

## TARMAT LIMITED

### MINUTES OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TARMAT LIMITED HELD THROUGH VIDEO CONFERENCE / OTHER AUDIO VISUAL MEANS, ON TUESDAY, 28<sup>TH</sup> SEPTEMBER, 2021 AT 01.00 P.M.

Present through Video Conference / Other Audio Visual Means:

#### 1. **Members of the Board of Directors:**

- Mrs. Regina M. Sinha : Chairperson of the Company and also as the Chairperson of the Audit Committee.
- Mr. R. C. Gupta : Independent Director
- Mr. Krishan Kumar Kinra : Independent Director and also as the Chairman of the Nomination and Remuneration Committee of the Company and Stakeholder's Relation Ship Committee.
- Mr. Amit Shah : Executive Director
- Mr. Amit Goyal : Non-Executive Director
- Mr. Jayeshbhai M. Patel : Non-Executive Director

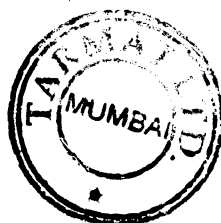
#### 2. **Executives and Invitees**

- Mr. S. Chakraborty : Company Secretary & Chief Financial Officer
- Mr. Pradip Mehta : Partner of Mehta Kothari & Associates Chartered Accountants, Statutory Auditors of the Company.
- Mr. Prashant Diwan : Secretarial Auditors and Scrutinizer of E-Voting of the Company had joined through Video Conferencing by invitation.

- 3 In aggregate, 78 Members were joined through Video Conferencing.
- 4 Mrs. Regina Sinha, Chairperson of the Board took the Chair.
- 5 The Statutory Registers were placed before the meeting.
- 6 At 1.00 p.m., Mr. Chakraborty commenced the meeting by welcoming the Members to the 36th Annual General Meeting (AGM). Then Mr. Chakraborty announced that the requisite quorum being present, the meeting was called to order.

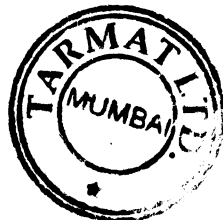


- 7 Mr. Chakraborty informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the Audio Video means. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs (MCA), i.e. General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other relevant circulars issued by MCA and Securities and Exchange Board of India (SEBI), which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021.
- 8 Mr. Chakraborty further informed that the Company had taken all steps to ensure that the Shareholders were able to attend and vote at this AGM in a seamless manner. He also stated that the Company had tied up with CDSL to provide facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.
- 9 Thereafter, Mr. Chkraborty commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31st March, 2021 as circulated to all the members in compliance with the relevant circulars of MCA were taken as read.
- 10 Mr. Chakraborty informed that Annual Financial Statements of the Company for the financial year ended 31st March, 2021 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read.
- 11 Mr. Chakraborty informed that the Company had provided the facility of e-voting to its Shareholders to exercise their right to vote on the Resolutions proposed to be passed at the AGM during the AGM using the e- voting website of CDSL. He further stated that Mr. Prashant Diwan Practicing Company Secretary was appointed as the Scrutinizer for the e-voting process.
- 12 Thereafter Mr. Amit Shah, Executive Director of the Company addressed the Shareholders of the Company informing performance of the Company during financial year ended 31.03.2021.
- 13 Thereafter Mr. Chakraborty moved all the following resolutions as set out in the Notice of AGM and then moved to the discussion and Questions & Answers (Q&A) session.
- a) Adoption of Audited Financial Results for the financial year ended 31.03.2021.

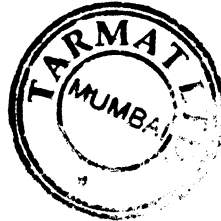


- b) Appointment of a Director in place of Mr. Amit Kumar Goyal (DIN: 05292585) who retires by rotation at this meeting and being eligible, offers himself for reappointment.
- c) Appointment of a Director in place of Mr. Jayeshbhai Manjibhai Patel (DIN: 08897467) who retires by rotation at this meeting and being eligible, offers himself for reappointment.
- d) Appointment of M/s. Mehta Kothari & associates, Chartered Accountants (FRN 106247W) as the Statutory Auditors of the Company, to hold office from the conclusion of 36<sup>th</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company.
- e) Increase of Authorised Capital Clause of the Memorandum of Association.
- f) Alter the Clause No. V of the Memorandum of Association.
- g) Alter the Clause No. 3 of the Articles of Association of the Company.
- h) Consideration the conversion of Loan of the promoter to the Company into equity shares that was used for the purpose of settlement of Bank/FI Loans.
- i) Consideration of Preferential issue and allotment of 79,83,548 convertible warrants into 79,83,548 equity shares of face value of Rs 10/- each the company to Promoter and Non-promoter(s).
- j) Ratification of the Remuneration to be paid to Mr. Satish Shah, Cost Auditor for the financial year 2021-22.
- 14 Mr. Chakraborty announced the names of the Shareholders who had registered themselves as Speakers for the meeting, in sequence.

<b>Sr. No.</b>	<b>Name</b>
1	Satish Shah
2	lekha satish shah
3	Tushar Sodha
4	Mrs. Celestine Mascarenhas
5	Mr. Aloysius Mascarenhas
6	Sandeepa Batiwala
7	Rohinton Framroze Batiwala.
8	I.Y.Mody
9	Rajendraprasad D. joshi .
10	Anil Parekh



- 15 Mr. Amit Shah responded to all the queries of the Speaker Members.
- 16 Mr. Chakraborty informed the members that the e-voting facility is open at the CDSL e-voting website after concluding of AGM for 10 minutes to enable the shareholders to cast their votes.
- 17 Mr. Chakraborty further informed that combined results of remote e-voting and e-voting during the meeting would be announced and made available on the website of the Company, on the website of CDSL and also on the website of the Stock Exchanges.
- 18 Mr. Chakraborty thanked the Shareholders for their co-operation in conducting the meeting through the Audio Video means for the first time.
- 19 Mr. Amit Shah also thanked all Directors and Members of the Management Committee who had joined the meeting. Further he stated that the meeting would stand concluded at the end of 15 minutes.
- 20 The meeting concluded at 02.14 p.m.
- 21 The results of the e-voting (attached as Annexure I) was declared on 29<sup>th</sup> September, 2021 based on the report of the scrutinisers dated 29<sup>th</sup> September, 2021. Entered in the Minutes Book on 15<sup>th</sup> day of October, 2021 at Mumbai.



Sd/-

Regina Sinha  
Chair Person

**36<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 28<sup>th</sup> SEPTEMBER, 2021**

Declaration of Results of Remote e-voting and e-voting at the Meeting As per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided the facility of remote e-voting to enable the Shareholders to cast their vote electronically on the resolutions proposed in the Notice of the 36<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on Friday, 24<sup>th</sup> September, 2021 till 5.00 p.m. on Monday, 27<sup>th</sup> September, 2021.

The Board of Directors had appointed Mr. Prashant Diwan, Practising Company Secretary as the Scrutiniser for remote e-voting. The Scrutiniser had carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 27<sup>th</sup> September, 2021 and votes cast through e-voting facility during the AGM and had submitted his Report on 29<sup>th</sup> September, 2021.

The Consolidated Results as per the scrutinizers' Report dated 29<sup>th</sup> September, 2021 are as follows.

<b>Resolution No.</b>	<b>Particulars</b>	<b>% of Votes in favour</b>	<b>% of Votes against</b>
1	Adoption of Financial Statements together with the Reports of Board of Directors and Auditors thereon for the financial year ended 31st March, 2021.	100	0
2	To appoint a Director in place of Mr. Amit Kumar Goyal (DIN: 05292585) who retires by rotation at this meeting and being eligible, offers himself for reappointment.	100	0
3	To appoint a Director in place of Mr. Jayeshbhai Manjibhai Patel (DIN: 08897467) who retires by rotation at this meeting and being eligible, offers himself for reappointment.	100	0
4	To Appoint M/s. Mehta Kothari & associates, Chartered Accountants (FRN 106247W) as the Statutory Auditors of the Company, to hold office from the conclusion of 36 <sup>th</sup> Annual General Meeting till the conclusion of 37 <sup>th</sup> Annual General Meeting of the Company.	100	0
5	To Increase of Authorised Capital Clause of the Memorandum of Association:	100	0



6	To Alter the Clause No. V of the Memorandum Association.	100	0
7	To Alter the Clause No. 3 of the Articles Association of the Company.	100	0
8	To consider the conversion of Loan of the promoter to the Company into equity shares that was used for the purpose of settlement of Bank/FI Loans.	99.99	0.01
9	To consider Preferential issue and allotment of 79,83,548 convertible warrants into 79,83,548 equity shares of face value of Rs 10/- each the company to Promoter and Non-promoter(s).	99.99	0.01
10	Ratification of the Remuneration to be paid to Satish Shah, Cost Auditors for the financial year 2021-22.	100	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 36<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

15.10.2021

