



TARMAT LIMITED

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

Date: 31st July, 2020.

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

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

Dear Sir / Madam,

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.



PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA

Practicing Company Secretary

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

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

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

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE & NSE	As per the representations made by the management and relied upon by me, BSE and NSE have levied various penalties from time and again due to delay in giving Intimation / delay in submitting Compliance / Disclosure by the Company during 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	Regulation 7 (3) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 The Company has not filed Compliance Certificate within prescribed time for the half year ended September 2018	31.03.2019	The said Compliance certificate was filed after the prescribed time limit	None
2	Regulation 31 (1) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 The Company has not filed Shareholding patterns within prescribed time for the Quarter ended June 2018, December 2018 and March 2019	31.03.2019	The said shareholding patterns were filed after the prescribed time limit	None
3	Regulation 31 (2) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 Out of total Promoter(s) and promoter group shareholding one Promoter holding 120 Equity Shares are not in dematerialized form	31.03.2019	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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DIWANDigitally signed by PRASHANT DEVENDRA
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DN: cn=Prashant Devendra Diwan, o=Prashant Devendra Diwan, email=prashant@prashantdevendra.com, c=IN

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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 st March, 2018 within prescribed time	31.03.2019	The Annual Report for the year ended 31 st March, 2018 was submitted after the prescribed time limit	None
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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9	SEBI Circular - SEBI/LAD-NRO/GN/2018/24 dated 8 th June, 2018, BSE Circular LIST/ COMP/ 15/2018-19 dated 5 th July, 2018, and NSE Reference number NSE/CML/2018/26 dated 9 th July, 2018 The Company has not implemented the Directions given in the said Circular w.r.t. sending letters including reminders to shareholders holding shares in physical form and appraising them about compulsory dematerialization of shares certificates about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018	31.03.2019	As informed by the Company, the requisite communication will be sent to the Shareholders in due course	The Company is advised to send the requisite communication to the Shareholders at the earliest
10	SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 th April, 2018 The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc	31.03.2019	As informed by the Company, the requisite communication will be sent to the Shareholders in due course	The Company is advised to send the requisite communication to the Shareholders at The earliest

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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

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.

