



- AIRPORTS
- HIGHWAYS
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Date: 15th October, 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

Sub: Submission of Minutes of 33rd Annual general meeting

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Minutes of the 33rd Annual general meeting of the member of the company held on 29th September, 2018.

Kindly take the above intimation on your record

Regards
For **TARMAT LTD**

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

MINUTES OF THE MEETING OF THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF TARMAT LIMITED HELD ON SATURDAY, 29TH SEPTEMBER 2018 AT THE HOTEL SEA PRINCESS, JUHU TARA ROAD, JUHU BEACH, MUMBAI-400049 COMMENCED AT 03.00 P.M. AND CONCLUDED AT 03.40 P.M.

The following Directors were present:

- | | |
|-----------------------------|---|
| 1. Mr. Jerry Eapen Varghese | Chairman & Director |
| 2. Mr. Dilip Varghese | Managing Director |
| 3. Mr. Pratul Govind Dube | Independent Director and Chairman of Audit Committee |
| 4. Mr. Chandrakant Sanghavi | Independent Director, Chairman of Stakeholders Relationship Committee and Chairman of Nomination and remuneration Committee |
| 5. Mr. S. Chakraborty | Company secretary |
| 6. Mr. Shridhar Shetty | Chief Financial officer |

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

Mr. Jerry Eapen Varghese, Chairman of the Meeting, occupied the Chair and proceeded with the Meeting.

The requisite Quorum being present, the Chairman declared the 33rd Annual General Meeting open.

The Chairman thereafter declared that the Register of Directors' and their shareholding maintained under Companies Act, 2013, Statutory Auditors Report and Secretarial Auditors Report would remain open and was accessible throughout the meeting.

The Chairman informed that the Company has not received any Proxies.

The Chairman introduced to the Members the Director on the dais namely, Mr. Dilip Varghese, Managing Director, Mr. Pratul Govind Dube, Independent director, who is also the chairman of the Audit committee and Mr. C. S. Sanghavi, Independent director. He also informed that the Mr. Ramesh Chandra Gupta, Independent director of the Company and Mrs. Saramma Varghese, Executive director of the company had informed their inability to attend the AGM. He thereafter informed that the Statutory Auditors had informed their inability to attend the AGM due to other engagements and the Secretarial Auditors is present in the Meeting.



CHAIRMAN'S INITIALS

The Chairman thereafter read and explained the qualifications / observations mentioned in the reports of Secretarial Auditors.

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

Members appreciated the recent efforts/actions of the Company and expressed confidence that these will bring back the company into good working and financial conditions. The queries raised by the Members were appropriately answered by the Chairman, Managing director and other Directors, Company secretary and the CFO.

Thereafter, the Chairman informed that in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided its members e-voting facility to exercise their votes on the items of business given in the notice through electronic voting system. The e-voting period commences on 26.09.2018 09.00 a.m. to 28.09.2018, 05 p.m.

He further informed that the Company has also made arrangements for voting through Ballot Paper at the Annual General Meeting for the Members who have not availed remote e-voting facility. The Company has appointed Mr. Prashant Diwan, Practicing Company Secretary as the Scrutinizer to scrutinize the Remote e-voting and Ballot Paper process

Thereafter on request of the Chairman, Mr. Prashant Diwan showed empty Ballot box to the Members. The Chairman then requested the Members to collect, fill and deposit Ballot Forms in the Ballot Box. After completion of depositing the Ballot Papers by the Members, the Ballot Box was sealed by Mr. Prashant Diwan.

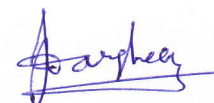
The Chairman thereafter informed the Members that the combined results along with the Scrutinizer's Report shall be placed on the Company's website and on the website of Central Depository Services (India) Limited for the voting done on the following resolutions:

Ordinary business:

Resolution No: 1 (Ordinary Resolution)

Adoption of Financial Statements

"RESOLVED THAT the audited Balance sheet as on 31st March 2018, the Statement of Profit and Loss Account for the year ended 31st March 2018 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."



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Resolution No: 2 (Ordinary Resolution)

Appointment of a Director

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof Mrs. Saramma Jerry Varghese (DIN 00012892), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Resolution No: 3 (Ordinary Resolution)

Appointment of Auditors

“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. Mehta Kothari & associates, Chartered Accountants (FRN 106247W)) be appointed as the Auditors of the Company, to hold office from the conclusion of 33rd 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:

Resolution No: 4 (Ordinary Resolution)

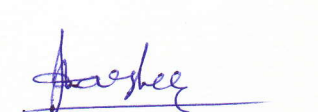
Ratification of Cost Auditors' remuneration

“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 31st March, 2019.”

Resolution No: 5 (Special Resolution)

Enhancement of Borrowing Powers

“RESOLVED THAT in supersession of the earlier resolution passed at the general meeting held on Monday 19, June, 2006 and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in


CHAIRMAN'S INITIALS

force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may deem fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money/ moneys so borrowed shall not exceed Rupees 1000 Crore (One thousand Crore)Only."

"RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

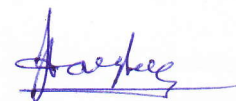
Resolution No: 6 (Special Resolution)

Creation of Charge on Company's Properties

"RESOLVED THAT in supersession to the resolution passed by the shareholders at the general meeting held on Monday 19, June, 2006, consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Company Act, 2013 read with rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force) to sell, lease, create charge / provide security for the sums borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest, costs, charges, expenses and all other monies payable by the Company to the Lenders / institutions concerned for an amount not exceeding Rupees 1000 Crore (One thousand Crore) Only under the respective borrowing arrangements entered into / to be entered by the Company."

"RESOLVED FURTHER THAT the security/(ies) to be created by the Company for its borrowings as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Company and concerned parties."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board, be and is / are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating security as aforesaid or otherwise considered to be in the best interest of the Company including filing of necessary forms with the Registrar of Companies."



CHAIRMAN'S INITIALS

Resolution No: 7 (Special Resolution)**Authority to make Investments under Section 186 of the Companies Act, 2013**

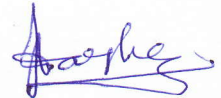
“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rules made thereunder including any statutory modification(s), amendments or re- enactment thereof, the Articles of Association of the Company, other applicable laws, approvals, consents, sanctions and permissions, as may be necessary, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) to grant loans and/or provide guarantees/securities and/or make investments for amounts exceeding 60% of the paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 1000 Crore (Rupees One Thousand Crore), over and above the aggregate of free reserves and securities premium account of the Company at any point of time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard for the purpose of giving effect to this Resolution.”

Recorded on: 10th October, 2018

Place: Mumbai

Date: 13th October, 2018



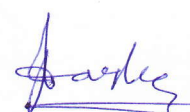
CHAIRMAN

Annexure:

- 1) Details of voting in the 33rd Annual General Meeting
- 2) Consolidated Summary of Voting

Details of voting in the 33th Annual General Meeting

DETAILS OF THE AGENDA				
Item No.	Particulars of Agenda	Resolution (ordinary/special)	Mode of Voting (Show of Hand / Poll / Postal Ballot / E-voting)	Remarks
1	Adoption of Financial Statements	ordinary	Remote E-voting and Ballot Form at AGM	Passed with requisite majority
2	Appointment of a Director	ordinary	Remote E-voting and Ballot Form at AGM	Passed with requisite majority
3	Appointment of Auditors	ordinary	Remote E-voting and Ballot Form at AGM	Passed with requisite majority
4	Ratification of Cost Auditors' remuneration	ordinary	Remote E-voting and Ballot Form at AGM	Passed with requisite majority
5	Enhancement of Borrowing Powers	special	Remote E-voting and Ballot Form at AGM	Passed with requisite majority
6	Creation of Charge on Company's Properties	special	Remote E-voting and Ballot Form at AGM	Passed with requisite majority
7	Authority to make Investments under Section 186 of the Companies Act, 2013	special	Remote E-voting and Ballot Form at AGM	Passed with requisite majority



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Annexure 2**Consolidated Summary of Voting**

Resol ution no.	Particulars of Resolutions	No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Adoption of Financial Statements	5982605	5982604	1	100.00%	0.00%
2	Appointment of a Director	5982605	5982604	1	100.00%	0.00%
3	Appointment of Auditors	5982605	5982604	1	100.00%	0.00%
4	Ratification of Cost Auditors' remuneration	5982605	5982604	1	100.00%	0.00%
5	Enhancement of Borrowing Powers	5982605	5982604	1	100.00%	0.00%
6	Creation of Charge on Company's Properties	5982605	5982604	1	100.00%	0.00%
7	Authority to make Investments under Section 186 of the Companies Act, 2013	5982605	5982604	1	100.00%	0.00%

