



- AIRPORTS
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Date: 18th April, 2018

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,

Sub: - **Postal Ballot Notice**

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and Regulation 44 of SEBI (LODR) Regulation, 2015 the Company has completed the physical and electronic dispatch of the Postal Ballot Notice dated 18th April, 2018 along with Postal Ballot form to all the members whose name is recorded in the registered of members as on Saturday 14th April, 2018 i.e. cut-off date. The postal ballot Notice, postal ballot form has been uploaded on companies website www.tarmatlimited.com and also available on the website of www.evotingindia.com.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure requirement) Regulation, 2015, we enclosed the Postal ballot notice and the Form being sent to the Shareholders of the company.

Please take the same record.

Regards

For Tarmat Limited

S. Chakraborty,
Company Secretary

TARMAT LIMITED

General A.K 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

NOTICE OF POSTAL BALLOT

To,

The Members

Notice is hereby given to the members of **TARMAT LIMITED** pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modification or re-enactment thereof for the time being in force), that the Company is seeking the consent of its members by passing the proposed resolution set out below by way of Postal Ballot or E-Voting.

In terms of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking of the Company, only with the consent of the Company by passing a special resolution. It also attracts the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 with respect to the matters requiring approval by postal ballot.

Keeping in view the above provisions, the Company proposes to obtain members' consent to the proposed following special resolutions by means of postal ballot. The proposed special resolution and the explanatory statement thereto are given below. The Postal Ballot Form is also being sent herewith.

Proposed Resolution

Under Section 180 (1) (a) of the Companies Act, 2013 for the sale of the Company's land located at General A.K. Vaidya Marg, Near Wageshwari Mandir stop, off Film City Road, Malad (e), Mumbai-400097.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Member of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to sell and transfer the Company's immovable properties in particular the piece and parcel of land admeasuring 5707 sq. mtrs in Survey No. 253 (pt.) CTS No. 692 (pt.), 692/7 to 10 and 6105 sq. mtrs in Survey No. 256 (pt.) CTS No. 653 (pt.), located at General A.K. Vaidya Marg, Near Wageshwari Mandir stop, off Film City Road, Malad (e), Mumbai-400097, with a clear and marketable title free from all encumbrances and claims (hereinafter referred to as "the said property") to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable buyer for the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including sale deed and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**By order of the Board of Directors
Tarmat Limited**

S. Chakraborty
Company Secretary

Date: 14th April, 2018
Place: Mumbai

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") as on Saturday 14th April, 2018.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e voting to enable the Members to cast their

votes electronically instead of dispatching Form. E-voting is optional.

4. The e-voting period commences on Thursday, 19th April, 2018 9.00 am, and ends on Friday 18th May, 2018 at 5.00 p.m. Please read carefully the instructions for e-voting as printed in this Notice.
5. The Board of Directors of the Company have appointed CS Prashant Diwan, Practicing Company Secretary, Mumbai as the Scrutinizer for conducting the Postal Ballot process (physical & e-voting) in a fair and transparent manner in accordance with law. Members are requested to send their duly completed and signed Postal Ballot Forms through self-addressed, postage pre-paid envelope attached to this Notice, which is addressed to the Scrutinizer. The Scrutinizer will submit his report to the Chairman / Managing Director or in their absence, the Company Secretary on or before 19th May, 2018.
6. The result of the Postal Ballot would be announced by the Chairman / Managing Director or in their absence the Company Secretary of the Company on Sunday 20th May, 2018 3.00 p.m. at the registered office of the Company. The date of declaration of Postal Ballot will be taken as the date of passing of Special Resolution. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The results of the Postal Ballot shall also be posted on the Company's website www.tarmatlimited.com besides communicating the same to the Stock Exchanges, where the shares of the Company are listed i.e., The BSE Limited (BSE) and The National Stock Exchange of India (NSE).
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice upto the date of declaration of results of the Postal Ballot.
8. Kindly note that the Members can opt only one mode of voting i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote by Physical Ballot and e-voting both, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed prepaid postage envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 18th May, 2018. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Members will also be accepted.
10. The voting period for e-voting module ends on 18th May, 2018 at 5.00 p.m.
11. The members who have not received Postal Ballot Forms may apply to the Company and obtain a duplicate thereof.
12. In cases where the Postal Ballot Form has been signed by an Authorized Representative of a Body Corporate, certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
13. Voting rights shall be reckoned on the record date i.e. Saturday 14th April, 2018
14. The Postal Ballot Forms received after 18th May, 2018 will be treated as if reply from the member has not been received.
15. The Board of Directors of the Company has appointed Mr. Dilip Varghese, Managing Director and/or Mr. S. Chakraborty, Company Secretary as the person responsible for the entire Postal Ballot process.
16. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means.
17. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
18. The Scrutinizer's decision on the validity of Postal Ballot will be final.
19. The instructions for Members for e-voting are as under:

Voting through electronic means:

- (i) The voting period begins on Thursday, 19th April, 2018 9.00 am and ends on Friday 18th May, 2018 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 cutoff date (record date) of Saturday 14th April, 2018, 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 Thursday, 19th April, 2018 9.00 am and ends on Friday 18th May, 2018 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 (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.

By order of the Board of Directors
Tarmat Limited

S. Chakraborty
Company Secretary

Date: 14th April, 2018
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE Companies act, 2013

The Company intends to reduce its debts by disposing some of its non-core assets. The Company has identified properties which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for disposal by way of Special Resolution. Approval of members is sought: -

to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property being all that piece and parcel of land admeasuring 5707 sq. mtrs in Survey No. 253 (pt.) CTS No. 692 (pt.), 692/7 to 10 and 6105 sq. mtrs in Survey No. 256 (pt.) CTS No. 653 (pt.), located at General A.K. Vaidya Marg, Near Wageshwari Mandir stop, off Film City Road, Malad (e), Mumbai-400097. with a clear and marketable title free from all encumbrances and claims.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on 14th April, 2018 has subject to the approval of Members of the Company by a Special Resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell the Company's immovable property as stated above with a clear and marketable title free from all encumbrances and claims to any person(s) and/or entity(ies) as may be determined by the Board including finalization of the suitable purchaser(s), of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreement for sale and such other documents in the best interest of the Company.

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

The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

By order of the Board of Directors
Tarmat Limited

S. Chakraborty
Company Secretary

Date: 14th April, 2018

Place: Mumbai

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1	Name(s) of Shareholder(s) (in block letters)	
2	Registered address of the Sole/First named Shareholder:	
3	Folio No./DP ID No./Client ID No.*	
4	Number of shares held :	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 14.04.2018 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below.

Sr. No.	Item No.	Types of Resolution	No. Of shares	I/We assent to the Resolution	I/We dissent the Resolution
1.	Approval under Section 180 (1) (a) of the Companies Act, 2013 for the sale of the Company's land situated at Film city Road, Goregaon (e), at village Malad, Mumbai	Special			

Place: _____

Date: _____

Signature of shareholders

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Prashant Diwan, address General A.K. Vaidya Marg, Near Wageshwari Mandir stop, off Film City Road, Malad (e), Mumbai-400097 in the attached self addressed prepaid postage envelope. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. The consent must be accorded by recording the assent and dissent by placing a tick (✓) mark in the appropriate column.
4. Duly completed Postal Ballot Form should reach the Company not later than 18th May, 2018 upto 5.00 p.m. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., 18th May, 2018 upto 5.00 p.m.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Saturday 14th April, 2018.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed prepaid postage envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A member need not use all the votes or needs to cast all the votes in the same way.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot (including e-voting) would be announced by a Chairman / Managing Director or in their absence the Company Secretary of the Company on Sunday 20th May, 2018 3.00 p.m. the registered office of the Company.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. The aforesaid result would be displayed at the registered office of the Company. The results of the Postal Ballot shall also be posted on the Company's website www.tarmatlimited.com besides communicating the same to the Stock Exchanges, where the shares of the Company are listed i.e., The BSE Limited (BSE) and The National Stock Exchange of India (NSE).