

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

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

Date: 31<sup>st</sup> July, 2020.

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

Dear Sir / Madam,

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

In Compliance with SEBI Circular No, CIR/CED/CMD1/21/2019 dated February 08, 2019, please find enclosed copy of Annual Secretarial Report dated July 31, 2020 for the Financial Year ended on March 31, 2020 issued by Prashant Diwan, Company Secretary,

We request you to take the same on record.

For Tarmat Limited

S. Chakraborty Company Secretary Membership No: F4987

Encl: as stated above.



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

# SECRETARIAL COMPLIANCE REPORT OF TARMAT LIMITED FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2020

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

I have examined:

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

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

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

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

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

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

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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(d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

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

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

Sr. No	Compliance Requirements (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	Out of total Promoter(s) and promoter group shareholding one Promoter holding 120 Equity Shares are not in dematerialized form.	The Shareholding of the Promoter(s) and promoter group is not 100% in dematerialized form
2	Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015	The Company has not maintain a functional website containing information mentioned in said Regulation	As informed by the Company, the requisite measures have been taken to update the website
3	SEBI Circular – SEBI/LAD- NRO/GN/ 2018/24 dated 8 <sup>th</sup> June, 2018, BSE Circular LIST/ COMP/ 15/2018-19 dated 5 <sup>th</sup> July, 2018, and NSE Reference number NSE/CML/2018/26 dated 9 <sup>th</sup> July, 2018	The Company has not implemented the Directions given in the said Circular w.r.t. sending letters including reminders to shareholders holding shares in physical form and appraising them about compulsory dematerialization of shares certificates about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018	As informed by the Company, the requisite communication will be sent to the Shareholders in due course
4	SEBI Circular SEBI/HO/MIRSD/DOP1/CIR /P/2018/73 dated 20 <sup>th</sup> April, 2018	The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc	As informed by the Company, the requisite communication will be sent to the Shareholders in due course
5	BSE Circular No. DCS/COMP/28/2016-17 dated 30 <sup>th</sup> March, 2017 - Mandatory Filing of Financial Results in XBRL Mode	The Company has not filed XBRL of Financial Result to BSE within 24 hours for the Quarter ended 31.03.2019 and 30.09.2019	Submitted after expiry of 24 hours

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# **PRASHANT DIWAN**

# B.Com, LL.B, FCS, AICWA

# Practicing Company Secretary

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6	NSE Circular No. Ref No:		
0	NSE/CML/2018/15 dated 7 <sup>th</sup>	The Company has not filed XBRL of Financial Result to NSE within	Submitted after expiry of 24
	May, 2018 - XBRL based		hours
	Compliance filings for Listed	24 hours for the Quarter ended 31.03.2019 and 30.09.2019	
	Companies at NSE	51.05.2019 allu 30.09.2019	
7	Regulation 19 of SEBI	The Composition of N.	[[]]
<b>'</b>	(Listing Obligations and	The Composition of Nomination and Remuneration Committee of	1
	Disclosure Requirements)		Remuneration Committee
	Regulation, 2015	the Company was not properly	comprised of only two
	Negulation, 2015	constituted for the period from 30.05.2019 to 17.10.2019	directors instead of three
8	Regulation 23(9) of SEBI	The Company has not filed	The helf-read D L + 1D +
	(Listing Obligations and	Related Party Transaction to	The half yearly Related Party Transaction was filed after
	Disclosure Requirements)	NSE within prescribed time for	the prescribed time limit
	Regulation, 2015	the half year ended 31.03.2019	the prescribed time limit
9	Regulation 29 of SEBI	The Company has not given	There was delay in giving
	(Listing Obligations and	Board Meeting Intimation to BSE	Prior Intimation about Board
	Disclosure Requirements)	and NSE within prescribed time	Meeting
	Regulation, 2015		0
10	Regulation 31 of SEBI	The Company has not filed	Submitted after expiry of 21
	(Listing Obligations and	Shareholding Pattern to BSE &	days
	Disclosure Requirements)	NSE within 21 days for the	
11	Regulation, 2015	Quarter ended 31.03.2019	
11	Regulation 30 read with	The Company has not filed	Submitted after expiry of 30
	Schedule III Part A of SEBI	Outcome of Board Meeting held	minutes
	(Listing Obligations and Disclosure Requirements)	on 30.05.2019 and 13.02.2020	
	1	for approval of Financial Results	
	Regulation, 2015	for the Quarter ended	
		31.03.2019 and 31.12.2019	
		respectively to BSE and NSE	
		within 30 minutes of conclusion	
		of Board Meeting.	

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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Sr. No	Actio take by	en	Details of violation	Details of action taken e.g. fines, warning letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.	
1	BSE NSE	&	relied upon by me, B penalties from time a Intimation / delay in su	ons made by the management and SE and NSE have levied various nd again due to delay in giving Ibmitting Compliance / Disclosure the Financial Year 2019-20.	However due to Lockdown the Company's office is closed and therefore the Company is not able to furnish the copies of notices received from BSE & NSE and proof of penalties paid. The impact of such Notice of BSE & NSE to Company could not be evaluated.	

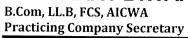
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation7 (3) ofSEBI (Listing obligationsobligationsandDisclosureRequirements)Regulation, 2015The Company has not filed ComplianceCertificate within prescribed time for the half year ended September 2018	31.03.2019	ThesaidCompliancecertificate was filedaftertheprescribedtimelimit	None
2	Regulation31(1) ofSEBI(ListingobligationsandDisclosureRequirements)Regulation, 2015The Company has not filed Shareholdingpatterns within prescribed time for theQuarterendedJune2018, December2018 and March 2019	31.03.2019	Thesaidshareholdingpatterns were filedaftertheprescribedtimelimit	None
3	Regulation31(2)ofSEBI(ListingobligationsandDisclosureRequirements)Regulation, 2015Out of totalPromoter(s)andpromotergroupshareholdingonePromoterholding120EquitySharesarenotdematerializedform	31.03.2019	the Company has advised Promoter to dematerialize their entire shareholding at earliest	The Company is required to take appropriate steps to convert Physical shares of Promoter into demat form.

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4	Regulation 34 (1) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 The Company has not submitted Annual Report for the year ended 31 <sup>st</sup> March, 2018 within prescribed time	31.03.2019	The Annual Report for the year ended 31 <sup>st</sup> March, 2018 was submitted after the prescribed time limit	
5	Regulation 40 (10) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 The Company has not filed Certificate within prescribed time for the half year ended September 2018	31.03.2019	The said certificate was filed after the prescribed time limit	None
6	Regulation 44 (3) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 The Company has not filed the voting results of Postal Ballot and Annual General Meeting in the XBRL format specified by the Board within prescribed time	31.03.2019	The voting results of Postal Ballot and Annual General Meeting in the XBRL format were filed after the prescribed time limit	None
7	Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 The Company has not maintain a functional website containing information mentioned in said Regulation	31.03.2019	As informed by the Company, the requisite measures have been taken to update the website	The Company is advised to maintain a functional website at the earliest
8	Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 PDF file of Reconciliation of Share Capital Audit report for the quarter ended March 2018 was not filed within prescribed time and PDF and XBRL file of Reconciliation of Share Capital Audit report for the quarter ended December 2018 were not filed within prescribed time	31.03.2019	The respective files of Reconciliation of Share Capital Audit reports were filed after the prescribed time limit	None

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

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

9	SEBI Circular – SEBI/LAD-NRO/GN/ 2018/24 dated 8 <sup>th</sup> June, 2018, BSE Circular LIST/ COMP/ 15/2018-19 dated 5 <sup>th</sup> July, 2018, and NSE Reference number NSE/CML/2018/26 dated 9 <sup>th</sup> July, 2018 The Company has not implemented the Directions given in the said Circular w.r.t. sending letters including reminders to shareholders holding shares in physical form and appraising them about compulsory dematerialization of shares certificates about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018	31.03.2019	As informed by the Company, the requisite communication will be sent to the Shareholders in due course	advised to send the requisite communication to the Shareholders
10	SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 <sup>th</sup> April, 2018 The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc	31.03.2019	As informed by the Company, the requisite communication will be sent to the Shareholders in due course	advised to send the requisite communication to

PRASHANT

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

PR: 530/2017 UDIN: F001403B000537532

Date: 31.07.2020 Place: Mumbai

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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.

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#### **Annexure** A

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

- 1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 4. The compliance of the provisions of applicable laws, rules and regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 5. The Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
- 6. I have not carried out the physical verification of any records due to prevailing conditions of COVID 2019 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

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

PR: 530/2017 UDIN: F001403B000537532

Date: 31.07.2020 Place: Mumbai

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