

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that 30th **ANNUAL GENERAL MEETING** of the Members of **TARMAT LIMITED** will be held on 18th September 2015 at 11.30 a.m. at Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai-400049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt 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.
2. To Appoint a Director in place of Mrs. Saramma Varghese who retires by rotation and being eligible, offers herself for reappointment.
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 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 (Firms Registration no.103610W) be and is hereby reappointed as Auditors of the company to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of the Next Annual General Meeting and authorize the Board of Directors to fix their remuneration"

SPECIAL BUSINESS:

4. Appointment of Mr. Pratul Dube as a Director of the company:
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"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."

5. Appointment of Mr. Pratul Dube as an Independent Director of the company:
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 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 30th Annual General Meeting i.e. 30th September, 2015 till the conclusion of 35th Annual General Meeting to be held in the year 2020 not liable to retire by rotation."

6. Payment of remuneration to the Cost Auditors:
To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"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 (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."

// CERTIFIED TRUE COPY//

By Order of the Board of Directors



S. Chakraborty
Company Secretary

Date: 08th August 2015
Place: Mumbai

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy 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.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 pertaining to the business under Item Nos. 4 to 6 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 E/2, Ansa Industrial Estate, Saki Vihar Road, Andheri (E), Mumbai -400072 Maharashtra in respect of their physical share folios, if any.
8. The Register of Members and the Share Transfer Book of the Company will remain closed from 12.09.2015 to 18.09.2015 (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. 11.09.2015
11. Voting through electronic means In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and

Administration) Rules, 2014 the Company pleased to provide to the members facility to exercise their votes at the 30th AGM by electric means and the business may be transacted through e-voting as per details below:

(i) The voting period begins on 15.09.2015, 09.00 a.m. and ends on 17.09.2015, 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 11.09.2015, 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 RA000000001 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. • 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).

)

A(ix)(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(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS:

Item No: 4 & 5

Mr. Pratul Dube was appointed as an Additional Director on the Board on 14th Feb, 2015 as Independent Director in place of Mr. Anil Joshi who has since resigned. Under the Act, it is required that Independent Directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149 and other applicable provisions of the Act, Mr. Pratul Dube, being eligible and offering him for appointment, is proposed to be appointed as an Independent Directors for a term up to the conclusion of 35th Annual General Meeting to be held in the year 2020

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors ("the Board") have reviewed the declaration made by him that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and are independent of the management. Hence, it is deemed fit to appoint him as an Independent Directors on the Board of the Company. A copy of the draft letter for the appointment of Mr. Pratul Dube, as an Independent Directors setting out the terms and conditions is available for inspection by the Members at the Company's Registered Office between 2.00 p.m. to 4.00 p.m. on any working day (Monday to Friday) of the Company upto the day previous to the date of Annual General Meeting.

Mr. Pratul Dube is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director of the Company.

The Company has received notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing his candidature for appointment as an Independent Director of the Company.

The detailed profile of Mr. Pratul Dube Directorship and Committee position held by him in other Companies is included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

Your Directors consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pratul Dube as an Independent Director.

Accordingly, your Directors recommend the Resolution for the approval of the Members appointing Mr. Pratul Dube as an Independent Director of the Company for a period of five years, not liable to retire by rotation.

Except Mr. Pratul Dube no Director, Key Managerial Personnel or their relatives, is in any way concerned or interested in the resolution at item no.4 of the Notice. Your Directors recommend the resolutions at item no. 4 & 5 of the Notice.

Item No: 6

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 14th February, 2015, the Board has, considered and approved the appointment of Mr. Satish R shah, Cost Accountants as the cost auditor for the financial year 2015-16 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.

By Order of the Board of Directors



S. Chakraborty
Company Secretary

Date: 08th August 2015

Place: Mumbai

PROFILE OF DIRECTORS

Particulars	Mr. Pratul Dube	Mrs. Saramma Varghese
Date of Birth	02/10/1960	01/12/1955
Date of Appointment	14/02/2015	03/01/1986
Qualification and Experience	<p>B. Com in (1981). Chartered Accountant in (may 1984) from Institute of Chartered Accountants of India.</p> <p>Company Secretary in (December 1984) from Institute of Company Secretaries of India.</p> <p>From 1998 to date Employer in D S K & Associates, Chartered Accountants as a partner.</p> <p>From 2006 to date Financial Management Consultant to United Nation office of Project Services (UNOPS)/ International Fund for agriculture Development (IFAD) for Project in India and abroad.</p> <p>From 1989 to 1996 Employer in Agriculture Finance Corporation Ltd., Mumbai as a Company Secretary and Financial Controller/ Internal Auditor.</p> <p>From May 1985 to January 1989 Employer in M/s. R S Joshi & Co., Chartered Accountants, Mumbai as a partner.</p>	<p>Bachelor of Science (Management) & Bachelor of Science (Marketing).</p> <p>SAP Certification</p> <p>Exp. 6 Years</p>
Directorship in other public companies	NIL	NIL

Director's shareholdings	NIL	1051161 shares
Relationship with Directors	NIL	Mrs. Saramma Varghese is the wife of Mr. Jerry Varghese Chairman & Managing Director & mother of Mr. Dilip Varghese, Whole-time director