

Date: 03/10/2015

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: Minutes of 30<sup>th</sup> annual general meeting held on 18<sup>th</sup> September, 2015**

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, we forward minutes of 30<sup>th</sup> Annual General Meeting of the Company held on 18<sup>th</sup> September 2015.

Kindly take the same on record.

Regards

For Tarmat Ltd



S. Chakraborty  
(Company Secretary)

**MINUTES OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF  
TARMAT LIMITED HELD AT HOTEL SEA PRINCESS, JUHU TARA ROAD, JUHU  
BEACH, MUMBAI-400049 ON 18TH SEPTEMBER 2015 AT 11.30 A.M.**

**PRESENT:**

Members present in person: 63

Proxies present: NIL

Bodies Corporate through their representative 03

**DIRECTORS PRESENT:**

- |                           |          |
|---------------------------|----------|
| 1. Jerry Eapen Varghese   | Chairman |
| 2. Dilip Varghese         | Director |
| 3. Saramma Jerry Varghese | Director |
| 4. Pratul Govind Dube     | Director |

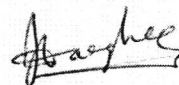
**IN ATTENDANCE:**

- |                    |                                    |
|--------------------|------------------------------------|
| 5. S. Chakraborty  | Company secretary                  |
| 6. Shridhar Shetye | Accounts Manager CFO<br>Designated |

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' shareholding maintained under Section 170 of the Companies Act, 2013 would remain open and was accessible throughout the meeting.

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.



CHAIRMAN'S INITIALS

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 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 Companies Act, 2013 and Rule 20 of Companies Management and Administrative Rules, 2014 and clause 35B of the Listing Agreement, the Company had provided e-voting facilities between 15<sup>th</sup> to 17<sup>th</sup> September 2015. 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:

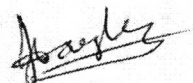
Adoption of Accounts

**"RESOLVED THAT** the audited Balance sheet as on 31st March 2015, the Statement of Profit and Loss Account for the year ended 31st March 2015 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."

Item No.2:

Appointment of Retiring 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 thereunder (including any statutory modification(s) or re-enactment thereof), Mrs. Saramma



CHAIRMAN'S INITIALS

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."

Item No.3:

Re-appointment of Auditors

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the recommendations of the Audit Committee of the Company, M/s. Hegde and Associates, Chartered Accountants [Firm Registration No.103610W], be and is hereby re-appointed as Auditors of the Company to till the conclusion of the Next annual General Meeting and authorize the Board of Directors to fix their remuneration."

**SPECIAL BUSINESS:**

Item No.4:

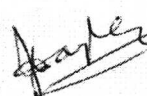
Appointment of Mr. Pratul Dube as a Director of the company

**"RESOLVED THAT** Mr. Pratul Dube, who was appointed as an Additional Director of the Company with effect from 14th February, 2015 in terms of Section 161 of the Companies Act, 2013, holds office upto the conclusion of the ensuing Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company."

Item No.5

Appointment of Mr. Pratul Dube as an Independent Director of the company

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under, read with Schedule IV to the Companies Act, 2013 as amended from time to time and Clause 49 of the Listing Agreement, Mr. Pratul Dube, (DIN: 02263368-), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this 30<sup>th</sup> Annual General Meeting i.e. 30<sup>th</sup> September, 2015 till the conclusion of 35<sup>th</sup> Annual General Meeting to be held in the year 2020 not liable to retire by rotation."



CHAIRMAN'S INITIALS

Item No.6

**Payment of remuneration to the Cost Auditors**

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 75,000.00 (Rupees Seventy five thousand only) plus service tax and reimbursement of travelling and other incidental expenses payable to Mr. Satish R shah, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-16."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The chairman informed that the result of e-voting would be announced at the website of the company and Central Depository Services Limited (India) within 2 days.

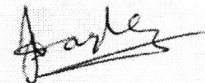
**VOTE OF THANKS:**

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.

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

**PLACE: MUMBAI**

**DATE: 10/10/2015**



**CHAIRMAN**