

Date: 05/09/2017

NSE Script Symbol -TARMAT

BSE Script Code -532869

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

The Compliance Department
Bombay Stock Exchange
PJ Tower, Dalal Street,
Mumbai- 400001.

Dear Sir/ Madam,

Sub: Notice of 32nd Annual General Meeting and Book Closure

This is to inform you that the 32nd Annual General Meeting of the company will be held on Friday 29th September 2017 at 03.00 p.m. at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai-400049.

The notice of the 32nd Annual general meeting is enclosed.

Further The Register of Members and the Share Transfer Books will remain closed from 23.09.2017 to 29.09.2017 (both days inclusive) for the purpose of Annual general meeting.

The company is providing electronic voting (e-voting) facility to the members through electronic voting platform of Central Depository Services (India) Limited on all resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. 22.09.2017. The remote e-voting will commence 26.09.2017, 09.00 a.m. and ends on 28.09.2017, 05.00 p.m.

Kindly take the same on record and acknowledge the receipt

Thanking you,

Yours faithfully
For Tarmat Limited



S Chakraborty
Company Secretary



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



- AIRPORTS
- HIGHWAYS
- INFRASTRUCTURE
- RAILWAYS
- REAL ESTATE

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that **32nd ANNUAL GENERAL MEETING** of the Members of **TARMAT LIMITED** will be held on Friday 29th September 2017 at 3.00 p.m. at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai-400049 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the audited Balance sheet as on 31st March 2017, the Statement of Profit and Loss Account for the year ended 31st March 2017 together with the Schedules and Notes attached thereto, along with Auditors Report and Director's report thereon.

Item No. 2 - Appointment of a Director

To Appoint a Director in place of Mrs. Saramma Jerry Varghese (DIN 00012892), who retires by rotation and being eligible, offers herself for reappointment.

Item No. 3 - Appointment of Auditors

To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139, 140, 141, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under, M/s. Agarwal & Mangal, Chartered Accountants (FRN 100061W) be appointed as the Auditors of the Company, to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company, subject to ratification of the appointment by the members at every AGM in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Board of Directors and the Auditors.

SPECIAL BUSINESS:

Item No. 4 - Ratification of Cost Auditors' remuneration

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"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, 2018."

Item No. 5 - Change in designation of Mr. Dilip varghese

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of sections 196, 197, 198 schedule V and any other applicable provisions of the Companies Act, 2013 or any amendment to the said Act, and pursuant to the recommendation by the Nomination and Remuneration Committee of Directors of the Company, consent of the Member of the Company be and is hereby accorded to change in designation of Mr. Dilip varghese from Whole-time Director to Managing Director for a period of 3 years commencing from 14th February, 2017 to 13th February, 2020 on the following terms of payment of remuneration subject to requisite approval of secured Creditors:

Salary Grade	: ₹60, 000/- to ₹ 100,000/- per month Inclusive of all allowances
Gross Salary Per month	: Not exceeding ₹100, 000/-
Medical Reimbursement	: ₹1250/- per month
House Rent Allowance	: not exceeding 50% of Basic Salary

The payment of Bonus, Contribution to Provident fund, Gratuity, Super Annuation, Leave Encashment, City Compensatory Allowance and Transportation Allowance shall be as per the rules of the Company.

TARMAT LIMITED

General A.K Vaidya Marg, Near Wageshwari Mandir, Off Film City Road, Goregaon East, Mumbai - 400 063.
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CIN : L45203MH1986PLC038535



The Company shall provide a Car with driver for official use. The maintenance cost of the car shall be borne by the Company and fuel expenses shall be reimbursed on actual. A telephone shall also be provided for official use."

Item No. 6 – Change in designation of Mr. Jerry Varghese

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to change the designation of Mr. Jerry Varghese (DIN: 00012905) from Chairman & Managing director to Chairman & Executive Director of the Company for the period 3 years from 14th February, 2017 to 13th February, 2020 on the following terms of payment of remuneration subject to requisite approval of secured Creditors:

Salary Grade	:	₹2,00,000/- to ₹ 3,00,000/- per month Inclusive of all allowances
Gross Salary Per month	:	Not exceeding ₹300, 000/-
Medical Reimbursement	:	₹1250/- per month
House Rent Allowance	:	not exceeding 50% of Basic Salary

The payment of Bonus, Contribution to Provident fund, Gratuity, Super Annuation, Leave Encashment, City Compensatory Allowance and Transportation Allowance shall be as per the rules of the Company.

The Company shall provide a Car with driver for official use. The maintenance cost of the car shall be borne by the Company and fuel expenses shall be reimbursed on actual. A telephone shall also be provided for official use."

Item No. 7 – Re-Appointment of Mrs. Saramma Varghese, Executive director

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

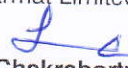
RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mrs. Saramma Jerry Varghese (DIN 00012892) be and is hereby reappointed as Executive director of the Company for a period of 3 years from 01st April, 2016 to 31st March, 2019 on the following terms of payment of remuneration subject to requisite approval of secured Creditors:

Salary Grade	:	Rs.1,00,000/- per month Inclusive of all allowances
Gross Salary Per month	:	Not exceeding Rs.300, 000/-
Medical Reimbursement	:	Rs.1250/- per month
House Rent Allowance	:	not exceeding 50% of Basic Salary

The payment of Bonus, Contribution to Provident fund, Gratuity, Super Annuation, Leave Encashment, City Compensatory Allowance and Transportation Allowance shall be as per the rules of the Company.

The Company shall provide a Car with driver for official use. The maintenance cost of the car shall be borne by the Company and fuel expenses shall be reimbursed on actual. A telephone shall also be provided for official use."

By Order of the Board of Directors
For Tarmat Limited


S. Chakraborty
Company Secretary

Date: 14th August, 2017
Place: Mumbai

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the business under Item No. 4 to 7 set out above Notice is annexed hereto.
3. Corporate Members are required to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their Attendance Slip along their copy of the Annual Report to the meeting.
5. Member who holds shares in dematerialized form requested to write their client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. Members seeking any further information about the accounts are requested to send their queries to the Company to collect the relevant information.
7. Members are requested to notify immediately any change in their address /bank mandate to their respective Depository Participants (DP s) in respect of their electronic shares account and to the Registrar and Share Transfer Agent of the Company at Big share services private Limited 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.
8. The Register of Members and the Share Transfer Book of the Company will remain closed from 23.09.2017 to 29.09.2017 (both days inclusive)
9. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting the said resolutions will not be decided on a show of hands at the AGM.
10. 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. 22.09.2017.
11. In compliance with 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 has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited and Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting as per details below:
 - (i) The voting period begins on 26.09.2017, 09.00 a.m. and ends on 28.09.2017, 05 p.m. 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 22.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Log on to the e-voting website www.evotingindia.com,
 - (iv) Click on Shareholders.
 - (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
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.
	<ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) Above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS:

Item No: 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at its meeting held on 29th May 2017, the Board has, considered and approved the appointment of Mr. Satish R shah, Cost Accountants as the cost auditor for the financial year 2017-2018 at a remuneration of Rs 75,000 (Rupees Seventy five thousand Only) plus service tax and reimbursement of travelling and other incidental expenses.

The Board recommends this resolution for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No: 5 & 6

Mr. Jerry Varghese and Mr. Dilip Varghese were appointed by the Board of Directors at its meeting held on 23rd August, 2014 as Chairman & Managing Director and Whole time Director respectively each for a period of 5 years which was subsequently approved by the Shareholders at their meeting held on 30th September, 2014.

Mr. Dilip Varghese has been assigned more and more responsibilities by the Board of Directors & Chairman from time to time for the operation of the Company. He has been part of all major decisions of the Company & its implementations from time to time.

In view of the above and that the provisions of Companies Act, 2013 under which a person cannot hold the dual position of Chairman and Managing Director of a listed Company (certain types of Companies are exempted), it is proposed that Mr Dilip Varghese be Designated as Managing Director and consequently Mr. Jerry Varghese be designated as Chairman and Executive Director of the Company. The Board may consider the proposal with full managerial responsibilities to Mr. Dilip Varghese subject superintendence and control of the Board of Directors and Chairman of the Company.

The Board recommends this resolution for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Jerry Varghese, Mrs. Saramma Varghese and Mr. Dilip Varghese will be interested.

Item No. 7

Mrs. Saramma Jerry Varghese were appointed by the Board of Directors at its meeting held on 14th March, 2011 as Executive Director a period of 5 years which was subsequently approved by the Shareholders at their meeting held on 29th September, 2011.

The present term of Mrs. Saramma Jerry Varghese as Executive Director of the Company expired on 31st March 2016. The Board of Directors at its meeting held on 06th February, 2016, have recommended to re-appoint Mrs. Saramma Jerry Varghese as Executive Director of the Company for a further period of 3 years, commencing from 01st April, 2016 to 31st March, 2019 subject to necessary approvals. The Board had further authorised Nomination and Remuneration Committee to approve the revision in the remuneration from time to time within the limit as approved by the Board in terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, if the remuneration paid to its Whole Time Director/ Executive Director exceeds the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013. The appointment of Mrs. Saramma Jerry Varghese is appropriate and in the best interest of the Company.

The Board recommends this resolution for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Jerry Varghese, Mrs. Saramma Varghese and Mr. Dilip Varghese will be interested.

For Tarmat Limited



S. Chakraborty
Company Secretary

Date: 14th August, 2017
Place: Mumbai

PROFILE OF DIRECTORS

Particulars	Mr. Dilip Varghese	Mr. Jerry Varghese	Mrs. Saramma Varghese
Date of Birth	12/02/1984	07/05/1950	01/12/1955
Date of Appointment	14/06/2006	03/01/1986	03/01/1986
Qualification and Experience	Bachelor of Science (Management) & Bachelor of Science (Marketing), SAP Certification Exp. 4 years	BE (Mechanical) from Mumbai University and has over 37 years of experience in the construction industry	Bachelor of Science (Management) & Bachelor of Science (Marketing). SAP Certification Exp. 6 Years
Directorship in other public companies	NIL	NIL	NIL
Director's shareholdings	1063463 shares	3241820 shares	1051161 shares
Relationship with Directors	Mr. Dilip Varghese is the son of Mr. Jerry Varghese & Mrs. Saramma Varghese directors of the company	Mr. Jerry Varghese is husband of Mrs. Saramma Varghese, director & Father of Mr. Dilip Varghese, Managing director of the company.	Mrs. Saramma Varghese is the wife of Mr. Jerry Varghese Chairman & Managing Director & mother of Mr. Dilip Varghese, Whole-time director of the company.
No. of Board meetings attended out of 4 meetings held during the year	04	04	04

ROUTE MAP TO THE AGM VENUE

