.99	14.36
Loan from directors		-
Loan from others	35.98	184.79
Total	**37.97**	**199.15**
Note 24 : DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation & Amortisation	103.55	106.05
Total	**103.55**	**106.05**
Note 25 : OTHER EXPENSES		
Travelling & Conveyance (includes Boarding & Lodging Expense)	32.40	34.30
Postage & Telegrams and Telephones	6.48	6.24
Business Promotion Expenses	1.85	1.01
Legal, Professional & consultancy Charges	356.64	215.31
Insurance	41.39	48.77
Rates & Taxes including taxes of income	-	10.61
Auditor's Remuneration (Including out of pocket expenses) (Refer Note No. 25.1)	5.50	3.58
Printing & Stationery	9.23	5.23
Office Maintenance	4.48	3.85
Rent Expenses	92.22	174.62
Interest, Penalty on statutory dues	13.21	38.50
Director Remuneration	30.00	30.00
Miscellaneous Expenses	11.76	32.37
Security Charges	17.82	-
Commission & Brokerage	1.57	-
prior period expenses	4.97	
Profession tax	0.13	-
Roc filling fees	1.15	-
Total	**630.80**	**604.39**

Note 25.1 : PAYMENT TO AUDITOR

Particulars	2022–2023	2021–2022
Audit fees	5.50	3.50

Note 26 : Extraordinary Item

There are no extraordinary item during the current year

Note 27 : Contingent Liabilities

Sr. No.	Particulars	2022–2023	2021–2022
i)	Bank Gurantee	511.55	511.55
ii)	Property tax	-	-

Note 28 : Earning per share

(₹ in Lakhs)

1) Disclosures as required by Accounting Standard (AS) 20 Earning per Share (EPS)

Sr. No.	Particulars	2022–2023	2021–2022
i)	Profit attributable to Equity Share holders for Basic Earning Per Share	741.50	457.68
ii)	Weighted average number of equity Shares	2,131.42	1,580.01
iii)	Face Value of equity share	10.00	10.00
iv)	Earning per share (Basic)	3.57	2.90
v)	Earning per Share (Diluted)	3.57	2.15

Note 29 : Related Party Transactions

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

For the year ended 31st March 2023

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

Sr. No.	Name of Related Party	Nature of Relationship
1	Mr. Amit Shah	Executive Directors
2	Mrs Regina M Sinha	Independent Director
3	Mr. Shivatosh Charkraborty	Company Secretary / CFO
4	Mr. Dilip Varghese	Promotor
5	Mr. Jerry Varghese	Promotor
6	Mrs Saramma Varghese	Promotor

b. NATURE OF TRANSACTIONS **(₹ in Lakhs)**

Nature of Transaction	2022–2023	2021–2022	Nature of Relationship
Managerial Remuneration			Key Management personnel
1. Mr. Amit Shah	30	30	
2. Mr. Shivatosh Charkraborty	15	15	
Repayment of Loan	3,303.42	1,009.12	Promoter

Note 30 : Disclosure in accordance with Accounting Standared -7 (Revised) Construciton Contracts

(₹ in Lakhs)

Particulars	2022–2023	2021–2022
Amount of Contract revenue recognized as revenue in the period	15,458.56	16193.60
Contract cost incurred and recongnized profits (less recognized losses upto the reporting date	12,456.21	15590.08
Recongnised Profit	3,002.35	603.52
Advances received from customers for Contract work		
Retention money	1,234.20	386.53
Gross amount due from customer for contract work	1,819.05	1232.27
Gross amount due to customer for contract work	-	-

Note 31 : 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 oprates in India and hence there are no geographical Segments.

Note 32 : Disclosure relating to Employee Benefits - As per AS - 15

(₹ in Lakhs)

A	Expenses recongnized in the Statement of Profit & Loss Account for the year ended	31.3.2023	31.3.2022
1	Current Service cost	2.01	2.90
2	Interest Cost	5.03	4.64
3	Actuarial (Gain)/Loss	7.07	2.61
4	Past Sevice Cost-Vested Benefit recognized during the period	-	-
5	Transitional liability Recongnized durint the Period	-	-
6	Expenses Recognized in P & L	11.76	3.23
B	**Net Asset/ (Liability) recognized in the Balance Sheet**		
1	Fair Value of Plant Assets at the end of the period		
2	Present Value of Benefit Obligation at the end of the period	-75.04	74.04
3	Difference	-11.56	-75.04
4	Unrecongnized Past Service Cost at the end of the period	-	-
5	Unrecongnized Transitiaonal Liability at the end of the period	-	-
	(Net Liability Recongnized in the Balance Sheet)	**-86.60**	**-75.04**
C	**Change in Present Value of Obligation**		
1	Present Value of Benefit Obligation at the beginging of the current period	75.04	70.55
2	Interest Cost	5.03	4.64
3	Current Service Cost	2.01	2.90
4	Past Service cost- Non vested Benefit	-	-
5	Past Service Cost Vested Benefit	-	-
6	Liability Transferrred in	-	-
7	(Liability Transferred Out)	-	-
8	(Benefit Paid)	-	-
9	Actuarial (Gain) / Loss on Obligations	7.07	2.61
10	Present Value of Benefit Obligation at the beginging of the current period	75.04	70.55

D	Actuarial Assumptions		
1	Discount Rate Previous	6.70%	6.57%
2	Salary Escalation - Previous	6.00%	6.00%
3	Attrition Rate- Previous	2.00%	2.00%
4	Discount Rate - Current	7.35%	6.70%
5	Salary Escalation - Current	6.00%	6.00%
6	Attrition Rate Current	2.00%	2.00%

Note 33 ; ADDITIONAL REGULATORY INFORMATION

a. ANALYTICAL RATIOS

Ratios	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	Variance (Amt)	% Variance	Reason for Variance
Current ratio (in times)	Current assets	Current liabilities	2.22	2.25	-0.03	-1.33	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid
Debt equity ratio (in times)	Debt (borrowings + lease liabilities)	Shareholders equity	0.28	1.60	-1.32	-82.50	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid and increase in share capital
Debt service coverage ratio (in times)	Earnings for Debt Service (Profit after tax + Depreciation + finance cost + Profit on sale of property, plant and equipment)	Debt Service (Interest and lease payments + Principal repayments)	3.63	1.86	1.77	95.16	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid
Return on equity ratio (in %)	Net Profit for the year	Average shareholders equity	0.35	0.18	0.17	94.44	The variation is on account of exception items of Rs 251.86 included in Net Profit of the current year
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	6.66	6.97	-0.31	-4.45	The variation is on account of recovery of old outstanding debtors
Trade payables turnover ratio	Other expenses	Average trade payables	0.10	0.09	0.01	11.11	

Ratios	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	Variance (Amt)	% Variance	Reason for Variance
Net capital turnover ratio	Revenue from operations	Working Capital (current assets-current liablities)	1.67	1.61	0.06	3.73	The variation is on account of reduction in short term borrowings as unsecured loan has been repaid
Net profit ratio (in %)	Net Profit for the year	Revenue from operations	0.05	0.03	0.02	66.67	
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed (Net worth + borrowings + lease liabilities)	0.06	0.07	-0.01	-14.29	
Return on investment (in %)*	Income generated from treasury investments	Average invested funds in treasury investments	-	-	-	-	

Note 33 (A) - Additional regulatory information required by Schedule III to The Companies Act, 2013

(i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending againstthe Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the Rules made thereunder.

(ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such assearch or survey) that has not been recorded in the books of account.

(iv) The Company has not traded or invested in crypto currency or virtual currency during the year.

(v) The Company does not have any pending charges which is yet to be registered with the Registrar of Companies beyond the statutoryperiod.

(vi) The Company has complied with the number of layers prescribed under (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

(vii) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(ix) The Company does not have any transactions with companies struck off.

Note 34

Previous year's figures have been regrouped whenever necessary to confirm to the current year presentation.

Note 35

All figures are in lakhs unless otherwise stated

Note 36

There where non-Significant events after end of the reporting period which required any adjustment on the disclosure in the financial statement subsequent to the reporting period.

Note 37 Exceptional Item

The company has during the current financial year received an arbritation award of Rs 251.86 lakh. The award was on account of refund of amount paid on invocation of bank gurantee in FY 2012-13 which was treated as an expense in the financial statements of FY 2012-13.

As per our report of even date
For **HEGDE & ASSOCIATES**
Chartered Accountants
(Registration No. 103610W)

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

Sd/-	Sd/-	Sd/-	Sd/-
MANOJ SHETTY	**AMIT SHAH**	**REGINA M SINHA**	**S. CHAKRABORTY**
(PARTNER)	Executive Director	Director	Company Secretary / CFO
Membership No.138593	Din No. 08467309	Din No. 08488285	
UDIN: 23138593BGVECS6190			

Place: Mumbai
Date: 30.05.2023


TARMAT
TARMAT


TARMAT

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