



- AIRPORTS
- HIGHWAYS
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- RAILWAYS
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Date: 13th October, 2016

NSE Script Symbol –TARMAT
532869

BSE Script Code -

The Listing Department,
Department
National Stock Exchange of India Ltd
Bandra Kurla Complex
Mumbai -400050

The Compliance

Bombay Stock Exchange
PJ Tower, Dalal Street,
Mumbai 400001

Sub: Submission of Minutes of 31st Annual general meeting

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Minutes of the 31st Annual general meeting of the member of the company held on 29th September, 2016.

Kindly take the above intimation on your record

Regards
For **TARMAT LTD**

S. Chakraborty
(Company Secretary)
Mob: 9594986433



TARMAT LIMITED

General Ak Vaidya Marg, Near Wageshwari Mandir, Off Film City Road, Goregaon East, Mumbai - 400 063.
Tel.: 2840 2130 / 1180 • Fax : 2840 0322 • Email : contact@tarmatlimited.com • Website : www.tarmatlimited.com
CIN : L45203MH1986PLC038535

HELD AT _____ ON _____ TIME _____

MINUTES OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF TARMAT LIMITED HELD ON THURSDAY, 29TH SEPTEMBER 2016 COMMENCED AT 03.00 P.M. AND CONCLUDED AT 03.55 P.M. AT HOTEL SEA PRINCESS, JUHU TARA ROAD, JUHU BEACH, MUMBAI-400049.

PRESENT:

- | | |
|--------------------------------|---|
| 1. Mr. Jerry Eapen Varghese | Chairman & Managing Director |
| 2. Mr. Dilip Varghese | Executive Director |
| 3. Mrs. Saramma Jerry Varghese | Executive Director |
| 4. Mr. Pratul Govind Dube | Independent director and Chairman of Audit Committee |
| 5. Mr. S. Chakraborty | Company secretary |
| 6. Mr. Shridhar Shetty | Accounts Manager CFO Designated |

Mr. Kamlesh Ajmera, Chartered Accountants from Hegde and associates, Auditors of the Company, was present.

Mr. Prashant Diwan, Company Secretary, Scrutinizer and Secretarial Auditor of the Company, was also present.

69 Members were present in person and 3 attended as authorized representative of bodies corporate.

There were nil proxies present as per the Attendance Register

CHAIRMAN

In terms of the Articles of Association of the Company, Mr. Jerry Varghese, Chairman of the Company chaired the meeting. The Quorum being present in terms of Article of Association, the Chairman declared the Annual General Meeting ("AGM") open.

The Chairman thereafter declared that the Register of Directors and Key Managerial Personnel with their Shareholding kept under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements kept under Section 189 of the Companies Act, 2013 and the Register of proxies would remain open and was accessible throughout the meeting.

HELD AT _____ ON _____ TIME _____

The Chairman introduced to the Members the Directors on the dais, and informed that the representatives of the statutory auditors were also present at the Meeting. The Chairman also mentioned that Mr. Ramesh Chandra Gupta and Mr. Chandrakant Sanghavi, Director of the Company, had informed their inability to attend the AGM due to other pressing business engagements.

With the consent of the Members present, the Notice of the meeting along with the explanatory statement and the Annexure to the Auditor's Report, was taken as read.

The chairman stated that there are few qualifications, in the Statutory Auditors report and Secretarial Auditor report which reply already given in Director report.

The Chairman briefed the Members on the performance and operations of the Company during the year under review.

The Chairman also briefed the Members on the company's continued efforts to bring back to its old glory of good financial health.

The Chairman thereafter invited comments and questions from the Members present.

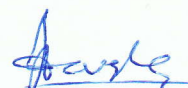
Members appreciated the efforts of the Company to bring the back the company into good financial health and the company replied the Members' queries ranged from financial performance, risk management, business insurance, business outlook, competition and utilisation of cash. The queries raised by the Members were appropriately answered by the Chairman, ED, other directors, Company secretary and the CFO.

The Chairman informed that in terms of the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided e-voting facilities between 26.09.2016, 09.00 a.m. to on 28.09.2016, 05 p.m.. The Company had appointed Mr. Prashant Diwan, Practicing Company Secretary, as the scrutinizer for conducting e-voting and ballot form. Mr. Diwan had submitted his report to the Chairman giving details of votes cast in favor or against in respect of all resolutions below forming part of Agenda of the meeting.

The Meeting then took up for consideration the items on the Agenda:

ORDINARY BUSINESS:

Item No.1:



To receive, consider and adopt the audited Balance sheet as on 31st March 2016, the Statement of Profit and Loss Account for the year ended 31st March 2016 together with the Schedules and Notes attached thereto, along with Auditors Report and Director's report thereon.

"RESOLVED THAT the audited Balance sheet as on 31st March 2016, the Statement of Profit and Loss Account for the year ended 31st March 2016 together with the Schedules and Notes attached thereto, along with Auditors Report and Director's report thereon thereon be and are hereby received, considered and adopted."

| | Votes cast in favour | Votes cast against | Total Votes |
|-----------------|----------------------|--------------------|-------------|
| Remote E-Voting | 6897409 | Nil | 6897409 |
| Ballot Paper | 391 | 10 | 401 |
| Total | 6897800 | 10 | 6897810 |

Item No.2:

Appointment of a Director

To Appoint a Director in place of Mr. Dilip Varghese (DIN 01424196), who retires by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof Mr. Dilip Varghese (DIN 01424196), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

| | Votes cast in favour | Votes cast against | Total Votes |
|-----------------|----------------------|--------------------|-------------|
| Remote E-Voting | 6897409 | Nil | 6897409 |
| Ballot Paper | 391 | 10 | 401 |
| Total | 6897800 | 10 | 6897810 |

Item No.3:

Ratification of appointment of Auditors

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time and pursuant to the recommendations of the Audit Committee, the Company hereby ratifies the appointment of M/s. Hegde and Associates, Chartered Accountants (Firms Registration no.103610W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting of the Company to be held in year 2017 to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."



HELD AT _____ ON _____ TIME _____

| | Votes cast in favour | Votes cast against | Total Votes |
|-----------------|----------------------|--------------------|-------------|
| Remote E-Voting | 6897409 | Nil | 6897409 |
| Ballot Paper | 391 | 10 | 401 |
| Total | 6897800 | 10 | 6897810 |

SPECIAL BUSINESS:

Item No.4:

Ratification of Cost Auditors' remuneration

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 75,000/- (Rupees Seventy five thousand only) plus service tax and reimbursement of travelling and other incidental expenses payable to Mr. Satish R shah, Cost Accountants who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31 March, 2017."

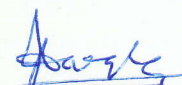
| | Votes cast in favour | Votes cast against | Total Votes |
|-----------------|----------------------|--------------------|-------------|
| Remote E-Voting | 6897409 | Nil | 6897409 |
| Ballot Paper | 391 | 10 | 401 |
| Total | 6897800 | 10 | 6897810 |

VOTE OF THANKS:

With all the items of the agenda being transacted, the chairman thanked the members for making it convenient to attend the Annual General Meeting and also thanked them for their active participation in the Annual General Meeting. Thereafter, the Chairman declared the meeting as concluded at 03.55 p.m.

Note: - As per the Scrutinizer's report all the above four Resolution has been passed with requisite majority.

Minutes recorded on 07/10/2016

Date of Signing: 08/10/2016**Place: Mumbai**

Chairman