



- AIRPORTS
- HIGHWAYS
- INFRASTRUCTURE
- RAILWAYS
- REAL ESTATE

Date: 03rd September, 2021

To,
National Stock Exchange of India Limited
Exchange Plaza,
5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E),
Mumbai — 400 051

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai - 400 001

Dear Sir/ Madam,

Sub : Filing of Annual Report of the Company for the year ended 31st March 2021.

Ref: NSE Symbol –TARMAT; BSE Script Code -532869

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report of the Company for the financial year 2020-21 including the Notice convening 36th Annual General Meeting ("Notice"), being sent to the members through electronic mode, is attached.

You are requested to take on record the same and acknowledge the receipt.

Thanking you,

Regards

For TARMAT LIMITED



S. Chakraborty
Company Secretary

TARMAT LIMITED

General A. K. Vaidya Marg, Near Wageshwari Mandir, Off Film City Road, Malad (E), Mumbai - 400 097.
Tel.: 2840 2130 / 1180 • Fax : 2840 0322 • Email : contact@tarmatlimited.com • Website : www.tarmatlimited.com
CIN : L45203MH1986PLC038535



36TH ANNUAL REPORT 2020-21

- AIRPORTS
- HIGHWAYS
- INFRASTRUCTURE
- RAILWAYS
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- ▶ Resurfacing/Extension of Runway at Air Force Station Maharajpur
Military Engineering Services
- ▶ Resurfacing/Extension of Runway at Air Force Station Awantipur
Military Engineering Services
- ▶ Future Apron with Automated lighting
Bangalore International Airport Limited
- ▶ Runway Resurfacing at Air force station, Agra Military Engineering Services
- ▶ Runway Strengthening & Taxi Tracks upgradation work at Cochin International Airport
Cochin International Airport Limited
- ▶ Resurfacing of main Runway including profile correction at CA Juhu Airports Authority of India, Mumbai
- ▶ Construction of apron, associated taxiways, Isolation bay, GSE area and associated works at Tiruchirapalli (Trichy) International Airport
- ▶ Construction of R Taxi track left out portion connecting runway 07/25 & 12/30, N taxi track connecting runway 07/25 at Chennai Airport, Chennai.
- ▶ Upgradation and widening of Main Runway at Nanded Airport Maharashtra
Industrial Development Corporation
- ▶ Extension and strengthening of Runway, Taxi track & Apron at Trichy Airport
Airports Authority of India
- ▶ Extension of Apron & Additional Parking Bays at Trivandrum Airport
Airports Authority of India
- ▶ Upgrading of main Runway 09/27 including dismantling and re-doing of Runway CAT - II light installations at Mumbai Airport
Airports Authority of India
- ▶ Construction of 4 No's remote parking bays on north of abandoned taxi track - B-3 at CSI Airport, Mumbai Airports Authority of India
- ▶ Re-strengthening of Runway and Taxi track, Laying Glass Grid at NAS Arakkonam. Tamil-Nadu
Military Engineering Services
- ▶ Extension of Runway at 24 Beginning, Expansion of Apron (Rigid), suitable for C type of Aircraft, Resurfacing of existing Runway (Flexible) and other associated works (Civil & Electrical) at Swami Vivekananda Airport Raipur."



COMPANY INFORMATION

Board of Directors

Mrs. Regina Manish Sinha	Chairperson and Independent Director
Mr. Amit Shah	Executive Director
Mr. R. C. Gupta	Independent Director
Mr. Krishan Kumar Kinra	Independent Director
Mr. Amit Kumar Goyal	Non-Executive Director
Mr. Jayeshbhai M. Patel	Non-Executive Director

Company Secretary and Chief Financial Officer

Mr. S. Chakraborty

Statutory Auditors

M/s Mehta Kothari & Associates
Chartered Accountants
134, Great Western Building,
Maharashtra Chambers of Commerce Lane,
Fort, Mumbai 400 001.

Bankers

Canara bank

Registered Office

Gen A. K. Vaidya Marg,
Near Wageshwari Mandir,
Off. Film City Road, Malad (East),
Mumbai - 400 097.
Tel: +91-22-2840 2130/ 1180
Website: www.tarmatlimited.com

Registrars & Transfer Agents

Bigshare Services Private Limited.
(Unit : Tarmat Limited)
1st Floor, Bharat Tin works building,
Opp. Vasant Oasis Makwana Road,
Marol, Andheri East, Mumbai-400059, Maharashtra.
Tel: 022 62638200
Email: shwetast@bigshareonline.com
Website: www.bigshareonline.com
Contact Name: Ms. Shweta



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NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 36TH ANNUAL GENERAL MEETING OF THE TARMAT LIMITED WILL BE HELD ON TUESDAY, THE 28TH SEPTEMBER 2021 AT 01.00 PM THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT GENERAL A. K. VAIDYA MARG, NEAR WAGHESHWARI MANDIR, OFF FILM CITY ROAD, MALAD (E), MUMBAI 400 097.

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements.

To receive, consider and adopt the standalone and consolidated Financial Statements of the company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.

ITEM No. 2 – Appointment of Mr. Amit Kumar Goyal (DIN: 05292585) who retires by rotation.

To appoint a Director in place of Mr. Amit Kumar Goyal (DIN: 05292585), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM No. 3 – Appointment of Mr. Jayeshbhai Manjibhai Patel (DIN: 08897467) who retires by rotation.

To appoint a Director in place of Mr. Jayeshbhai Manjibhai Patel (DIN: 08897467), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 - Appointment of Auditors

To consider and if thought fit to pass following Resolution as an Ordinary Resolution:

“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 Statutory Auditors of the Company, to hold office from the conclusion of 36th Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company.

“RESOLVED FURTHER THAT 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:

Item No. 5: Increase of Authorised Capital Clause of the Memorandum of Association:

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

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore and Sixty Lakhs) equity shares of Rs. 10 each/- (Rs. Ten Only) each to Rs. 22,00,00,000 (Rs. Twenty Two Crores Only) divided into 2,20,00,000 (Two Crore and Twenty Lakhs) equity shares of Rs. 10 each/- (Rs. Ten Only) each, ranking paripassu in all respect with the existing Equity Shares of the Company.”

Item No. 6: Alteration in the Clause No. V of the Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The authorized share capital of the Company is Rs. 22,00,00,000 (Rs. Twenty Two Crores Only) divided into 2,20,00,000 (Two Crore and Twenty Lakhs) equity shares of Rs. 10 each/- (Rs. Ten Only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in such capital for the time being into secured classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as

may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.”

Item No. 7: Alteration in the Clause No. 3 of the Articles of Association of the Company.

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

“RESOLVED THAT pursuant to section 14 of the Companies Act, 2013, Article No. 3 of the Articles of Association of the Company be altered by substituting it with the following new clause:

The Authorized Share Capital of the Company is as per Clause V of the memorandum of Association of the Company.”

Resolution No. 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.

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

“RESOLVED THAT in continuation with earlier approval of the members as on 18/06/2019 and pursuant to section 39,42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded to utilize/convert the Loan(s)/Advances advanced to the Company on various dates and aggregating to Rs. Upto 44,07,10,000/- as on 31.03.2021 by the below mentioned promoter and director of the Company towards any future subscription in one or multiple tranches of any securities which includes equity and convertible warrants into shares (both equity /preference Shares), at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and rules framed thereunder:

Sl. No.	Name	Amount (Rs.)
1.	Mr. Jerry Varghese	38,48,84,000/-
2.	Mr. Dilip Varghese	5,58,26,000/-
	Total	44,07,10,000/-

RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules , 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the promoter groups, in one or multiple tranches, towards future subscription of any securities including equity and convertible warrants into shares (both equity / preference Shares).

RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating of Rs. Upto 44,07,10,000/- as on 31.03.2021 given by the promoter group to the company on various occasions as mentioned in the Explanatory statement this notice be and hereby treated /considered as the utilization of fund towards the subscription proceeds any issue of share capital of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required .”

Item No. 9 : 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):

To consider the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“Companies Act”) read Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, as amended from time to time, and various rules, regulations, circulars, press notes, clarification issued by the Securities and Exchange Board of India, including but not restricted to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subsequent amendments thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and amendments thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto and all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”) (“SEBI Regulations”), the Reserve Bank of India (“RBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”) and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions of the appropriate statutory authorities, if any, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by 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 have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot 79,83,548 convertible warrants into equity shares of face value of Rs. 10/- each and on conversion to be fully paid up, for cash, at a price 72/- per share (at premium of Rs. 62/-) the price as determined in accordance with Chapter V of SEBI ICDR Regulations, 2018 on a preferential basis to the promoter(s)/non-promoters whichever is higher in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of 79,83,548 convertible warrants into 79,83,548 equity shares of face value of Rs 10/- would August 27, 2021 which would be the date falling 30 days prior to last date of this Annual General Meeting and the floor price as calculated as per ICDR Regulation 2018 is of Rs. 72/- (Rupees Seventy Two only) per convertible warrants into equity shares of face value of Rs 10/- each.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 79,83,548 convertible warrants into 79,83,548 equity shares of face value of Rs 10/- each, fully paid up, for cash, at a price 72/- per share (including premium of Rs. 62/-) as recomputed under the said Regulation to the person belongs to both Promoter and non-promoter group:

A. ISSUE OF 17,66,151 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO PROMOTER GROUP:

PROMOTER GROUP				
Sr. no	Name	No of Proposed Convertible warrants into shares	At Price	Total Amount
1	Jerry Varghese	12,16,151	72/-	8,75,62,872
2	Dilip Varghese	5,50,000	72/-	3,96,00,000

B. ISSUE OF 62,17,397 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO NON-PROMOTER GROUP:

NON PROMOTER GROUP				
Sr. no	Name	No of Proposed Convertible warrants into shares	At Price	Total Amount
1	M/s. Riserose Business Pvt.Ltd CIN U51909WB2008PTC129696	10,47,231	72/-	7,54,00,632
2	Kingston Vincom Pvt. Ltd CIN U52190RJ2011PTC049477	10,40,000	72/-	7,48,80,000
3	Ambika Vincom Pvt. Ltd CIN U51909WB2008PTC129661	600,000	72/-	4,32,00,000
4	Veekay Apartments Pvt. Ltd CIN U45201WB1996PTC076877	5,45,784	72/-	3,92,96,448
5	Somani Estates Pvt. Ltd. CIN U70101WB1998PTC086826	4,74,684	72/-	3,41,77,248
6	YMS Finance Private Limited CIN U51909WB1994PTC062028	6,98,726	72/-	5,03,08,272
7	Regent Hi-rise Pvt. Ltd CIN U34102WB1991PTC053013	12,11,569	72/-	8,72,32,968
8	Indu Patodia	1,10,000	72/-	79,20,000
9	Harsh Vardhan Patodia	2,20,000	72/-	1,58,40,000
10	Amit Shah	2,69,403	72/-	1,93,97,016

RESOLVED FURTHER THAT pursuant to the consent of the members at their meeting held on 18/06/2019 and as per section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, the members be and hereby accorded their consent to utilize the following amounts advanced and standing as loan as on 31st March 2021 by the following subscribers from the promoter group towards subscription of 17,66,151 the convertible warrants into 17,66,151 equity shares of face value of Rs.10/- each:

PROMOTER GROUP				
Name	Loan Outstanding as on 31st March 2021(Rs.)	No of Proposed Convertible warrants into shares	Issue Price	Loan to be (upto) adjusted towards the subscription of warrants (Rs.)
Mr. Jerry Varghese	38,48,84,000/-	12,16,151	72	8,75,62,872
Mr. Dilip Varghese	5,58,26,000/-	5,50,000	72	3,96,00,000
TOTAL	44,07,10,000/-	17,66,151		12,71,62,872

"RESOLVED FURTHER THAT the issue of convertible warrants in to equity shares as above subject to following terms and conditions:

- A. Pursuant to regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:
- the 79,83,548 convertible warrants into equity shares of face value of Rs. 10/- each shall be subscribed within 18-months from the date of allotment.
 - the issue 17,66,151 convertible warrants into equity shares of face value of Rs10/- each, as above shall be on conversion of warrants into the equity shares to be allotted on preferential basis to the promoter Group, be locked in up to a period of 3 year from the date the of trading permission or as directed by the stock Exchange; and
 - the issue 62,17,397 convertible warrants into equity shares of face value of Rs. 10/- each, as above shall be on conversion of warrants into the equity shares to be allotted on preferential basis to the non promoter Group, be locked in up to a period of 1 year from the date the of trading permission.
 - the 79,83,548 convertible warrants into equity Shares of face value of Rs. 10/- each, pursuant to the aforesaid preferential allotment in one or multiple tranches, shall rank pari-passu in all respects including as

to dividend, bonus and other corporate actions with the existing fully paid up Equity Shares of face value of Re. 10/- each of the Company;

- B. The Loan (Loan Includes Prior Loans) outstanding in the Books of the company as on 31.03.2021 from the Promoter Acquirer(s) shall be adjusted towards the subscription amount of 17,66,151 convertible warrants into equity shares of Rs.10/- each proposed to be allotted to the promoter group, which shall be treated as part / full payment of the initial/ final subscription amount and balance amount, if any, to be paid before the date of allotment of shares.”
- C. Subject to regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board or the share allotment committee constituted there under shall allot not more than 79,83,548 convertible warrants into equity share of face value Rs. 10/- each at a issue price of 72/- each (including premium) and post allotment paid up capital of the company will not exceed Rs. 21,31,42,550 (divided in to 21314255 Equity Shares of face value of Rs.10/-each);
- D. the Equity Shares to be issued and allotted by the Company to the person mentioned herein above shall be in dematerialized form and within a period of 15 days from the date of passing of this resolution or in receipt of the in- principle approval from the Stock Exchanges or any other statutory permission, whichever is later.
- E. where the issue and allotment of the said Equity Shares be pending on account of pendency of any approval for such issue and allotment by any regulatory authority, Stock Exchange or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted there under be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid convertible warrants into equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the above convertible warrants into equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit , without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

Item No. 10 - Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2021-22.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 if any, including any statutory modification(s) or re-enactment thereof, for the time being in force and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. Satish shah,

Cost Accountant, the Cost Auditor of the Company, to audit the cost records maintained by the Company for the Financial Year 2021-22, amounting to Rs. 75000/- (Rupees Seventy five thousand only) plus taxes as applicable and reimbursement of actual travel and out of pocket expenses be and is hereby ratified and confirmed.”

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 14th August, 2021

Place: Mumbai

NOTES:-

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC/OAVM. The deemed venue for the meeting shall be registered office of the Company at General A. K. Vaidya Marg, Near Wagheshwari Mandir, Off Film City Road, Malad (E), Mumbai 400 097.
2. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA circulars, the 36th AGM of the members will be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial no. 18).
3. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide VC/OVAM facility for the AGM of the Company.
4. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form , Attendance Slip and Route Map are not annexed to this Notice.
5. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.

8. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at tarmatcs@gmail.com, pursuant to Section 113 of the Companies Act, 2013.
9. In case of Joint Holders attending the AGM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
10. Only bona fide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict nonmembers from attending the meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
12. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation Disclosures Requirement) Regulation, 2015 ("SEBI Listing Regulations"), companies can serve Annual Report and other communications through electronic mode to those Members who have registered their email ID either with the Company or with the Depository Participants. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. In compliance with the provisions of MCA vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA
13. Members seeking any further information about the accounts are requested to send their queries to the Company to collect the relevant information.
14. 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 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.
15. The Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, 22nd September, 2021 to Tuesday, 28th September, 2021 (both days inclusive).
16. 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. Tuesday, 21st September, 2021.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting ('AGM') by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL').
 - (i) The remote e-voting period commences on Friday, 24th September, 2021 (09.00 a.m.) (IST) and ends on Monday, 27th September, 2021 (05.00 p.m.) (IST), 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 Tuesday, 21st September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com,
 - (iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	<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"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Company/ RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE :

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/ RTA email id.
2. For Demat shareholders – please provide Demat accounts details (CDSL- 16 Digit beneficiary ID or NSDL – 16 digit DPID + CLID), Name, Client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN Card), AADHAR (self attested scanned copy of Aadhar Card) to Company / RTA email id.

(xix) Note for Non – Individual Shareholders and Custodians

- i. 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.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. 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.
- iv. 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.
- v. 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 or contact Mr. Nitin Kunder (022-2300058738) or Mr. Mehboob Lakhani(022-2300058543) or Mr. Rakesh Dalvi (022-23058542)

18. The process and manner of participating in Annual General Meeting through Video conferencing mode is explained herein below:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at tarmatcs@gmail.com These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for Shareholders for E-Voting during the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; tarmatcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions “FAQs”) and evoting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

The Company has appointed Mr. Prashant Diwan, Practicing Company Secretary, (Membership No. 1403, COP No. 1979) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period of 48 hours from the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same.

The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith. The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed immediately after the result declared by the Chairperson or any other person authorised by the Chairperson.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 14th August, 2021
Place: Mumbai

ANNEXURE TO THE NOTICE
Explanatory Statement
[Pursuant to Section 102(1) of the Companies Act, 2013]

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI ICDR REGULATIONS"), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 5 & 6– INCREASE OF AUTHORISED CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To accommodate the proposed change in the capital of the company by way of fresh issue of shares on a preferential basis, it is necessary to increase the authorized capital clause of the Memorandum of Association of the company. Hence the proposed resolutions.

The Authorised capital shall increase from existing Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore and Sixty Lakhs) equity shares of Rs. 10 each/- (Rs. Ten Only) each to Rs. 22,00,00,000 (Rs. Twenty Two Crores Only) divided into 2,20,00,000 (Two Crore and Twenty Lakhs) equity shares of Rs. 10 each/- (Rs. Ten Only) each, ranking paripassu in all respect with the existing Equity Shares of the Company."

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

The Board recommends passing of this resolution set out at Item No. 5 and 6 as Special Resolution.

ITEM NO. 7 – ALTERATION IN THE CLAUSE NO. 3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

To give effect to the increase in the authorized capital of the company this resolution is proposed.

Authorized Share Capital of the Company is as per Clause V of the memorandum of Association of the Company.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

The Board recommends passing of this resolution set out at Item No. 7 as Special Resolution.

ITEM NO. 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 AND WORKING CAPITAL NEEDS OF THE COMPANY.

The Company, from time to time has obtained loans and advances from Mr. Jerry Varghese & Mr. Dilip Varghese promoters of the Company. As on 31.03.2021 upto Rs. 44,07,10,000 /-is outstanding and the company deployed the loans received from Mr. Jerry Varghese & Mr. Dilip Varghese towards settlement of NPA accounts of the Company, Bank Loan obligations, working capital, general Corporate purpose and other creditors requirements, without any interest.

Sl. No.	Name	Amount (Rs.)
1.	Mr. Jerry Varghese	38,48,84,000/-
2.	Mr. Dilip Varghese	5,58,26,000/-
	Total	44,07,10,000/-

The Board assured them that when there will be any expansion of capital, that time he will be given an option to subscribe the capital of the company and his outstanding's including any of the promoter Group will be adjusted against the subscription amount.

The Board at their meeting held on 07th May, 2019 decided to consider conversion of Loan of Mr. Jerry Varghese & Mr. Dilip Varghese, promoters of the Company and also the members at their meeting held on 18/06/2019 approved the same.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution, save and except for the promoters.

The Statutory Auditor M/s. Mehta Kothari & Associates confirmed that as on 31.03.2021 the Company has accepted Loan and advances from Mr. Jerry Varghese & Mr. Dilip Varghese upto Rs. 44,07,10,000 /- promoter of the Company.

A certificate from the Statutory Auditor about the Loan and advances from Mr. Jerry Varghese & Mr. Dilip Varghese upto Rs. 44,07,10,000 /- promoter of the Company is available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

Extracts of the Board Resolution dated 21st August 2021 which includes the Term & Conditions of the Conversion of the Loan and advances of the promoter group into equity shares will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

The salient features of the Loan and advances of the promoter Loan and advances from Mr. Jerry Varghese & Mr. Dilip Varghese upto Rs. 44,07,10,000 /- promoters of the Company now liable to be used for the purpose of this issues:

1. The Loan and advances from Mr. Jerry Varghese & Mr. Dilip Varghese upto Rs. 44,07,10,000 /- promoters of the Company to be used as subscription money in any future capital dilution of any fresh issue of capital.
2. The Loan and advances from Mr. Jerry Varghese & Mr. Dilip Varghese upto Rs. 44,07,10,000 /- may be used for future allotment of any shares/Convertible warrants Upto 31.03.2025 or may be repaid before that.
3. Interest on the Above Loan Upto 31.03.2025 is Nil. There after @ 12% P.A.
4. Utilisation of the Loan and Advances: The Loan was taken by the company on various occasions to meet with the Financial obligations (of all descriptions) of the Bank Loan, FI and meeting with working capital needs be considered as part of the object of any future issue.
5. In this issue Mr. Jerry Varghese applied for 1216151 convertible warrants into equity shares of face value of Rs. 10/- each of & Mr. Dilip Varghese applied for 5,50,000 convertible warrants of face value of Rs.10/- each.

PROMOTER GROUP				
Name	Loan Outstanding as on 31st March 2021 (Rs.)	No of Proposed Convertible warrants into shares	Issue Price	Loan to be (upto) adjusted towards the subscription of warrants (Rs.)
Mr. Jerry Varghese	38,48,84,000/-	12,16,151	72	8,75,62,872
Mr. Dilip Varghese	5,58,26,000/-	5,50,000	72	3,96,00,000
TOTAL	44,07,10,000/-	17,66,151		12,71,62,872

The Board of Directors recommends the resolution for your approval. The Promoter(s) of the Company are interested in the resolution to the extent of their shareholding.

ITEM NO. 9: ISSUE OF PREFERENTIAL ALLOTMENT OF 79,83,548 CONVERTIBLE WARRANTS TO PROMOTER AND NON-PROMOTER GROUP INTO EQUITY SHARES.

The members were aware that the company had taken loan from various Banks in the past to meet with its Business Requirements. The Promoter(s) of the company as the Term and Condition of the Loan requirements had given their personal properties and Guarantee to secure the Loan.

The Loan was turned NPA around 2010 and the Bank under Securitisation Act, sold at various occasion the properties of the Promoters to secure /recover their Loans. The Company under the active participation of the Promoters entered into one time Settlement of the Loan and the entire Bank Loan of the Company were cleared. Even Mr. Dilip Varghese sold part of their holdings to meet with the financial requirements of the Company. The Company as on 31.03.2021 has accepted loan of Rs. 44,07,10,000/- to meet with its various requirements of short term requirements, tax obligations, settlement dues, working capital , Bank Guarantee , Bank Loan EMI/Obligations and general Corporate As on date the Loan and advances from the promoter group as under :

Sl. No.	Name	Amount (Rs.)
1.	Mr. Jerry Varghese	38,48,84,000/-
2.	Mr. Dilip Varghese	5,58,26,000/-
	Total	44,07,10,000/-

In consultation with the Board and to going forward, the Promoters agreed to convert the outstanding Loan of Rs. upto 12,71,62,872 as on 31.03.2021 into equity capital of the Company. Hence, this loan and advances shall be used towards subscription amount of the future issue of capital of the company of the said promoter.

The Board also clarified that part/full of the Outstanding Loans can also be used as initial subscription contribution or there after towards subscription of the shares which may be required as per chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Statutory Auditor M/s. Mehta Kothari & associates, Chartered Accountants (FRN 106247W)) confirmed that as

on 31.03.2021 the company has accepted Rs. 44,07,10,000/-Crore approximately as Loan from the promoter group of the Company.

A certificate from the Statutory Auditor of the in this regard attached for your consideration. Board at their meeting held on 21.08.2021 considered the proposal of Conversion of Loan of the Mr. Dilip Varghese, promoters of the Company into Equity Shares and feels it as the best option to allow Mr. Jerry Varghese & Mr. Dilip Varghese to subscribe the shares against upto a value of Rs.12,71,62,872/-.

Your company is proposing to offer and issue upto 79,83,548 convertible warrants into equity shares of face value of Rs. 10/-each and at a subscription price of 72/- each of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to Promoter and non-promoter.

The proposed Promoter Allottees have been giving the company from time to time loans and advances without interest.

The Allottees have requested the Board to consider the loans and advances already given to give in future to adjust against any issue of equity shares and balance with cash. This proposed allotment will help the company to improve its debt:equity ratio and compliances under the Companies Act, 2013. By this conversion, the wealth of the Share holders and other stake holders will increase.

1. As per Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the relevant date is 27th August 2021.
2. The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:
 - (a) the Proposed resolution to be passed as a special resolution ;
3. The Company confirms the compliance of regulation 72 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:
 - (a) the Proposed resolution to be passed as a special resolution ;
 - (b) As on date the acquirer /allottee has the following pre-holdings.*

Sl. No.	Name	No of shares	Lock-in details
PROMOTER GROUP			
1.	Mr. Dilip Varghese	600,000**	31-03-2023
		44,914	27-08-2021 to 26-04-2022
2.	Mr. Jerry Varghese	20,35,820	27-08-2021 to 26-04-2022
NON-PROMOTER GROUP			
1	M/s. Ambika Vincom Private Limited	0	NA
2	Kingston Vincom Pvt. Ltd	0	NA
3	Regent Hi-rise Pvt. Ltd	0	NA
4	Riseroose Business Pvt.Ltd	0	NA
5	Somani Estates Pvt. Ltd.	511100	27-08-2021 to 26-04-2022
6	Veekay Apartments Pvt. Ltd	440000	27-08-2021 to 26-04-2022
7	YMS Finance Private Limited	287059	27-08-2021 to 26-04-2022
8	Amit Shah	370024	27-08-2021 to 26-04-2022
9	Indu Patodia	250000	27-08-2021 to 26-04-2022
10	Harsh Vardhan Patodia	180000	27-08-2021 to 26-04-2022

*The pre-holdings of the above shareholders has been put under lock in upto 27-08-2021 to 26-04-2022.

**Mr. Dilip Varghese has total pre-holdings of 644914 equity shares, out of 6,44,914 equity shares,600000 equity shares is already under lock-in upto 31-03-2023.

- (c) The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE & NSE).;
- (d) the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts only.

(e) The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the six months preceding the relevant date and also not willful defaulters or there is any prohibition order from any regulatory authority including SEBI to subscribe the shares.

4. As per regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the required details are furnished as under:

A. Objects of the issue:

At present the paid up capital of the company consist of Rs. 13,33,07,070/- consists of 1,33,30,707 equity shares of face value of Rs.10/- each. The Company as part of its future growth strategy aims to:

1. enlarge its core businesses in the infrastructure development of airport , development of Airport runways and other Infra projects, port, roads and to meet with that requirements mainly needs short term requirements, tax obligations, settlement dues, working capital , Bank Guarantee , return of Loan and advances to the Promoter and other lenders and general Corporate purposes ; and
2. Invest in technology, human resources and other infrastructure or working capital to support the Businesses of the Company.
3. Purchase of machineries including heavy machineries.

B. Maximum number of specified securities to be issued:

The Company propose to issue 79,83,548 convertible warrants into equity shares of equivalent quantity of face value of Rs.10/- each. On conversion of the warrants into the equity share, the capital of the company will be added by additional 79,83,548 equity shares of face value of Rs.10/- each.

C. Intention of the Promoters / Directors / Key Management persons to subscribe the offer:

- I. The present promoters holding consist of 53,19,551 (39.90%) equity shares of Rs.10/- each held by 7-shareholders . The Post allotment the promoters holding will be consists of 70,85,702 shares of face value of Rs.10/- each aggregating to 33.24%.
- II. For this issue, there are two subscriber from the promoter group and 10 from the non-promoter category.

PROMOTER GROUP					
Name	Pre-holdings		No of Proposed Convertible warrants into shares	Post Allotment of Shares	
	No of Shares	%		No of Shares	%
Mr. Jerry Varghese	20,35,820	15.27	12,16,151	32,51,791	15.26
Mr. Dilip Varghese	6,44,914	4.85	5,50,000	11,94,914	5.61

The Promoter group pre-holding consists of 53,19,551(39.90%) equity shares of face value of Rs 10/-each and the post holding will be 70,85,702 (33.25%) equity shares of face value of Rs 10/-each.

III. KMP

Mr. Amit Shah is the whole-time Director of the company (KMP). He is part of the public Holdings.

Name	Pre-holdings		No of Proposed Convertible warrants into shares	Post Allotment of Shares	
	No of Shares	%		No of Shares	%
Amit A Shah – Whole time Director	3,70,024	2.78	2,69,403	6,39,427	3.00

D) Consequential changes in the shareholding pattern/voting rights:

Sl. No.	Category	Pre-holding Share Holdings		Post-holding Share Holdings	
		Number	%	Number	%
(A)	PROMOTERS-				
1.1	(a) Individuals	39,58,103	29.69	57,24,254	26.86
1.2	(b) Body Corporates	13,61,448	10.21	13,61,448	6.39
	Total (A)	53,19,551	39.90	70,85,702	33.25

Sl. No.	Category	Pre-holding Share Holdings		Post-holding Share Holdings	
		Number	%	Number	%
(B)	PUBLIC				
2.1	FI/FIII	-	-	-	-
2.2	Banks	-	-	-	-
2.3	Individuals	80,11,156	60.10	1,42,28,553	66.75
2.4	HUF	-	-	-	-
2.5	Body Corporates	-	-	-	-
2.6	Clearing Members	-	-	-	-
2.7	NRI	-	-	-	-
	Total (B)	80,11,156	60.10	1,42,28,553	66.75
	Grand Total (A+B) =C	1,33,30,707	100	2,13,14,255	100

* The percentage of post preferential issue capital that may be held by the allottees in the issuer consequent to the preferential allotment as per regulation 163(1)(f) of SEBI(ICDR) Regulation,2018. This consequential change in the shareholding also accounted all the warrants to be converted in due course and on the basis of full subscription.

E) Time frame within which the preferential issue shall be completed

Within 15 days from the date of passing this resolution or receipt of the In-principle approval from the Stock Exchange(s) whichever is later.

As per regulation 162 of the SEBI ICDR Regulations, 2018 ,the tenure of the convertible securities of the issuer shall not exceed eighteen months from the date of their allotment.

F) Ultimate beneficial owners of the Body Corporates complied as per Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.

The Company propose to issue the convertible warrants into equity shares to 7-Body corporates belongs to the Non-Promoter Group.

For this issue, there is 7 corporate subscriber's from the non-promoter category.

Sr No	Identity of Proposed allottee	Ultimate Beneficial Owner	Category	Pre-Issue Holding & (%)	*No of equity shares on conversion to be allotted	Issue Price (INR) of equity shares	Post Issue Holdings	Post-issue holding %
1	M/s. Ambika Vincom Private Limited CIN U51909WB2008PTC 129661	Suman Maity Address: BALARAMDIHI, JHARGRAM (M). WEST MIDNAPORE WEST BENGAL INDIA-721507 PAN:EIRPM7513M	Body Corporate	0	6,00,000	72	6,00,000	2.82
2	Kingston Vincom Pvt. Ltd CIN U52190RJ2011PTC049477	Suman Maity Address: BALARAMDIHI, JHARGRAM (M). WEST MIDNAPORE WEST BENGAL INDIA-721507 PAN: EIRPM7513M	Body Corporate	0	10,40,000	72	10,40,000	4.88
3	Regent Hi-rise Pvt. Ltd CIN U34102WB1991PTC053013	Mr.Harsh Vardhan Address: 5F/2, NEW ROAD, ALIPORE, KOLKATA WB 700027 PAN:AKAPD4762E	Body Corporate	0	12,11,569	72	12,11,569	5.68
4	Risrose Business Pvt.Ltd CIN U51909WB2008PTC129696	Suman Maity Address: BALARAMDIHI, JHARGRAM (M). WEST MIDNAPORE WEST BENGAL INDIA-721507 PAN:EIRPM7513M	Body Corporate	0	10,47,231	72	10,47,231	4.91
5	Somani Estates Pvt. Ltd. U70101WB1998PTC086826	Mr. Vinod Dugar Address: 63, Park Street,Kolkata, West Bengal, India-700016 PAN: ADQPD7934H	Body Corporate	5,11,100 (3.83)	4,74,684	72	9,85,784	4.62

Sr No	Identity of Proposed allottee	Ultimate Beneficial Owner	Category	Pre-Issue Holding & (%)	*No of equity shares on conversion to be allotted	Issue Price (INR) of equity shares	Post Issue Holdings	Post-issue holding %
6	Veekay Apartments Pvt. Ltd CIN U45201WB1996PTC076877	Vinod Dugar Address: 63, Park Street,Kolkata, West Bengal, India-700016 PAN: ADQPD7934H	Body Corporate	4,40,000 (3.3)	5,45,784	72	9,85,784	4.62
7	YMS Finance Private Limited U51909WB1994PTC062028	Vinod Dugar Address: 63, Park Street,Kolkata, West Bengal, India-700016 PAN:ADQPD7934H	Body Corporate	2,87,059 (2.15)	6,98,726	72	9,85,785	4.62

G) The Non-promoter group individuals :

Sr No	Identity of Proposed allottee	Ultimate Beneficial Owner	Category	Pre-Issue Holding & (%)	*No of equity shares on conversion to be allotted	Issue Price (INR) of equity shares	Post Issue Holdings	Post-issue holding %
1	Amit A Shah – Whole time Director	Individual	KMP-Public	3,70,024 (2.78%)	2,69,403 (1.26%)	72	6,39,427	3
2	Indu Patodia	Individual	Public	250,000	1,10,000 (0.52%)	72	3,60,000	1.68
3	Harsh Vardhan Patodia	Individual	Public	180,000	2,20,000 (1.03)	72	4,00,000	1.87

H. The name, Address, Category and PAN no of the allottees are :

Sl. No.	Name	Category	PAN	Address
1.	Mr. Dilip Varghese	Promoter	AETPV1863K	G-1, Sony Apartment Rebellow Road, Bandra (west), Mumbai-400050
2.	Mr. Mr. Jerry Varghese	Promoter	AAEPV1781D	G-1, Sony Apartment Rebellow Road, Bandra (west), Mumbai-400050
3.	Mr. Amit A. Shah	KMP- Wholetime Director - Non-Promoter	AAEPS6697K	Flat No.504, Talati Apartment, S. V. Road, Irla Bridge,Andheri (West),Mumbai-400058
4.	Mrs. Indu Ptodia	Non-Promoter	AFTPP9050M	5 F/2 New Road, Alipore H.O., Alipore, Kolkata , west Bengal-700027
5.	Mr. Harsh Vardhan Patodia	Non-Promoter	AEYPP3817N	5 F/2 New Road, Alipore H.O., Alipore, Kolkata- 700027 West Bengal-
6.	M/s. Ambika Vincom Private Limited	Non-Promoter	AAHCA3091P	1A, Grant lane, Kolkata-700012
7.	Kingston Vincom Pvt. Ltd	Non-Promoter	AAECK4524C	Room no.05,Ground Floor, M. I. Road, House No. H-1/35,Opp-rambihar general P.O. Jaipur-302001
8.	Regent Hi-rise Pvt. Ltd	Non-Promoter	AACCR7453D	52/1, Shakespeare Sarani, 14 th Floor, Kolkata-700017
9.	Risero Business Pvt.Ltd	Non-Promoter	AADCT0359B	1A, Grant lane, Kollata-700012
10.	Somani Estates Pvt. Ltd.	Non-Promoter	AAGCS3720A	2B Grant lane, 2 nd floor, Room no. 201, Kolkata- 700012
11.	Veekay Apartments Private Limited	Non-Promoter	AAACV9674J	60A, Chowringhee Road 2nd Floor, Kolkata-700020, West Bengal
12.	YMS Finance Private Limited	Non-Promoter	AABCP4870D	Vaishno Chambers, 6, Barbourne Road, 1 st floor, Room No-104A, Kolkata-700001

- I) the Company and the subscribers to the convertible warrants into equity shares have jointly and severally undertake that the company shall re-compute the price of the specified securities in terms of the provision of regulations mainly of 164 and other applicable regulations of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so.

The Allotment will be carried in one or more tranches including use of the outstanding Loans and Advances from the allottee belongs to the promoter group as on 31.03.2021 towards the subscription amount (including initial subscription).

The Company has not made any preferential issue of securities during the current year. There were no pending warrants for conversion into any equity shares.

- J) the Company and the subscribers to the convertible warrants into equity shares have jointly and severally undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- K) the company confirms that disclosures specified in Schedule VI is not applicable as the company or any of its promoters or directors is not a willful defaulter. Specific to say the Company or any of its Promoters or Directors is/are now not a willful defaulter. The Acquirer/ proposed allottee is also not a willful defaulter. None of the allottees are prohibited to participate in this issue.

L. Pricing:

The issue price of Rs. 72/- Per share of face value of Rs.10/- each and is in accordance with regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is 27/08/2021.

The Valuation is Rs. 72/- as per regulation 164 of the ICDR Regulation, 2018. Presently the shares of the company fall into the frequently traded category based on the volume in the past 12-months at BSE and NSE.

This issue is on the basis for consideration in cash only. Any loan outstanding of the Promoters in the books of the Company as on 31.3.2021 will be exhausted first against initial and subsequent subscription amount of above convertible warrants into equity shares of face value of Rs.10/- each in one or multiple tranches.

PROMOTER GROUP			
Name	No of Proposed Convertible warrants into shares	Loan Outstanding as on 31 st March 2021(Rs.)	Loan to be (upto) adjusted towards the subscription of warrants (Rs.)
Mr. Jerry Varghese	12,16,151	38,48,84,000/-	8,75,62,872
Mr. Dilip Varghese	5,50,000	5,58,26,000/-	3,96,00,000
TOTAL	17,66,151/-	44,07,10,000/-	12,71,62,872

M) Changes in Management:

The issue of the 79,83,548 Convertible warrants into Equity shares of face value of Rs.10/- each will not result in change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this allotment will not result into any open offer.

N) Lock in:

The Equity shares to be allotted on preferential basis shall be subject to lock-in as per regulation 167 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the listing obligations/Listing agreement with the SE:

On conversion of the warrants into equity shares, the equity shares allotted on preferential basis to promoters and partly to non-promoter Group Subject to the Lock in requirements of 20% Cap, the shares allotted to promoter group shall be locked in for a period of 3 - years from the date of their allotment/trading permission, whichever is later. On conversion of the warrants into equity shares, the shares allotted to non-promoter group shall be locked in for a period of 1 - years from the date of their allotment/trading permission, whichever is later.

O) Auditor's certificate:

- 1) A certificate as required under Regulation 163(2) of the SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2018, certifying that the proposed issues is in accordance with the Chapter V of SEBI (ICDR)

Regulations 2018 has been obtained from the Auditors of the company and the same will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m and the copy of the same made available to any member free of cost.

- 2) Loan agreement with the promoter in connection with the conversion of Loan into equity shares and other terms and conditions will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m and the copy of the same made available to any member free of cost.
- 3) The Statutory Auditor M/s. Mehta Kothari & Associates confirmed that as on 31.03.2021 the Company has accepted Loan of Rs. 44,07,10,000/- approximately from the below promoter and director of the Company:

Name	Loan Outstanding as on 31 st March 2021 (Rs.)
Mr. Jerry Varghese	38,48,84,000/-
Mr. Dilip Varghese	5,58,26,000/-
Total	44,07,10,000/-

This certificate will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m and the copy of the same made available to any member free of cost.

- 4) Valuation under 164 of the SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2018 will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m and the copy of the same made available to any member free of cost.
 - 5) consent letters of the subscribers and the re-computation undertaking of the subscriber and the company will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m and the copy of the same made available to any member free of cost.
- P) As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

As it is proposed to issue and allot the aforesaid securities i.e issue of 79,83,548 convertible warrants into equity shares of face value of Rs.10/- each on preferential allotment basis will be passed/approved by the members as a special resolution.

Also as required the members pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter V of the ICDR Regulations, 2018 the members will approve/pass the resolution in connection with use/conversion of loan to into shares as a special resolution .

The Board of Directors believes that the proposed Preferential issue and allotment of Equity Shares and the conversion of Loan of the promoter group into equity shares are in the best interest of the Company and its members.

The Board of Directors recommends the resolution for your approval. The Promoter(s)/KMP of the Company are interested in the resolution to the extent of their shareholding.

Item No. 10 : Ratification of the remuneration to be paid to Mr. Satish Shah, Cost Accountant, for the FY 2021-22.

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time ("Cost Audit Rules"), to have the audit of its cost records for products covered under the Cost Audit Rules conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of to Mr. Satish shah, Cost Accountants as the Cost Auditor for Financial Year 2021-22.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 08 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022.

The Board recommends the Resolution as set out at Item No. 10 of the Notice for approval by the members.

The Board recommends the Ordinary resolution set forth in Item No. 10 for the approval of the Members.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 14th August, 2021

Place: Mumbai

ANNEXURE TO THE NOTICE

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard on General Meetings]**

Name of the Director	Mr. Amit Kumar Goyal	Mr. Jayeshbhai Manjibhai Patel
Date of Birth	29.11.1979	10.09.1973
Qualification and Experience	A Chartered Accountant with 18 years of experience. Specialised in project funding, financials and accounting control, Statutory Compliance and operation of the Company.	Non Graduate. Businessman with 25+ years of experience having complete knowledge of diamond trading. Started Vertex Aluminum Extrusion Company which manufactures different aluminum products from aluminum scrap and ingots. Expertise in Finance, Manufacturing and Trading.
Date of first appointment in the current designation	24.08.2020	24.08.2020
Shareholding in the Company	Nil	Nil
Directorship in other public companies	Nil	Nil
Memberships/ Chairmanship of Committees of other companies	Nil	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	Nil	Nil
Number of Meetings of the Board attended during the year.	3	3
Details of remuneration last drawn	Nil	Nil

DIRECTORS REPORT

Dear Members,

Your Directors are pleased to present the Thirty Sixth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended March 31, 2021.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2020-21 is as under:

(₹ In Lakh)

Particular	Standalone		Consolidated	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Revenue from Operations	17,066.42	23,311.86	19,583.17	27,635.29
Other Income	125.95	96.26	132.86	87.75
Total Income	17,192.37	23,408.12	19,716.03	27,723.04
Less: Expenses	16,790.81	22,524.70	19,314.47	26,839.62
Profit / Loss before tax and Extraordinary / exceptional items	401.56	883.42	401.56	883.42
Less: Extraordinary / exceptional items	0.00	0.00	0.00	0.00
Profit before tax	401.56	883.42	401.56	883.42
Less: Current Income Tax		160.73	0.00	160.73
Less: Previous year adjustment of Income Tax	(160.73)	0.00	(160.73)	0.00
Less Deferred Tax	52.82	30.32	47.64	35.50
Net Profit after Tax	509.47	692.37	514.65	687.19
Earnings per share (Basic)	3.82	5.19	3.86	5.15
Earnings per Share(Diluted)	3.82	5.19	3.86	5.15

2. Performance of the company

The profit (after tax) during the year ending 31st March 2021 on Standalone basis was Rs. 509.47 lakh against Profit of Rs. 692.37 lakh for the previous year ended 31st March 2020. The company is in the process of securing some projects.

3. Future prospects

The Union Budget 2020-21 provided to support initiatives such as Housing for all and smart cities Mission. The Govt. allocated Rs 13,750 crores to AMRUT and SMART CITIES mission. In March 2021 the Parliament passed a bill to set up the National Bank for Financing Infrastructure and Development. To fund infrastructure projects in India. India is expected to become the world's third largest construction Market by 2022. India will need investments worth Rs.50 trillion across infrastructure by 2022. Favourable Valuation make the sector attractive opportunity. Only 24% of the national Highway network in India are four Lane, therefore presents an immense scope for improvement. The Regional Connectivity Scheme (RCS) gives opportunity for development of airports. Huge investments in infrastructure has provided Momentum to overall PE/VC investment in India.

Your company is getting itself geared up to execute bigger number of projects. It has got pending order Booking about Rs. 350 crores.

4. Significant events during the financial year 2020-21

1) Following are the changes in the Board of Directors:

- (a) The Board of Directors of the company in its meeting held on 24.08.2020 have approved the following :
 - (i) Appointment of Mr. Amit Kumar Goyal as the Non-Executive Director of the Company, which was approved by the Shareholders at the 35th Annual General Meeting of the Company held on 06th November, 2020.
 - (ii) Appointment of Mr. Jayeshbhai M. Patel as the Non-Executive Director of the Company, which was approved by the Shareholders at the 35th Annual General Meeting of the Company held on 06th November, 2020.
- a) Re-Constitution of the Board and Committees of Director due to appointment of Mr. Amit Kumar Goyal and Mr. Jayeshbhai M. Patel on the Board.

5. Performance Evaluation

In accordance with the relevant provisions of the Act read with the corresponding Rules framed thereunder, the SEBI Regulations and the Guidance Note on Board Evaluation issued by SEBI vide its circular dated January 5, 2017, evaluation of the performance of the individual Directors, Chairman of the Board, the Board as a whole and its individual statutory Committees was carried out for the year under review. The manner in which the evaluation was carried out and the outcome of the evaluation are explained in the Corporate Governance Report.

6. IMPACT OF COVID-19

The COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs for first half of the FY 2021 of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally. Projects restarted as we fall under essential product categories. During the FY 2021, the Company's head Office was mostly work from home as per guidelines. Since June, 2020, the Company started resuming operations after taking requisite permissions from Government authorities. This response has reinforced clients confidence in Tarmat Limited and many of them have expressed their appreciation and gratitude for keeping their businesses running under most challenging conditions. Although there are uncertainties due to the pandemic, the global economy has gained momentum in the first half of 2021. The good balance sheet position, fair profitability and inherent resilience of the business model position the Company well to navigate the challenges ahead and continue growth.

State of company affairs

7. Unclaimed Dividend/ Shares

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act.

Mandatory Transfer of Shares to Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/unclaimed dividend on shares for a consecutive period of seven years. In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

Company has transferred the entire unpaid and Unclaimed Dividend to Investor Education and Protection Fund which was declared in FY 2008-09, 2009-10 and 2010-2011. As per Regulation 34(3) read with Schedule V of the Listing Regulations.

8. Dividend

The Company has earned decent profits during the year. However, the Company would like to preserve cash for future growth. Hence your Directors have not recommended any dividend for the Financial Year ended March 31, 2021.

9. Reserves

There are no transfers to Reserves during the current financial year.

10. Share Capital

The paid up Equity Share Capital as at March 31, 2021 stood at Rs. 1333.07 lakhs. During the year under review, the Company has not issued any equity shares, convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants.

11. Directors and Key Managerial Personnel

During the year under review, the Board of Directors on recommendation of the Nomination and Remuneration Committee appointed Mr. Amit Kumar Goyal (DIN: 05292585) and Mr. Jayeshbhai M. Patel (DIN: 08897467) as Non- Executive Directors with effect from August 24, 2020. In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Amit Kumar Goyal and Mr. Jayeshbhai M. Patel Non Executive Directors of the Company retires by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for reappointment. Your Board recommends their re-appointment(s) as Director(s) for your approval. The brief profile of Mr. Amit Kumar Goyal and Mr. Jayeshbhai M. Patel and the resolution for their re-appointment as Director(s) are given in the Notice of the 36th Annual General Meeting (AGM).

12. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

There was no material changes occurred between the end of the financial year of the company to which the financial statements relate and date of report.

13. Remuneration of directors and employees

Disclosure comprising particulars with respect to the remuneration of directors and employees, as required to be disclosed in terms of the provisions of section 197(12) of the Act and rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure III to this Report.

14. Number of Meetings of the Board of Director

Five (5) Board Meetings were convened and held during the financial year 2020-21. Details of meetings of the Board along with the attendance of the Directors and member of committee therein have been disclosed in the Corporate Governance Report (Annexed herewith).

15. Audit Committee

Audit Committee were comprised of Three Independent Directors and One Non-Executive Director, details of which are provided in the Corporate Governance Report (Annexed herewith).

16. Stakeholders relationship committee

Stakeholders relationship committee were comprised of Three Independent Directors and Two Non-Executive Directors , details of which are provided in the Corporate Governance Report (Annexed herewith).

17. Nomination and Remuneration policies

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors. The Policy also provides for remuneration of Directors, Members of Senior Management and Key Managerial Personnel.

18. Declaration by an Independent Director(s) and re-appointment, if any

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

19. Familiarisation programme for Independent Directors

The Company proactively keeps its Directors informed of the activities of the Company, its management and operation and provides an overall industry perspective as well as issues being faced by the industry. The details of various familiarisation programmes provided to the Directors of the Company is available on the Company's website www.tarmatlimited.com.

20. Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

21. Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

22. Auditors

M/s. Mehta Kothari & Associates, Chartered Accountants (FRN 106247W) Chartered Accountants was re-appointed for a second term as Statutory Auditors of the Company until the conclusion of the 37th Annual General Meeting of the Company.

During the year under review, the Auditors have not reported any fraud under Section 143 (12) of the Act and therefore no detail are required to be disclosed under Section 134(3)(ca) of the Act.

There is no audit qualification, reservation or adverse remark for the year under review.

23. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. Prashant Diwan, Practicing Company Secretary was appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure-IV to this report. The Company has received the Secretarial Audit report with few observations on which the management replies are as below.

- Replies to point no. (i) to (iv) and (ix)- The management has initiated all necessary actions to regularize, but the COVID - 19 situations have delayed the results.
- Replies to point no (v) to (viii) and (x)- On the basis of representation made by company with all valid supporting documents before the Regulatory authorities ,viz. SEBI,BSE and NSE - all have been regularized . The Regulatory authorities have no points against the Company. In Secretarial auditor's report these are repetition of points which have already been settled with Regulatory Authorities.

24. Disclosure about Cost Audit:

As per the Cost Audit Orders, Cost Audit is applicable to the Company.

In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Mr. Satish Ramanlal Shah, Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2021-22. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

25. Details of Subsidiary/Joint Ventures/Associate Companies

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/ Associate Companies/Joint Ventures is given in Form AOC-1 which forms an integral part of this Report.

26. Vigil Mechanism and Whistle Blower

The Company has established a Vigil Mechanism and Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics.

The Vigil Mechanism and Whistle Blower Policy is posted on the website of the Company and the web-link to the same is www.tarmatlimited.com.

27. Extract of Annual Return

Pursuant to the provisions of sections 92(3) and 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, an extract of the annual return in Form no. MGT-9 is annexed as Annexure II to this Report and is also available on the website of the Company i.e. www.tarmatlimited.com

28. Public Deposit

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

29. Particulars of loans, guarantees or investments under section 186

No loans, guarantees or Investments covered under sections 186 of the Companies Act, 2013, have been given or provided during the year.

30. Particulars of contracts or arrangements with related parties:

The Company has not entered into any contracts or arrangements with related parties referred to in Section 188(3) of the Companies Act, 2013.

31. Management discussion and analysis report

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is provided in a separate section and forms an integral part of this Report.

32. Corporate Governance

Reports on Corporate Governance and Management Discussion and Analysis, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), along with a certificate from Auditors regarding compliance of the Corporate Governance are given separately in this Annual Report.

All Board members and senior management personnel have affirmed compliance with the code of conduct for the year 2020-21.

33. Compliance with Secretarial Standards

Your directors confirm that during the year under review, the Company has been in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

34. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information as required under Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings is given below:

i. Conservation of energy:-

- a) Improvisation and continuous monitoring of Power Factor and replacement of weak capacitors by conducting periodical checking of capacitors.
- b) The Company has endeavored to optimize the use of energy resources and taken adequate steps to avoid wastage and use latest production technology and equipment.
- c) Though the Company is making adequate use of energy resources it is looking forward to setup necessary energy conservation equipments in near future.

ii. Technology Absorption:-

- a) The Company continues to use the latest technologies for improving the productivity and quality of its services and products.
- b) The Company's operations do not require significant import of technology.

iii. Foreign exchange earnings and Outgo:-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is NIL

35. Directors' Responsibility Statement

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors state that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;

- (v) the directors, further state that they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

36. Orders passed by the Regulators or Courts or Tribunals

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company's operation in future.

37. Acknowledgements

The Management hereby take this opportunity to thank the Shareholders, Regulators and Government Authorities, Financial Institutions, Banks, Customers, Suppliers. The Management also wishes to place on record their appreciation of the employees at all levels for their hard work, dedication and commitment.

For and on behalf of the board of directors

Mrs. Regina Manish Sinha
Chairperson
DIN: 08488285

Date: 14th August, 2021
Place: Mumbai

Annexure I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries (Not Applicable)

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	NG & TARMAT JV GUJARAT	NG TARMAT GOA JV	MSKEL-TARMAT JV	SONAI TARMAT JV
1. Latest audited Balance Sheet Date	31.03.2021	31.03.2021	31.03.2021	31.03.2021
2. Date on which the Associate or Joint Venture was associated or acquired				
3. Shares of Associate or Joint Ventures held by the company on the year end				
No.	Nil	Nil	Nil	NIL
Amount of Investment in Associates or Joint Venture	Nil	Nil	Nil	NIL
Extent of Holding (in percentage)	40%	26%	49%	20%
4. Description of how there is significant influence	Based on holding	Based on holding	Based on holding	Based on holding
5. Reason why the associate/joint venture is not consolidated	NA	NA	NA	NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet				
7. Profit or Loss for the year				
i. Considered in Consolidation	Yes	Yes	Yes	Yes
ii. Not Considered in Consolidation	NA	NA	NA	NA

Names of associates or joint ventures which are yet to commence operations: NONE

Names of associates' or joint ventures which have been liquidated or sold during the year: NONE

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified".

For and on behalf of the board of directors

Sd/-
Mrs. Regina Manish Sinha
Chairperson
Din No. 08488285

Date: 14th August, 2021
Place: Mumbai

ANNEXURE-II**FORM NO. MGT 9****Extract of annual return****As on Financial year ended on 31.03.2021****[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L45203MH1986PLC038535
2.	Registration Date	03/01/1986
3.	Name of the Company	Tarmat Limited
4.	Category/Sub-category of the Company	Company Limited by share/Indian Non-Government company
5.	Address of the Registered office & contact details	Gen. A.K.Vaidya Marg, Near Wageshwari Mandir, Off. Film City Road, Malad(East), Mumbai-400097 Tel:+91-22-28402130/1180 Website:www.tarmatlimited.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent ,if any.	Bigshare Services Private Limited (Unit:Tarmat Limited) 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.Tel:02242153479 Fax:02262638299 Email: shwetas@bigshareonline.com Website:www.bigshareonline.com Contact Name: Shweta Salunke

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products /services	NIC Code of the Product/service	% to total turnover of the company
1	Construction and maintenance of roads, railbeds, bridges, tunnels, pipeline	421	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

V. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

S. No.	Category of Shareholder	No. of Shares held at the end of the year : 31/03/2020				No. of Shares held at the end of the year r:31/03/2021				%Change
		Demat	Physical	Total Shares	Total%	Demat	Physical	Total Shares	Total%	
(A) Shareholding of Promoter and Promoter Group 2										
Indian										
(a)	INDIVIDUAL/HUF	5163803	0	5163803	40.03	3958103	0	3958103	26.69	(10.34)
(b)	CENTRAL/STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	BODIESCORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(d)	FINANCIALINSTITUTIONS/BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANYOTHERS(Specify)									
(i)	GROUP COMPANIES	1361328	120	1361448	10.55	1361328	120	1361448	10.21	(0.34)
(ii)	TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
(iii)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL(A)(1):	6525131	120	6525251	50.58	5319431	120	5319551	39.90	(10.68)
Foreign										
(a)	BODIESCORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(b)	INDIVIDUAL	0	0	0	0.00	0	0	0	0.00	0.00
(c)	INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(2):	0	0	0	0.00	0	0	0	0.00	0.00
	Total holding for promoters									
	(A)=(A)(1)+(A)(2)	6525131	120	6525251	50.58	5319431	120	5319551	39.90	(10.68)
(B)Public shareholding										
Institutions										
(a)	Central/State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	FINANCIAL INSTITUTIONS/BANKS	100	0	100	0.00	0	0	0	0.00	0.00
(c)	MUTUAL FUNDS/UTI	0	0	0	0.00	0	0	0	0.00	0.00
(d)	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
(f)	FII'S	0	0	0	0.00	0	0	0	0.00	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(i)	ANY OTHERS(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
(j)	FOREIGN PORTFOLIO INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(k)	ALTERNATE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL(B)(1):	100	0	100	0.00	0	0	0	0.00	0.00

Non-institutions										
(a)	BODIES CORPORATE	836218	0	836218	6.48	1615836	0	1615836	12.12	5.64
(b)	INDIVIDUAL									
(i)	(CAPITAL UPTO TO Rs.1Lakh)	2371584	199	2371783	18.38	2312609	199	2312808	17.35	(1.04)
(ii)	(CAPITAL GREATER THAN Rs.1Lakh)	2815746	0	2815746	21.83	3792031	0	3792031	28.45	6.62
(c)	ANY OTHERS(Specify)									
(i)	HINDU UNDIVIDED FAMILY	187621	0	187621	1.45	174492	0	174492	1.31	(0.15)
(ii)	TRUSTS	0	0	0	0.00	0	0	0	0	0.00
(iii)	CLEARING MEMBER	72310	0	72310	0.56	26950	0	26950	0.20	(0.36)
(iv)	NON RESIDENT INDIANS (NRI)	0	0	0	0	2681	0	2681	0.02	0.02
(v)	NON RESIDENT INDIANS (REPAT)	83872	0	83872	0.65	80642	0	80642	0.60	(0.05)
(vi)	NON RESIDENT INDIANS(NONREPAT)	7806	0	7806	0.06	5716	0	5716	0.04	(0.02)
(vii)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0	0.00
(viii)	EMPLOYEE	0	0	0	0.00	0	0	0	0	0.00
(ix)	OVERSEAS BODIES CORPORATES	0	0	0	0.00	0	0	0	0	0.00
(x)	UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0	0.00
(xi)	IEPF	0	0	0	0.00	0	0	0	0	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0	0.00
(e)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0	0.00
	SUBTOTAL(B)(2):	6375157	199	6375356	49.42	8010957	199	8011156	60.10	10.68
	Total Public Shareholding									
	(B)=(B)(1)+(B)(2)	6375257	199	6375456	49.42	8010957	199	8011156	60.10	10.68
(C) Shares held by Custodians and against which Depository Receipts have been issued										
(a)	SHARES HELD BY CUSTODIANS									
(i)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0	0.00
(ii)	Public	0	0	0	0.00	0	0	0	0	0.00
	SUBTOTAL(C)(1):	0	0	0	0.00	0	0	0	0	0.00
	(C)=(C)(1)	0	0	0	0.00	0	0	0	0	0.00
	Grand Total(A)+(B)+(C)	12900388	319	12900707	100.00	133330388	319	13330707	100.00	(0.00)

NOTES :

- 1) NAME, NUMBER OF SHARES HELD & PERCENTAGE OF ENTITIES / PERSONS HOLDING MORE THAN 1% OF THE TOTAL SHARES OF THE COMPANY IS AS PER ANNEXURE
- 2) During the year issued capital is 13330707 equity shares of Rs. 10/- each. Listed Capital is 12900707 equity shares of Rs. 10/- each. The difference between issued capital and listed capital is due to new 430000 equity shares of Rs. 10/- each allotted on 06.12.2019 were listed on NSE and BSE on 20.05.2020 and 21.05.2020 respectively.

(i) Shareholding of Promoter and Change in Promoters' Shareholding

S. No.	Category of Shareholder	Share holding at the beginning of the year 01/04/2020				Share holding at the end of the year 31/03/2021				% Change in share holding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/ Encumbered to total shares		Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares		
1	M/S TARMAT CONSTRUCTION PVT.LTD.	120	0.00	0.0000		120	0.00	0.00		0.00
2	NEHA DILIP VARGHESE	49508	0.38	0.0000		49508	0.37	0.00		-0.01
3	SNEHA VARGHESE	176400	1.37	0.0000		176400	1.32	0.00		-0.04
4	DILIP VARGHESE	644914	4.99	0.0000		644914	4.84	0.00		-0.16
5	SARAMMA JERRY VARGHESE	1051161	8.15	0.0000		1051161	7.88	0.00		-0.26
6	TARMAT HOLDINGS PVT. LTD.	1361328	10.55	0.0000		1361328	10.21	0.00		-0.34
7	JERRY VARGHESE	3241820	25.13	0.0000		2035820	15.27	0.00		-9.86
	Total....	6525251	50.58	0.0000		5319551	39.90	0.00		-10.68

Category of Shareholder	Share holding at the end of the year 31/03/2020			Share holding at the end of the year 31/03/2021		
	Number of Shares	% of total shares of the company		Number of Shares	% of total shares of the company	
At the beginning of the year SAME 31.03.2020	6525251	50.58		6525251	50.58	
Decrease 28.02.2021	1205700	9.35		5319551	39.90	
				5319551	39.90	

(ii) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SR NO	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020)/ end of the year (31/03/2021)	% total Shares of the Company				No of Shares	% to total shares of the Company
1	SUNITA SANJAYSURANA	597638	4.48	31-Mar-2020	0		597638	4.48
			5.39	19-Jun-2020	121506	Buy	719144	5.39
			5.40	26-Jun-2020	978	Buy	720122	5.40
			6.41	09-Oct-2020	134939	Buy	855061	6.41
		855061	6.41	31-Mar-2021	0		855061	6.41
2	SUNITABABULSURANA	700000	5.25	31-Mar-2020	0		700000	5.25
			6.41	09-Oct-2020	155061	Buy	855061	6.41
		855061	6.41	31-Mar-2021	0		855061	6.41
3	SOMANI ESTATES PVT. LTD.	0	0.00	31-Mar-2020		Sell	0	0.00
			2.50	09-Oct-2020	333000	Buy	333000	2.50
			3.83	04-Dec-2020	178100	Buy	511100	3.83
		511100	3.83	31-Mar-2021	0		511100	3.83
4	VEEKAY APARTMENTS PRIVATE LIMITED	440000	3.30	31-Mar-2020	0		440000	3.30
		440000	3.30	31-Mar-2021	0		440000	3.30
5	AMIT ATMARAM SHAH	240000	1.80	31-Mar-2020	0		240000	1.80
			1.88	23-Sep.-2020	10000	Buy	250000	1.88
			2.78	09-Oct.-2020	120024	Buy	370024	2.78
		370024	2.78	31-Mar-2021	0		370024	2.78
6	YMS FINANCE PRIVATE LTD.	0	0.00	31-Mar-2020		Sell	0	0.00
			0.09	04-Dec.-2020	12031	Buy	12031	0.09
			2.15	11-Dec.-2020	275028	Buy	287059	2.15
		287059	2.15	31-Mar-2021	0		287059	2.15
7	INDU PATODIA	0	0.00	31-Mar-2020		Sell	0	0.00
			1.88	22-May-2020	250000	Buy	250000	1.88
		250000	1.88	31-Mar.-2021	0		250000	1.88
8	BHARATHISHETTY	249999	1.88	31-Mar.-2020	0		249999	1.88
			1.90	05-Jun.- 2020	2915	Buy	252914	1.90
			1.92	12-Jun.-2020	3281	Buy	256195	1.92
			1.16	19-Jun-2020	-101000	Sell	155195	1.16
			0.79	10-Jul.-2020	-49367	Sell	105828	0.79
			0.42	07-Aug.-2020	-50000	Sell	55828	0.42
			0.00	28-Aug.-2020	-55245	Sell	583	0.00
			0.00	18-Sep.-2020	-500	Sell	83	0.00
			0.00	23-Sep.-2020	-83	Sell	0	0.00
			0.00	31-Mar.-2021	0		0	0.00
9	HARSH VARDHAN PATODIA	0	0.00	31-Mar.-2020		Sell	0	0.00
			1.35	22-May-2020	180000	Buy	180000	1.35
		180000	1.35	31-Mar-2021	0		180000	1.35
10	HARESHKUMAR MANJIBHAI PATEL	0	0.00	31-Mar .2020		Sell	0	0.00
			0.38	10-Jul-2020	50000	Buy	50000	0.38
			0.75	07-Aug-2020	50000	Buy	100000	0.75
			1.17	28-Aug2020	56000	Buy	156000	1.17
		156000	1.17	31-Mar.-2021	0		156000	1.17

(v) Shareholding of Promoters, Directors and Key Managerial Personnel:

SR NO	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/2020)/ end of the year (31/03/2021)	% total Shares of the Company				No of Shares	% to total shares of the Company
1	JERRY VARGHESE	3241820	24.32	31-Mar-2020			3241820	24.32
			24.24	18-Sep-2020	-10,000	Sell	3231820	24.24
			18.66	30-Sep-2020	-744,000	Sell	2487820	18.66
			17.34	27-Nov-2020	-176,000	Sell	2311820	17.34
			15.27	04-Dec-2020	-276,000	Sell	2035820	15.27
		2035820	15.27	31-Mar-2021			2035820	15.27
2	TARMATHOLDINGSPVTLTD	1361328	10.21	31-Mar-2020			1361328	10.21
		1361328	10.21	31-Mar-2021			1361328	10.21
3	SARAMMA JERRY VARGHESE	1051161	7.89	31-Mar-2020			1051161	7.89
		1051161	7.89	31-Mar-2021			1051161	7.89
4	DILIPVARGHESE	644914	4.84	31-Mar-2020			644914	4.84
		644914	4.84	31-Mar-2021			644914	4.84
		644914	5.00	31-Mar-2020			644914	5.00
5	SNEHAVARGHESE	176400	1.32	31-Mar-2020			176400	1.32
		176400	1.32	31-Mar-2021			176400	1.32
6	NEHADILIPVARGHESE	49508	0.37	31-Mar-2020			49508	0.37
			0.37	21-Aug-2019	300	Buy	49808	0.37
		49808	0.37	31-Mar-2021			49808	0.37
7	M/S TARMAT CONSTRUCTION PVT. LTD.	120	0.00	31-Mar-2020			120	0.00
		120	0.00	31-Mar-2021			120	0.00
8	AMITATMARAMSHAH	240000	1.80	31-Mar-2020			240000	1.80
			1.88	23-Sep-2020	10000	Buy	250000	1.88
			2.78	09-Oct-2020	120024	Buy	370024	2.78
		370024	2.78	31-Mar-2021			370024	2.78
9	MR. R. C. GUPTA	0	0	31-Mar-2020	0	-	0	0
		0	0	31-Mar-2021	0	-	0	0
10	MRS. REGINA MANISH SINHA	0	0	31-Mar-2020	0	-	0	0
		0	0	31-Mar-2021	0	-	0	0
11	Mr. KISHAN KUMAR KINRA	0	0	31-Mar-2020	0	-	0	0
		0	0	31-Mar-2021	0	-	0	0
12	MR. AMIT KUMAR GOYAL	0	0	31-Mar-2020	0	-	0	0
		0	0	31-Mar-2021	0	-	0	0
	MR. JAYESHBHAI M PATEL	0	0	31-Mar-2020	0	-	0	0
		0	0	31-Mar-2021	0	-	0	0
11	Mr. S. Chakraborty	0	0	31-Mar-2020	0	-	0	0
		0	0	31-Mar-2021	0	-	0	0

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ in Lacs)

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
	Indebtedness at the beginning of the financial year				
i)	Principal Amount	489.43	8457.67		11028.27
ii)	Interest due but not paid				
iii)	Interest accrued but not due				
	Total(i+ii+iii)	489.43	8457.67		11028.27
	Change in Indebtedness during the financial year.				
	*Addition				
	*Reduction				
	Net Change				
	Indebtedness at the end of the financial year				
i)	Principal Amount				
ii)	Interest due but not paid				
iii)	Interest accrued but not due				
	Total(i+ii+iii)	489.43	8457.67		11028.27

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WT/Manager	Total Amount
		Mr. Amit A. Shah Executive Director	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	15,00,000	15,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - As % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total(A)	15,00,000	15,00,000
	Ceiling as per the Act		

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mrs. Regina Manish Sinha	Mr. Ramesh Chander Gupta	Mr. Krishan Kumar Kinra	
1	Independent Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total(1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Mr. Amit Kumar Goyal	Mr. Jayeshbhai M. Patel		
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total(2)	Nil	Nil	Nil	Nil
	Total(B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration				
	Over all Ceiling as per the Act	Not Applicable as only sitting fees paid			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN.	Particulars of Remuneration	Key Managerial Personnel	Total
		Mr. S. Chakraborty, (Company Secretary & CFO)	
1	Gross salary	1318750/-	1318750/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	-as % of profit	Nil	Nil
	Others specify...	Nil	Nil
5	Others, please specify		
	Total	1318750/-	1318750/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Company paid Rs.14,160/- to BSE/NSE towards fines for non-compliance of certain provision of SEBI – for the year ending 31st March, 2021.

Annexure III

STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i)	The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2020-21.	Director's Name	Ratio to mean remuneration
		-	-
		-	-
(ii)	The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year 2020-21	Director's/CFO/CEO/CS/Mgr name	% age increase in remuneration
		Mr. Shivatosh Chakraborty, Company Secretary and Chief Financial Officer	0%
(iii)	Percentage increase in the median remuneration of employees in the financial year 2020-21	NIL	
(iv)	Number of permanent employees on the rolls of the company	As on 31.03.2021	As on 31.03.2020
		83	83
(v)	Average percentile increase in salaries of Employees other than managerial personnel	During 2020-21	During 2019-20
		NIL	44.53
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms remuneration is as per the remuneration policy of the Company.	

For and on behalf of the board of directors

Sd/-
Mrs. Regina Manish Sinha
Chairperson
DIN: 08488285

Date: 14th August, 2021
Place: Mumbai

Annexure IV

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
TARMAT LIMITED
P B No 9042
Goregaon East
Mumbai – 400 063

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TARMAT LIMITED having CIN: L45203MH1986PLC038535 (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined through digital mode the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

As per the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation; 2013.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except following:

- (i) The outstanding Share application money has not been transferred to Investor Education and Protection Fund as required under Section 205 of the Companies, Act 1956.
- (ii) The Company has not transferred Equity shares to Investor Education Protection Fund in pursuance to provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016.
- (iii) Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The shareholding of promoter(s) and promoter group is not Hundred percent in dematerialized form.
- (iv) Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 - The Company has not maintained a functional website containing information mentioned in said Regulation.
- (v) Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - The disclosures of related party transactions for the half year ended 31.03.2020 not submitted to Stock Exchanges.
- (vi) Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - The Board of Directors of the Company was required to comprise of not less than six directors w.e.f. 1st April, 2020 however the same was complied w.e.f. 24th August, 2020.
- (vii) Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - The Shareholding Pattern for the quarter ended September, 2020 not submitted to Stock Exchanges in prescribed time.
- (viii) Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 - The certificate as mentioned in the regulation not submitted to Stock Exchanges for the quarter ended March, 2020.
- (ix) SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 - The Company has not sent letters to registered shareholders for obtaining KYC documents like PAN and Bank Details etc.
- (x) NSE Circular No: NSE/CML/2018/24 dated 20.06.2019 and BSE Circular No LIST/COMP/14/2018 2019 - The Company has not provided affirmation that the Director being appointed is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. As per circular non-inclusion of such fact in the corporate announcement will be regarded as inadequate submission.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non - Executive Directors and Independent Directors except for the period from 1st April, 2020 to 23rd August, 2020. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the representations made by the management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure proper compliance with applicable laws, rules, regulations and guidelines, however the same may be further strengthened.

As per the representations made by the management and relied upon by me, I further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Prashant Diwan

Practicing Company Secretary

FCS: 1403 CP: 1979

PR: 530/2017

UDIN: F001403C000787265

Date: 14/08/2021

Place: Mumbai

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To
The Members
TARMAT LIMITED
P B No. 9042
Goregaon East
Mumbai – 400 063

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. I have not carried out the physical verification of any records due to prevailing conditions of COVID-19 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979
PR: 530/2017
UDIN: F001403C000787265
Date: 14/08/2021
Place: Mumbai

Management Discussion and Analysis Report

1. Industry Structure and Development and Outlook

Indian economy is likely to grow at 8.4% to 10.1% for the current Financial year 2021-2021 as against a contraction of 7.3% for last Fiscal, the Economic think tank National Council of Applied Economics And Research said. Whereas the World Bank reported the expected growth at 8.3% for the current fiscal against global economy at 5.6% up from 4.1%. Research council has pitched for strong fiscal support to push Indian economic growth. The second wave of Covid in India was far from the worse than the first wave in terms of infection and death seen in the country. Covid vaccination and other stimulus give by the Govt. will power the fastest worldwide expansion. India will benefit from policy support on infrastructure, rural development and health and a stronger than expected recovery in service and manufacturing sector.

Infrastructure is the key driver for the Indian economy. This sector is highly responsible for propelling for India's overall development.

2. Opportunities & Threats

Tarmat has been the pioneers in airport runway works and air side works. In the Union budget 2021 the Govt. has given massive push to the infrastructure projects by allocating Rs. 2,33,083 crores to enhance transport infrastructure. The Govt. expanded National Infrastructure pipeline (NIP) 7,400 projects. The Govt. plan to spend us \$1.4 Trillion on infrastructure during 2019-23 to have sustainable development in the country. The Govt. further suggested investment of Rs. 50,00,000 crores (us\$ 750 billion) for railway infrastructure from 2018-30.

India and Japan joined hands for infrastructure development in North east states of India and also setting up India Japan coordination Forum for development of North East. Your Company has number of projects in hands to be executed during the years ahead.

However, infrastructure development not without threats. Political interference, land acquisition, project creditability, fund availability, high cost of fund environmental etc. are the major factors, which hinder completion of a project. Though India has executed some world class projects like Mumbai, Delhi Metro successfully. Govt. also improved enforcement of the Arbitration and Reconciliation Act 1996 was amended in 2015 to enable speedy completion and timely enforcement of Award while restricting court's interference.

3. Internal Control

The company has a proper and adequate system of internal controls covering all operational and financial functions commensurate with the size of the company. The company's internal control is designed in such a way that it ensures corporate strategy is implemented, achieve effective and efficient corporate processes, safeguard the value of corporate assets, reliability and integrity of accounting and management data, and operations comply with all existing rules and regulations. All the financial and audit control systems are also reviewed by the Audit Committee of the board of Directors of the company.

4. Operations

The Company's operations are continued in the areas of implementing projects in areas such as airport, roads, bridges, etc. In all the areas, the company continued its focus on cost reduction and cost control at all levels.

5. Human Resources and Industrial Relations

The company understands the value of acquiring the highly intellectual human capital which the company believes is a crucial asset of the company. For this purpose, company follows the strategy "to attract, to retain and to motivate" the personnel through providing the framework for helping employees develop their personal and organizational skills, knowledge, and abilities. We have focused on to build positive attitude in the employees while working with Tarmat Limited. Tarmat Limited follows the principle - "good performance should be appreciated by good rewarding."

6. Risk and Concerns

The infrastructure sector not only has economic potential but also among the biggest employment providers. A number of risk to be allocated and managed to ensure success of a project. The common risk are construction and completion risk, operating risk, demand risk, force majeure risk, political and regulatory risk, environmental risk etc.. Infrastructure sector is high on Govt. agenda. A major infrastructure suffers from risk like cost overrun delay, failed procurement, unviable finance. Overrun are forceable and can be corrected. Steaming and delivery of modern project is complex. A tight risk process is carried out from pre-bid to project completion stage to manage, mitigate and monitor the risks by adopting specific risk mitigation measures.

During the year, the Board has reviewed the process and the Risks that have already been identified for the business and necessary action for mitigation has been initiated. Infra sector is crumbling as project delays, cost over runs and financing woes mount.

Risks impacting the Company's overall governance are given below:

Liquidity risk, Interest rate risk, Credit risk, Commodity price risk, foreign currency fluctuation risk, Market risk, Salary risk, Interest risk, Investment risk, Health, Safety And Environment Risks, Political, Legal And Regulatory Risks, Fraud and Cyber Security, Other Operational Risks, Counter Party Risks and Working capital challenges.

7. Details of significant changes in key financial ratios

In accordance with the amended SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof: The Company has identified following ratios as key financial ratios:

Particulars	FY2020-21	FY2019-20	%Change	Reason for change of 25% or more as compared to the immediately previous financial year
Debtors Turnover	9.57	13.39	-28.52	Delay collection
Inventory Turnover	3.31	5.63	-41.21	Slow conversion of stock to sales due to Covid situation
Interest Coverage Ratio	1.43	4.73	69.77	Reduction in profitability
Current Ratio	2.59	2.64	1.89	
Debt Equity Ratio	1.46	1.96	25.51	Repayment of debts
Operating Profit Margin (%)	4.18	4.80	12.92	Due to increase in Material cost
Net Profit Margin	2.96	2.97	0.34	Due to increase in Material cost
Return on Net Worth	8.31	12.32	-32.55	Decrease in profit

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Mrs. Regina Manish Sinha
Chairperson
Din No. 08488285

Date: 14th August, 2021
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2021 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations")

1. Company's Philosophy on Corporate Governance:

Corporate governance represents the value framework, the ethical framework and the moral framework under which business decisions are taken. Corporate governance therefore calls for three factors:

- Transparency in decision-making
- Accountability which follows from transparency because responsibilities could be fixed easily for actions taken or not taken, and
- The accountability is for the safeguarding the interests of the stakeholders and the investors in the organisation.

Effective corporate governance depends upon the commitment of the people in the organisation. Your company has a strong legacy for fair, transparent and ethical governance policies. The company has adopted a code of conduct for members of Board of Directors and senior management who have affirmed in writing their adherence to the code.

2. Board of Directors:

(A) Composition and size of the Board

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business, finance, human resources and management. The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors, complies with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on March 31, 2021, the Company's Board consists of Six Directors, out of which One is Executive Director three are Non Executive and Independent Directors and Two are Non Executive Directors. None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all companies in which they are Directors. The Board does not have any Nominee Director representing any institution.

The details of the Board of Directors as on March 31, 2021 are given below:

Name of Director	Date of Appointment	Category	No. of Directorship held in Indian public & private Limited Companies Including (TARMAT LIMITED)	Committee(s) position (Including (TARMAT LIMITED))	
				Member	Chairman
Mr. Ramesh Chander Gupta	14.07.2012	Non-Executive, Independent Director	01	03	Nil
Mrs. Regina Manish Sinha	02.05.2019	Chairperson Non- Executive, Independent Director	01	03	1
Mr. Amit A. Shah	30.05.2019	Executive Director	01	Nil	Nil
Mr. Kishan Kumar Kinra	17.10.2019	Non-Executive Independent Director	01	03	2
Mr. Amit Kumar Goyal	24.08.2020	Non-Executive Director	01	03	Nil
Mr. Jayeshbhai M. Patel	24.08.2020	Non-Executive Director	01	02	Nil

(B) Details of Board and Annual General Meetings and attendance record of Directors thereat

During the financial year 2020-2021 the Board of Tarmat Limited met 5 times on 27.07.2020, 24.08.2020, 12.09.2020, 13.11.2020 and 12.02.2021.

A table depicting the attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

Name of the Director	No. of the Board Meetings held during the year 2020-2021	No. of the Board Meetings attended during the year 2020-2021	Attendance at the AGM held on 06th November, 2020
Mr. Ramesh Chander Gupta	05	05	YES
Mrs. Regina Manish Sinha	05	05	YES
Mr. Amit Shah	05	05	YES
Mr. Kishan Kumar Kinra	05	01	YES
Mr. Amit Kumar Goyal	05	03	YES
Mr. Jayeshbhai M. Patel	05	03	YES

(C) No of Shares held by Non Executive Directors

Name of Director	No. of Shares	% of shareholding
Mr. Ramesh Chander Gupta	Nil	0.00%
Mrs. Regina Manish Sinha	Nil	0.00%
Mr. Kishan Kumar Kinra	Nil	0.00%
Mr. Amit Kumar Goyal	Nil	0.00%
Mr. Jayeshbhai M. Patel	Nil	0.00%

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

(D) Skill, expertise and competence of the Board of Directors

The Table below summarizes the list of core skills, expertise, competencies of the Board as required in the context of its business:-

Infra Engineering	Knowledge and experience of Civil Engineering.
Finance	Expert knowledge and understanding in the field of Accounts, Auditing and Financial Control System.
Corporate Governance	Experience in developing good governance practice, serving the best interest of the stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Strategy and Planning	Appreciation of long term trends, strategic choices and experience in guiding and leading management team to make decision in uncertain environment.
Legal Compliance	Knowledge in the field of law and legal compliance management.

(E) Confirmation of Independence

During the year ended 31.03.2021, there have been Three Independent Directors on the Board of the Company. All the Independent Directors have provided a declaration of their independence for the year 2020-21 to the Board. The Board after undertaking due assessment of the veracity of the declaration is of the opinion that each Independent Director fulfills the conditions of independence as specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and is independent of the management.

(F) Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of

Executive Directors or management personnel. All Independent Directors strive to be present at such meetings. One Meeting of Independent Directors was held During the Financial Year 2020-2021.

3. Committees of the Board:

The Board constituted committees namely, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee are in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year and the related attendance detail are provided below:

(A) Audit Committee Composition

The Audit Committee comprises of four members: Mrs. Regina Manish Sinha - Chairperson, Mr. Ramesh Chander Gupta and Mr. Kishan Kumar Kinra - Independent Directors, Mr. Amit Kumar Goyal - Non-Executive Director and Mr. S. Chakraborty, Company Secretary also acts as the Secretary to the Audit Committee.

Terms of reference of the Audit Committee

The terms of reference of the Audit Committee, inter-alia, include:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 2. Changes, if any, in accounting policies and practices and reasons for the same.
 3. Major accounting entries involving estimates based on the exercise of judgment by management.
 4. Significant adjustments made in the financial statements arising out of audit findings.
 5. Compliance with (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other legal requirements relating to financial statements.
 6. Disclosure of any related party transactions.
 7. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Meetings and Attendance during the year

During the year 2020-2021 the Audit committee met four times and the attendance record of committee members to the meetings so held is depicted in the table given below:

Name of the Member(s)	No. of Meetings held	Meeting Attended
Mrs. Regina Manish Sinha	04	4
Mr. Ramesh Chander Gupta	04	4
Mr. Kishan Kumar Kinra	04	1
Mr. Amit Kumar Goyal	04	3

(B) Nomination and Remuneration

Committee Composition

The Company has in place a Nomination and Remuneration Committee comprising of three Independent Non- Executive Directors namely, Mr. Kishan Kumar Kinra as its Chairman, Mrs. Regina Manish Sinha and Mr. Ramesh Chander Gupta as members and two Non Executive Directors namely Mr. Amit Kumar Goyal and Mr. Jayeshbhai M. Patel.

Terms of reference

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

Meetings and Attendance during the year

During the year 2020-2021 the Nomination and Remuneration committee met one time and the attendance record of committee members to the meetings so held is depicted in the table given below:

Name of the Member(s)	No. of Meetings held	Meeting Attended
Mrs. Regina Manish Sinha	01	1
Mr. Ramesh Chander Gupta	01	1
Mr. Kishan Kumar Kinra	01	0

Remuneration of Directors

The table given below specifies the details of remuneration package of Directors and their relationships with other Directors on the Board (relationship to mention).

Name of Director	Salary in Rs.	Sitting Fees Rs.	Total in Rs.
Mr. Ramesh Chander Gupta	Nil	Nil	Nil
Mrs. Regina Manish Sinha	Nil	Nil	Nil
Mr. Amit Shah	15,00,000	Nil	15,00,000
Mr. Kishan Kumar Kinra	Nil	Nil	Nil
Mr. Amit Kumar Goyal	Nil	Nil	Nil
Mr. Jayeshbhai M. Patel	Nil	Nil	Nil

The Company pays remuneration to its Executive Director by way of salary, perquisites, allowances etc. He is appointed for period of Five years.

There are no pecuniary relationships or transaction of non-executive Directors except payment of Director's sitting fees.

The criteria of making payments to the Non-Executive Directors is laid down in the Nomination & Remuneration Policy of the Company which is available on Company's website at www.tarmatlimited.com

Performance evaluation criteria for Independent Director:

The Company has laid down evaluation criteria for Independent Directors. The criteria for evaluation of Directors includes parameters such as attendance, maintaining effective relationship with fellow Board members, providing quality and valuable contribution during meetings, successfully bringing their knowledge and experience for formulating strategy of the company etc. Based on such criteria, the evaluation is done in a structured manner through consultation and discussion.

(C) Stakeholder Relationship Committee Composition

The Stake-holders Relationship Committee constituted by the Board comprises of three Independent Directors, namely Mr. Kishan Kumar Kinra, Mrs. Regina Manish Sinha and Mr. Ramesh Chander Gupta - Independent Directors and Two Non Executive Directors namely Mr. Amit Kumar Goyal and Mr. Jayeshbhai M. Patel.

Mr. Kishan Kumar Kinra an Independent, Non-Executive Director, is the Chairman of the Committee.

Terms of Reference

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- All other matters incidental or related to shares, debenture

Meetings and Attendance during the year

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Kishan Kumar Kinra	04	1
Mrs. Regina Manish Sinha	04	4
Mr. Ramesh Chander Gupta	04	4
Mr. Amit Kumar Goyal	04	3
Mr. Jayeshbhai M. Patel	04	3

Name and designation of compliance officer

Mr. S. Chakraborty Company Secretary is the Compliance Officer pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of investor complaints received and redressed during the year 2020-21 are as follows:

Opening Balance	Received during the year Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

4. General Body Meetings:

Annual General Meeting: Details of last three Annual General Meetings held are as follows:

Year	Location	Date and Time	Details of Special Resolution Passed
35th AGM 2019-2020	Through Video Conferencing (VC)	06.11.2020, 01.30 P.M.	1. Remuneration to Mr. Amit Shah – Executive Director and KMP
34th AGM 2018-2019	Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai.	30.09.2019, 03.00 P.M.	1. Re-Appointment of Mr. Ramesh Chander Gupta (DIN: 00554094) as an Independent Director of the Company.
33th AGM 2017-2018	Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai.	29.09.2018, 03.00 P.M.	1. Enhancement of Borrowing Powers 2. Creation of Charge on Company's Properties 3. Authority to make Investments under Section 186 of the Companies Act, 2013

- (a) Postal Ballot / Extraordinary General Meeting : No postal Ballot / extraordinary general meeting of the members was held during FY 2021.
- (b) A certificate has been received from Prashant Diwan, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

5. PERFORMANCE EVALUATION :

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees.

The performance evaluation of the Executive Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

6. Affirmations and Disclosures:

- (i) All related party transactions have been entered into in the ordinary course of business and were placed periodically before the audit committee in summary form. There were no material individual transaction

with related parties which were not in the normal course of business required to be placed before the audit committee and that may have potential conflict with the interest of the Company at large. All individual transactions with related parties or others were on an arm's length basis.

- (ii) There were few cases of non-compliance by the Company and no penalties, strictures were imposed on the Company by SEBI or any Statutory Authority on any matter related to capital markets, during the last three years except NSE & BSE has levied the fine for non Compliance under SEBI (LODR) Regulation, 2015.
- (iii) In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.
- (iv) The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.
- (v) The CEO and the CFO have issued certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.
- (vi) The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.tarmatlimited.com.
- (vii) The Company has adopted a Vigil Mechanism/Whistle Blower Policy. Any employee can approach Chairman of the Audit Committee with information/disclosure under the said Policy. No employee has been denied access to the Audit Committee as a part of such Mechanism/Policy.
- (viii) Management Discussion and Analysis forms part of the Annual Report to the Shareholders and it includes discussion on matters as required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Stock Exchanges.
- (ix) All the guidelines issued by the SEBI and Stock Exchange or other statutory authority on the matter related to capital markets are fully complied.
- (x) The Company has adopted a policy on determination of materiality of events for disclosures (Determining Materiality of Events).
- (xi) The Company has adopted a policy on archival and preservation of documents (Preservation of Documents)
- (xii) The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All Board Directors and the designated employees have confirmed compliance with the Code.

7. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

For the year under review there was no woman employee in the employment of the company, therefore the provisions of the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 does not imply to the Company.

8. Means of Communication:

1. Publication of Results;

The quarterly / annual results of the Company are published in the leading newspapers viz. Mumbai Lakshadweep (Marathi) and Active Times (English).

9. General Shareholder Information:

i. Annual General Meeting:

The forthcoming 36th annual general meeting of the Tarmat Limited will be held on Tuesday, 28th September, 2021 at 01.00 p.m. through video conferencing/ other audio visual means organized by the

company at the registered office of the company at General A. K. Vaiday Marg, near Wageshwari mandir, off film city road, Malad (e), Mumbai 400 097.

ii. Financial Calendar:

Year ending: March 31, 2021.

iii. Dividend Payment:

To conserve the cash for the future growth, the Company has not recommended any dividend for this year.

iv. Book Closure / Record Date:

The Register of members and share transfer books of the Company will remain closed from Wednesday, 22.09.2021 to Tuesday, 28.09.2021 (both days inclusive) for the purpose of the AGM.

v. During the year the Company has not obtained any credit rating

vi. Listing on Stock Exchanges

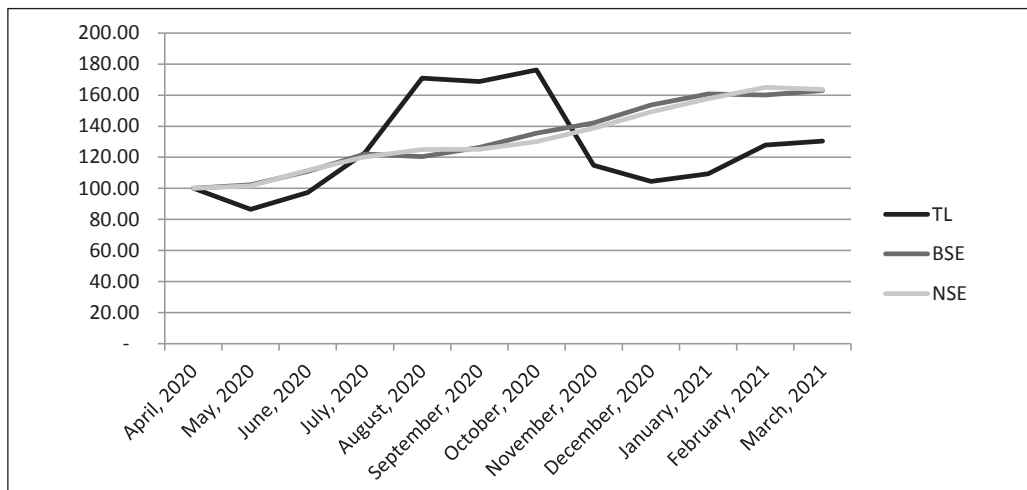
The Company's shares are listed on the following Stock Exchanges and the Listing Fees of BSE Limited and listing fee of National Stock Exchange of India Limited has paid:

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
Name: BSE Limited Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.	532869	INE924H01018
Name: The National Stock Exchange of India Limited Address: Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051.	TARMAT	INE924H01018

vii. Stock Market Price at National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) for the period from April 2020 to March 2021:

BSE			NSE		
High	Low	Average	High	Low	Average
27.15	23.35	25.25	23.90	19.30	21.60
22.20	18.55	20.38	21.65	18.60	20.13
26.40	19.05	22.73	27.25	18.55	22.90
34.45	23.25	28.85	34.40	23.10	28.75
48.20	31.95	40.08	47.50	32.55	40.03
44.75	34.45	39.60	44.50	34.50	39.50
46.50	36.00	41.25	46.30	36.25	41.28
41.90	34.55	38.23	41.90	34.15	38.03
62.00	36.25	49.13	62.25	37.45	49.85
61.90	48.10	55.00	61.80	46.30	54.05
55.20	50.00	52.60	55.80	49.95	52.88
57.60	42.10	49.85	57.80	42.15	49.98

viii Comparison of closing prices of the Company's share with the broad-based indices viz NSE Nifty & BSE Sensex.



ix. Registrar and Transfer Agent

Bigshare Services Private Limited is the Registrar and Transfer Agent (RTA) of the Company, handling the shareholders and the share related matters, both in physical and the dematerialized segment.

The contact details of the RTA are as under:

BIGSHARE SERVICES PRIVATE LIMITED

(Unit: Tarmat Limited)

1st Floor, Bharat Tin works building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai - 400059, Maharashtra.
Tel: 022 62638200
Email: shwetast@bigshareonline.com
Website: www.bigshareonline.com

x. Share Transfer System

As of date, 99.99% of the Equity shares of the company are in electronic form. Transfer of these share are done through the depositories without any involvement of the company.

For speedy processing of share transfers, the Board has delegated powers to approve share transfers to the Shareholders' / Investors' Grievance Committee. Transfers of shares in physical form are normally processed within 15 days of receipt, provided the documents are complete in all respect. All transfers are first processed by the Transfer Agent and are submitted to the company for approval thereof. Thereafter, authorised officers of the company approve the transfer and shares are returned to the shareholders.

Pursuant to Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates from a practicing Company Secretary on half yearly basis to the effect that all the transfers are completed in the statutorily stipulated time period have been obtained. Copy of the certificate so received is submitted both stock exchanges where shares of the company are listed.

xi. Distribution of shareholding as on 31st March 2021

Sr. No.	Shareholding of nominal value (RS.)	No. of Shareholders	Percentage of total	Share Amount RS.	Percentage of Total
	From To				
1	1 - 5,000	7941	88.36	9295290	6.98
2	5,001 - 10,000	541	6.01	4469660	3.36
3	10,001 - 20,000	251	2.79	3885050	2.91
4	20,001 - 30,000	71	0.79	1805490	1.35
5	30,001 - 40,000	47	0.52	1686300	1.26
6	40,001 - 50,000	30	0.33	1412170	1.06
7	50,001 - 1,00,000	47	0.52	3399040	2.55
8	1,0001 and above	52	0.59	10225117	79.26
	TOTAL	8798	100.00	12900707	100.00

xii. Shareholding pattern as on 31st March 2021

Sr. no.	Category	No. of Shares	% holding
	Shareholding Pattern of The Promoter and Promoter Group		
1.	Indian		
(a)	Individuals/Hindu undivided Family	3958103	29.69
(b)	Central Government/State Government(s)	0.00	0.00
(c)	Financial Institutions/Banks	0.0	0.00
(d)	Any Other(Group Companies)	1361448	10.21
	Individuals(Non-Resident Individuals/Foreign Individuals)	0.00	0.00
2.	Foreign		
(a)	Individuals(Non-Resident Individuals/Foreign Individuals)	0.00	0.00
(b)	Government	0.00	0.00
(c)	Institutions	0.00	0.0
(d)	Foreign Portfolio Investor	0.00	0.00
	Total	5319551	39.90
	Statement Showing Shareholding Pattern of The Public Shareholder		
1.	Institutions	0.00	0.00
2.	Central / State government(s)	0.00	0.00
3.	Banks	0.00	0.00
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2530078	18.98
(a)(2)	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	3574761	26.82
(b)	Employee Trusts		
(c)	Overseas Depositories (holding DRs) (balancing figure)		
(d)	Any Other		
	(Bodies Corporate)	1615836	12.12
	(Clearing Member)	26950	0.20
	HUF	174492	1.31
	(Non Resident Indians)	89039	0.66
	Total	8011156	60.10
	Grand Total	13330707	100.00

xiii. Dematerialization of shares and liquidity

Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both the depositories i.e. NSDL and CDSL.

As on 31st March 2021, 99.99% Equity shares of the Company representing 13330707 Shares out of a total of 13330388 equity shares were held in dematerialized form, and the balance 319 shares were held in physical form.

xiv. Address for Correspondence

Shareholders may correspond with –

i. Registrar & Transfer Agents for all matters relating to transfer / dematerialization of shares, payment of dividend, demat credits, etc. at :

BIGSHARE SERVICES PRIVATE LIMITED
(Unit: Tarmat Limited)
1st Floor, Bharat Tin works building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai-400059, Maharashtra.
Tel: 022 62638200
Email: shwetast@bigshareonline.com
Website: www.bigshareonline.com
Contact Name: Shweta Salunke

ii. For all investor related matters:

Mr. Shivatosh Chakraborty
Company Secretary Tarmat Limited
Tank Road, Off Gen Vaidya Marg,
Goregaon (East), Mumbai - 400 0063
Tel: +91-22-2840 2130/ 1180
Email: cs@tarmatlimited.com
Website: www.tarmatlimited.com

iii. Registered Office

Tank Road, Off Gen Vaidya Marg,
Goregaon (East), Mumbai - 400 0063
Tel: +91-22-2840 2130/ 1180

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of **Tarmat Limited**

I have examined the compliance of conditions of Corporate Governance by Tarmat Limited for the year ended 31st March 2021, as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
PRADIP C. MEHTA
Partner
Membership No. 035447
UDIN : 21035447AAAADH9870

Date: August 17, 2021
Place: Mumbai

EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

I, Amit Shah, Executive Director and S. Chakraborty, Chief Financial Officer (CFO) of Tarmat Limited, to the best of our knowledge and belief hereby certify that:

- a) We have received financial statements and the cash flow statement for the year ended 31st March 2021 and:
 - 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the company during the year that are fraudulent, illegal or volatile of the company's code of conduct.
- c) We accept responsibility for the establishing and maintaining internal control systems of the Company pertaining to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - 1) Significant changes in the internal control over financial reporting during the year;
 - 2) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - 3) Instances of the significant fraud of which we have become aware and the involvement therein, if any; of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Amit Shah
Executive Director

Sd/-
S. Chakraborty
Chief Financial Officer

Date: 14th August, 2021
Place: Mumbai

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I, Amit Shah, Executive Director of TARMAT LIMITED hereby confirm pursuant to SEBI (listing obligations and disclosure requirements) regulations, 2015 that:

1. The Board of Directors of TARMAT LIMITED has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website www.tarmatlimited.com
2. All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended 31st March 2021.

For **TARMAT LIMITED**

Sd/-
Amit Shah
Executive Director

Date: 14th August, 2021
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
TARMAT LIMITED

Report on the Standalone Ind AS Financial Statements**Opinion**

We have audited the accompanying standalone Ind AS financial statements of TARMAT LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanation given to us, except for the matters described in the paragraphs "Emphasis of Matter" and "Other Matter", the aforesaid standalone financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021 and its Profits and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, we have not observed any key audit matters required to be reported separately.

Other Matters

The continuous spreading of COVID -19 across India has resulted in restriction on physical visit to the client locations and the need for carrying out alternative audit procedures as per the Standards on Auditing prescribed by the Institute of Chartered Accountants of India (ICAI). As a result of the above, the audit was mainly carried out based on remote access of the data as provided by the management of the Company. This has been carried out based on the advisory on "Specific Considerations while conducting Distance Audit/ Remote Audit/ Online Audit under current Covid-19 situation" issued by the Auditing and Assurance Standards Board of ICAI. We have been represented by the management of the Company that the data provided for our audit purposes is correct, complete, reliable and are directly generated by the accounting system of the Company without any further manual modifications.

We bring to the attention of the users that the audit of the financial statements has been performed in the aforesaid conditions.

Our audit opinion is not modified in respect of the above.

Emphasis of Matter

We draw attention to the following matters in the financial statements: -

1. Note No 10 of the Financial Statements in respect of Cash and cash Balance and Note No.21 of the Financial Statement in respect of other income.

The Balances of Fixed Deposit and Balance with bank in several None Operative- dormant branch Current Accounts grouped under cash and cash Balances in the financial Statements are not being confirmed by respective banks. Due to Non Availability of confirmation of aforesaid balances and also interest accrued and

paid if any, the impact of the adjustments are not quantifiable, difference if any, arising therefore is subject to reconciliation.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to the Board's Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information. We are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone IND As financial statements that give a true and fair view of the financial position, financial performance (Including other comprehensive income), and cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone IND As financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone IND As financial statements based on our audit.

We have taken into account the provisions of the Act and the rules made there under including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the order issued under section 143 (11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these standalone IND As the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone IND As financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone IND AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone IND AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone IND AS financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except branch wise GST details and reconciliation with GSTIN ledgers and Bank accounts and FD closing balance certificates and certificate for interest credited/ paid by respective banks.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and subject to reconciliation with the Bank Statements.
- (d) In our opinion, the aforesaid standalone IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 21 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 21 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Annexure A

- i. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- ii. The company has not transferred the following amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

Nature of Amount to be transferred	Amount (Rs.)
Share Application Money	177,000

- iii. Based on audit procedures and relying on the management representation and certificates, we report that the disclosures are in accordance with Books of account maintained by the Company and as produced to us by the Management.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
 FRN : 106247

Sd/-
PRADIP C. MEHTA
 Partner

Membership No. 35447
 UDIN : 21035447AAAABX7466

Date: 29/06/2021
 Place: Mumbai

“Annexure-A”

TARMAT LIMITED

Statement on matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order 2016 (“the order”), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act 2013, for the year ended 31st March 2021.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this frequency of physical verification is reasonable having regard to the size of the company and nature of business.
- (C) The title deeds of immoveable properties are held in the name of the company.
- (ii) The inventory has been physically verified, valued and certified by the management at the year end. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on such verification were not material and have been properly dealt within the books of account.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore clause (iii) of para 3 of the order is not applicable.
- (iv) In respect of loans, investments, guarantees and security made or provided by the company during the year, the provisions of sections 185 and 186 of the Companies Act 2013 have been complied with.
- (v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable. No order in this regard, in respect of the company, has been passed by the Company Law Board or Reserve Bank of India or National Company Law Tribunal or any other court or any other tribunal.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the central government for the maintenance of cost records under section 148 of the Act, and are of opinion that prima facie, the prescribed accounts and records have been made and maintained. Under Section 148 of the Companies Act 2013, the company is liable for Cost Audit by an Independent Cost Auditor. The Management has represented that the Cost Audit for FY 2020-21 is under process.
- (vii) In our opinion and according to the information and explanation given to us, barring the delay & the non-payment of the following undisputed statutory liability, the company is regular in depositing undisputed statutory dues including Sales Tax, Cess and other material statutory dues, if any applicable to it with appropriate authorities.

Name of the Statutory Dues	Nature of Dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks if any
Income Tax Act, 1961	Tax Deducted at Source	8051204/-	2020-21	31.05.2021		
		-148500/-			13.04.2021	
		-153950/-			26.04.2021	
		-2409642/-			29.04.2021	
		-2647536/-			30.04.2021	
		-2200000/-			19.05.2021	
		491576/-			Unpaid	
MVAT Act 2002	VAT	3,35,548/-	2016-17	30-04-2017	Unpaid	
	Provident Fund	19,895/-	2020-21	15.02.2021	05.04.2021	JAN 2021
		21,459/-	2020-21	15.03.2021	06.04.2021	FEB 2021

Name of the Statutory Dues	Nature of Dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks if any
		16700/-	2020-21	15.04.2021	14.04.2021	MARCH 2021
	ESIC	3,328/-	2020-21	15.11.2020	Unpaid	OCT 2020
		3,328/-	2020-21	15.12.2020	Unpaid	NOV 2020
		3,328/-	2020-21	15.01.2021	Unpaid	DEC 2020
		3,328/-	2020-21	15.02.2021	Unpaid	JAN 2021
		3,328/-	2020-21	15.03.2021	Unpaid	FEB 2021
		3,328/-	2020-21	15.04.2021	Unpaid	MARCH 2021
		1,532/-	2020-21	15.04.2021	28.04.2021	MARCH 2021
	Profession Tax	14400/-	2020-21	15.04.2021	Unpaid	
	Profession Tax	53725/-	2020-21	31.03.2021	08.04.2021	
		1,27,675/-	2019-20	31-03-2019	Unpaid	
		1,21,850/-	2018-19	31-03-2019	Unpaid	
		1,07,075/-	2017-18	30-04-2018	Unpaid	
		57,650/-	2016-17	20-04-2017	Unpaid	
		97,675/-	2015-16	20-04-2016	Unpaid	
		95,500/-	2014-15	20-04-2015	Unpaid	
		69,175/-	2013-14	20-03-2014	Unpaid	
		1,65,325/-	2012-13	20-03-2013	Unpaid	
		96,950/-	2011-12	20-03-2012	Unpaid	
	Share Application Money	177000/-	2005-06			To be Transferred to Investor Education and Protection Fund by the Company

- (b) According to the information and explanation given to us, there are no dues of Income tax, Sales Tax, Service Tax, Custom duty, Excise duty and Cess which have not been deposited on account of dispute except in the following:

Name of the Statute	Nature of the dues	Amount involved.	Period Pending Before
Maharashtra VAT	Assessment	1,43,08,082	01.04.05 DC Appeal V To 31.03.06
Maharashtra VAT	Assessment	1,26,16,462	01.04.05 DC Appeal V To 31.03.06
Maharashtra VAT	Assessment	2,65,11,442	01.04.08 DC Appeal V To 31.03.09
Maharashtra VAT	Assessment	3,48,55,394	01.04.06 DC Appeal III To 31.03.07
Maharashtra VAT	Assessment	7,92,41,439	01.04.07 DC Appeal III To 31.03.08
Maharashtra VAT	Assessment	3,66,99,459	01.04.09 DC Appeal III To 31.03.10
Maharashtra VAT	Assessment	4,45,70,870	01.04.10 DC Appeal III To 31.03.11
Maharashtra VAT	Assessment	22,23,622	01.04.13 DC Appeal VII To 31.03.14

The assessment relating to year 2008-09 is pending with the DC Appeal V. Other assessments have been set aside and sent for reassessment. Hence the liability for those years has been kept in abeyance.

- (c) The Company has not provided reconciliation statements of Service Tax and GST. Hence the liability towards it could not be ascertained. We are unable to comment on correct GST liability of the company.
- (viii) According to the information and explanations given to us, and also on the basis of the books and records examined by us, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not taken any loan or borrowing from Government and has not issued any debenture during the year.

- (ix) IX. In our opinion and according to the information and explanation given to us, the Company has not raised money by way of preferential issue of equity shares. However the company has availed short term hypothecation loan of Rs. 18 Lakhs from ICICI Bank for purchase of machinery during the year.
- (x) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company by its officers or its employees has been noticed or reported during the year nor have we been informed of any such case by the management.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act 2013. Therefore clause Xii of para 3 of the order is not applicable.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and also on the basis of the books and records examined by us, the Company has not made preferential allotment of equity Shares during the year.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
PRADIP C. MEHTA
Partner

Membership No. 35447
UDIN : 21035447AAAABX7466

Date: 29/06/2021
Place: Mumbai

“Annexure-B”**TARMAT LIMITED**

**Report on the Internal Financial Controls under Clause (i) of
Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) for the year ended 31st March 2021**

We have audited the internal financial controls over financial reporting of TARMAT LIMITED (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Change in Management- Appointment of Directors

Mr. Amit Kumar Goyal and Mr Jayeshbhai Manajibhai Patel have been appointed as Directors on 24.08.2020.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, we have not observed any key audit matters required to be reported separately.

Other Matters

The continuous spreading of COVID -19 across India has resulted in restriction on physical visit to the client locations and the need for carrying out alternative audit procedures as per the Standards on Auditing prescribed by the Institute of Chartered Accountants of India (ICAI). As a result of the above, the audit was mainly carried out based on remote access of the data as provided by the management of the Company. This has been carried out based on the advisory on “Specific Considerations while conducting Distance Audit/ Remote Audit/ Online Audit under current Covid-19 situation” issued by the Auditing and Assurance Standards Board of ICAI. We have been represented by the management of the Company that the data provided for our audit purposes is correct, complete, reliable and are directly generated by the accounting system of the Company without any further manual modifications.

Emphasis of Matter

We draw attention to the following matters in the financial statements: -

1. Note No 10 of the Financial Statements in respect of Cash and cash Balance and Note No.21 of the Financial Statement in respect of other income.

The Balances of Fixed Deposit and Balance with bank in several None Operative- dormant branch Current Accounts grouped under cash and cash Balances in the financial Statements are not being confirmed by respective banks. Due to Non Availability of confirmation of aforesaid balances and also interest accrued and paid if any, the impact of the adjustments are not quantifiable, difference if any, arising therefore is subject to reconciliation

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered

Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
PRADIP C. MEHTA
Partner

Membership No. 035447
UDIN : 21035447AAAABX7466

Date: 29/06/2021
Place: Mumbai

AUDITED STANDALONE BALANCE SHEET AS AT 31ST MARCH 2021

₹ in lacs

Particulars	Note No.	As on 31ST MARCH 2021	As on 31ST MARCH 2020
I. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	3	1,708.96	1,582.30
(ii) Intangible assets		14.63	14.63
(b) Non-current investments	4	2,702.22	2,694.70
(c) Deferred Tax asset	5	-	15.74
(d) Long-term loans and advances	6	1,555.08	1,968.54
(e) Long Term Trade Receivables	7	187.51	392.78
			6,668.69
2 Current assets			
(a) Inventories	8	4,275.94	4,922.66
(b) Trade receivables	9	1,294.04	1,740.69
(c) Cash and cash balance	10	1,464.68	2,777.31
(d) Short-term loans and advances	11	7,650.90	6,789.96
			16,230.62
TOTAL		20,853.96	22,899.31
II. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	12	1,333.07	1,333.07
(b) Reserves and surplus	13	4,796.18	4,286.71
			5,619.78
2 Non-current liabilities			
(a) Long-term borrowings	14	8,759.44	11,028.27
(b) Long-term provisions	15	114.31	105.81
			11,134.08
3 Current liabilities			
(a) Short-term borrowings	16	187.67	-
(b) Deferred Tax Liability	17	37.08	-
(b) Trade payables	18	3796.38	3,909.50
(c) Other current liabilities	19	1,829.83	2,235.95
			6,145.45
TOTAL		20,853.96	22,899.31

Summary of Significant Accounting Policies

1 & 2

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

PRADIP C. MEHTA

(PARTNER)

Membership No. 035447

UDIN : 21035447AAAABX7466

Sd/-

AMIT SHAH

Executive Director

Din No. 08467309

Sd/-

REGINA M SINHA

Independent Director

Din No. 08488285

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021

AUDITED STANDALONE PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021

₹ in lacs

Particulars	Note No.	As on 31ST MARCH 2021	As on 31st March 2020
Income			
I Revenue from operations (Gross)	20	17,066.42	23,311.86
Less : Excise Duty		-	-
Revenue from operations (Net)		17,066.42	23,311.86
II. Other Income	21	125.95	96.26
III. Total Revenue (I + II)		17,192.37	23,408.12
IV Expenses:			
Cost of materials consumed	22	3,704.94	6,637.34
Construction expenses	23	11,521.77	14,765.15
Employee benefits expense	24	584.11	543.83
Finance costs	25	306.24	236.48
Depreciation and amortization expense	3	131.68	73.08
Other expenses	26	542.07	2,68.82
Total expenses		16,790.81	22,524.70
V. Profit before exceptional and extraordinary items and tax (III-IV)		401.56	883.42
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		401.56	883.42
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		401.56	883.42
X Tax expense:			
(1) Current tax			160.73
(2) Current tax relating to prior years		(160.73)	-
		(160.73)	160.73
(3) Deferred tax Asset		52.82	30.32
XI Profit for the period (IX-X)		509.47	692.37
XII Other comprehensive Income			
a) Items not to be reclassified subsequently to profit or loss			
Gain on fair value of defined benefit plans as per actuarial valuation		-	-
Income tax effect on above		-	-
b) Items to be reclassified subsequently to profit or loss		-	-
Other comprehensive income for the period, net of tax			
XIII Total Comprehensive income for the period net of tax (XI+XII)		509.47	692.37
XVI Earnings per equity share:			
1) Basic			
i) Computed on the basis of profit from continuing operation		3.82	5.19
ii) Computed on the basis of total profit for the year		3.82	5.19
2) Diluted			
i) Computed on the basis of profit from continuing operation		3.82	5.19
ii) Computed on the basis of total profit for the year		3.82	5.19

Summary of Significant Accounting Policies

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

PRADIP C. MEHTA

(PARTNER)

Membership No. 035447

UDIN : 21035447AAAABX7466

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AMIT SHAH

Executive Director

Din No. 08467309

Sd/-

REGINA M SINHA

Independent Director

Din No. 08488285

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021

Cash Flow Statement for the year ended 31st March 2021

₹ in lacs

Particulars	2020-21	2019-20
Net Profit/(Loss) as per Profit & Loss Account	401.56	883.42
Adjustments for Non-Cash and other items		
Interest Expense	306.24	236.48
Interest Income	(64.81)	(69.08)
Depreciation	131.68	73.08
Dividend received	-	-
Provision for Doubtful Debts/ Advances (Net of Recovery)	-	-
Gratuity provision	8.50	10.63
Preliminary Expenses w/off	-	-
Loss on Sale of Fixed Assets	-	-
Investment in JV written off	(7.52)	-
Bad debts written off	-	-
Operating Profit/(loss) Before Working Capital Changes	775.65	1,134.53
Changes in Working Capital		
Adjustment for		
Trade & Other Receivables	651.92	333.22
Loans & Advances	(447.48)	(2,193.29)
Inventories	646.72	(1,853.82)
Fixed Deposit	1,372.89	(1,716.89)
Trade payables and other liabilities	(519.23)	3,101.85
Less: Taxes paid	160.73	(160.73)
Net Cash from Operating Activities [A]	2641.19	(1355.13)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(258.34)	(559.99)
Sale of Fixed Assets	-	-
Purchase of Non current investments	-	(8.51)
Interest received	64.81	69.08
Dividend received	-	-
Net Cash from Investing Activities [B]	(193.53)	(499.42)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend and Distribution tax paid	-	-
Interest paid	(306.24)	(236.48)
Proceeds from Long Term and Short Term Borrowings (Net Of Repayment)	(2,081.16)	2245.84
Net Cash from Financing Activities [C]	(2387.40)	(2009.36)
Net increase in Cash and Cash equivalents [A+B+C]	60.26	154.80
Cash & Cash equivalents at the beginning of the year	383.05	228.25
Cash & Cash equivalents at the end of the year	443.31	383.05

Note:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.
- The amendments to Ind AS 7 Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash flow changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April, 2017 and the required disclosures is made below. There is no other impact on the financial statements due to this amendment.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**
Registration No. 106247
Chartered Accountants

For and on behalf of the Board of Directors of **TARMAT LTD**

Sd/-

PRADIP C. MEHTA
(PARTNER)
Membership No. 035447
UDIN : 21035447AAAABX7466

Sd/-

AMIT SHAH
Executive Director
Din No. 08467309

Sd/-

REGINA M SINHA
Independent Director
Din No. 08488285

Sd/-

S. CHAKRABORTY
Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021

1. Corporate Information:

Tarmat Limited was established in year 1986 Mr. Jerry Varghese. The company is specialized in Construction of Airfield and National / state highways all over India. The Company is currently executing various Runway, Parking Bays, Taxi Track related work at Mumbai, Cochin, Trichy and Tuticorn Airport, and it is also executing National Highway work at Mizoram and Jammu.

Tarmat have completed the prestigious works of Resurfacing of Runways at Mumbai International Airport Limited and Delhi International Airport.

The Company had its IPO in 2007 and got listed in BSE and NSE. The present paid up capital of the company is Rs. 133307070, of which 39.90% is held by the promoters.

2. SIGNIFICANT ACCOUNTING POLICIES

a. System of Accounting

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of significant uncertainties. These financial statements are prepared under the historical cost convention unless otherwise indicated.

b. Statement of compliance

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financials statements have been approved for issue by the Board of Directors at their meeting held on June 29, 2021.

c. Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All asset and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company considers 12 month as normal operating cycle.

The Company's financial statements are reported in Indian Rupees, which is also the company's functional currency and all values are rounded to the nearest lakh except otherwise indicated.

d. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

e. Property, Plant and Equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance cost, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be

measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.

- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) The Company depreciates property, plant and equipment on written down value method except for building, plant and machinery, laboratory equipment and excavators where depreciation is provided on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date of the assets are ready for intended use after considering the residual value.
- (vi) Intangible assets mainly represent implementation cost for software and other application software acquired/ developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure.
- (vii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Use of Estimate -

The preparation of financial statements requires estimates and assumptions to be made that affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

Revenue Recognition -

- (i) Income from construction contracts is recognized on the basis of work certified in accordance with percentage completion method. All other income and expenditure are recognized and accounted for on an accrual basis. Losses on contracts are fully accounted for as and when incurred.
- (ii) Hire Charges is accounted for as per terms of the lease agreement.
- (iii) Dividend Income is accounted for when the right to receive is established.
- (iv) Interest income on deposits is recognized on accrual basis. . In absence of receipt of interest certificate from the banks, interest on FDs have been accounted based on income reported in the Company's TDS report as available on the Income tax Web portal under Company's PAN.

Fixed Assets -

Fixed Assets are stated at cost net of tax/duty credits availed, wherever applicable less accumulated depreciation/ impairment losses, if any. The cost of an asset comprises of purchase price and any directly attributable cost of bringing the assets to its present condition for intended use and incremental amount of revaluation.

Depreciation -

Depreciation is charged as per Straight-line method at the rate and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on fixed assets sold or scrapped during the year is provided upto the date on which such fixed asset is sold or scrapped. Depreciation on addition to fixed assets is calculated on pro rata basis from the day of addition.

Inventories -

The stock of stores, spares and embedded goods and fuel is valued at cost (weighted average basis), or net realizable value whichever is lower.

Work in Progress is valued at the contract rates and site mobilization expenditure of incomplete contracts is stated at cost. All the inventories of stores, spares and embedded goods and fuel and work in progress have been physically verified by the Management at the year end.

Investment -

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Long Term Investments. Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are measured at Cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

Borrowing Costs -

Borrowing cost which are directly attributable to the acquisition/construction of Qualifying Assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

Current Tax and Deferred Tax -

- i. Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.
- ii. Current Tax is calculated in accordance with the tax laws applicable to the current financial year.
For Financial Year 2019-20 the company has exercised option to pay income tax under the provisions of Section 115BAA of the Income tax Act, 1961 and as such provisions for payment of Minimum Alternate tax (MAT) is not applicable to the company.
Since the Company has opted to pay income tax U/s 115BAA, provision of MAT for the Financial Year 2019-20 of Rs.160.73 lacs has been reversed during the financial year 2020-21. For the current year also, the company proposes to pay Tax under the Provisions of Section 115BAA of Income Tax Act 1961.
- iii. Deferred tax expense of benefit is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- iv. Advance tax and provision for current income, if any, are presented in the balance sheet after setting off advance tax paid and income tax provision arising in the same tax jurisdiction.

Indirect Taxation

- i. Indirect tax liability under GST ACT is accounted based on sale/purchase invoices and input tax credit(ITC) is accounted based on ITC report available on the GSTIN portal. The same is subject to reconciliation and filing of annual return in from GSTR 9 under the GST ACT.

Foreign Exchange Transaction -

- (i) Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Monetary items denominated in foreign currency as at the balance sheet date are translated at the year-end exchange rate.
- (iii) Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

Employee Retirement Benefits -

The company provides for gratuity in accordance with the rules of the company based on an actuarial valuation carried out at the balance sheet date, by an independent actuary. Contribution payable to Employees benefits is charged to Profit & Loss Account as and when incurred. Leave wages is not applicable to this company. The Company has provided for gratuity during the current year as per the actuarial valuation of liability.

Impairment of Assets -

The company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

Earning per share -

Basic EPS is computed using the weighted average number of equity shares outstanding during the year.

Provision, Contingent Liabilities and contingent assets -

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Note 3

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block	
	As at 01st April 2020	Additions	(Disposals)	As at 31st March 2021	As at 01st April 2020	Depreciation for the period	Adjustment due to revaluations	Depreciation on disposal	As at 31st March 2021	As at 31st March 2020
Tangible Assets										
Land	435.25	-	-	435.25	-	-	-	-	435.25	435.25
Assets under lease										
Buildings	340.02	6.04	-	346.06	151.14	3.73	-	-	191.19	188.88
Assets under lease										
Plant and Equipment	5,564.31	223.42	-	5,787.73	4,669.83	113.94	-	-	1,003.96	894.48
Assets under lease										
Furniture and Fixtures	45.05	-	-	45.05	42.60	0.61	-	-	1.84	2.45
Assets under lease										
Vehicles	323.71	27.22		350.93	265.06	12.80	-	-	73.07	58.64
Assets under lease			-							
Office equipment	88.53	1.66		90.19	85.92	0.61	-	-	3.66	2.60
Assets under lease			-							
Others (specify nature)										
Total	6,796.86	258.34	-	7,055.20	5,214.55	131.68	-	-	1,708.96	1,582.30
Intangible Assets										
Goodwill	14.63	-	-	14.63	-	-	-	-	14.63	14.63
Computer software										
Total	14.63	-	-	14.63	-	-	-	-	14.63	14.63
Total	6,811.49	258.34	-	7,069.83	5,214.55	131.68	-	-	1,723.59	1,596.93

	31st March 2021		31st March 2020	
	Quoted ₹ In Lacs	Unquoted ₹ In Lacs	Quoted ₹ In Lacs	Unquoted ₹ In Lacs
Note 4 Non-current investments				
Investments (At cost unless otherwise specified):				
Trade investments				
Investment in Equity shares (Others)				
CONCAST JAWASA ROAD PROJECT PVT LTD				
1042600 NOS EQUITY SHARE RS 10/-EACH		104.26		104.26
CONCAST AMBHA ROAD PROJECT PVT LTD				
6476600 NOS EQUITY SHARE RS 10/-EACH		647.66		647.66
CONCAST DAMOH ROAD PROJECT PVT LTD				
5623800 NOS EQUITY SHARE RS 10/-EACH		562.38		562.38
CONCAST DHANETA ROAD PROJECT PVT LTD				
5870098 NOS EQUITY SHARE RS 10/-EACH		587.01		587.01
CONCAST PATAN ROAD PROJECT PVT LTD				
210600 NOS EQUITY SHARE RS 10/-EACH		21.06		21.06
CONCAST BADNAGAR ROAD PROJECT PVT LTD				
2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
CONCAST JABALPUR ROAD PROJECT PVT LTD				
2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
INVESTMENT IN JOINT VENTURE		779.33		771.81
Total	-	2,702.22	-	2,694.70

Details

	31st March 2021		31st March 2020	
	Cost ₹ In Lacs	Market Value ₹ In Lacs	Cost ₹ In Lacs	Market Value ₹ In Lacs
a) Quoted Investment	-	-	-	-
b) Unquoted Investment	2,702.22	2,702.22	2,694.70	2,694.70
Total	2,702.22	2,702.22	2,694.70	2,694.70

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Note 5 Deferred Tax Asset		
Deferred Tax Liability		
Related to Fixed Assets	-	-
Deferred Tax Assets		
Related to Fixed Asset	-	15.74
Deferred Tax Assets	-	15.74
Deferred Tax Asset (Net)	-	15.74
Total	-	15.74

Note 6 Long Term Loans and Advances

Unsecured, considered good		
a. Security and Other Deposits	1,450.07	1,811.59
b. Loans and Advances to Employees	105.00	156.95
Total	1,555.07	1,968.54

Note 7 Long Term Trade Receivables

Unsecured, Considered good		
a) Trade Receivables	187.51	392.78
Total	187.51	392.78

31st March 2021 31st March 2020
₹ In Lacs ₹ In Lacs

Note 8 : Inventories

(As technically valued and certified by the Management)

a) Material At Site, At Cost	1,050.81	1,466.54
b) Work In Progress	3,225.13	3,456.13
Total	4,275.94	4,922.66

Note 9 : Trade Receivables**Unsecured and Considered Good**

a) Trade Receivables outstanding for more than 6 months	630.44	478.02
Less : Provision for Doubtful Debts	-	-
	630.44	478.02
b) Other Trade receivables	663.60	1,262.67
	1,294.04	1,740.69

Note 10 : Cash and Cash Balance

a) Cash on Hand	28.88	75.17
b) Balance with Banks		
i) In Current Accounts	414.43	307.88
ii) In earmarked Accounts		
1) Unpaid Dividend Accounts	-	-
2) Share Application money received for allotment of securities and due for refund	1.77	1.77
3) Balances held as Margin Money or security against borrowings, guarantees and other Commitments	1,019.60	2,392.49
Total	1,464.68	2,777.31

Note: The Above balances include balances in several non operative / dormant branch bank accounts amounting to total Rs.14,67,011/- are not confirmed and are subject to bank confirmation and reconciliation

Note 11 : Short term Loans and Advances**Unsecured, Considered Good**

a) Others		
i) Advances Recoverable in cash or in kind or for value to be received	3,376.13	2,502.24
ii) Advance payment of Taxes (Net of Provision)	691.68	914.22
iii) Earnest Money and Other Deposits	3,538.67	3,353.09
b) Loan to Employees	17.97	20.40
c) Salary advance Awantipur	26.45	-
Total	7,650.90	6,789.96

Note: Advances Recoverable in cash or in kind or for value to be received Includes GST ITC available / taxes paid in cash amounting to Rs. 324.93 Lacs which is less by Rs.14.92 Lacs than GSTIN cash and Credit ledger balances as on the year end date, the difference is subject to reconciliation.

Note 12. SHARE CAPITAL

31st March 2021 31st March 2020
₹ In Lacs ₹ In Lacs

Authorised Shares

16000000 (31st March 2020 16000000) Equity Shares of Rs 10/- each	1,600.00	1,600.00
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Issued, Subscribed & fully paid up shares

13330700 (31st March 2020 13330700) Equity Shares of Rs 10/- each	1,333.07	1,096.07
2370000 Preferential allotment of Equity shares of Rs. 10/- each	-	237.00
Total Issued, subscribed and fully paid up share capital	1,333.07	1,333.07

a) Reconciliation of the shares outstanding at the beginning and at the end of the year Equity Shares

	31st March 2021		31st March 2020	
	Number	₹ In Lacs	Number	₹ In Lacs
At the beginning of the year	133.30	1333.07	109.60	1096.07
Issued during the period- Bonus Issue	-	-	-	-
Issued during the period- pref.Equity			23.70	237.70
Outstanding at the end of the period	133.30	1333.07	133.30	1333.07

b. Terms / Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each Holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend (if any) proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder

c. Shares held by holding /ultimate holding company

Tarmat Ltd has no holding company. Hence the number of shares held by Holding/ultimate company is NIL

d. Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	31st March 2021		31st March 2020	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Mr. Jerry Varghese	2035820	15.27%	3241820	29.58%
Mrs. Saramma Varghese	1051161	7.88%	1051161	9.59%
Mrs.Sunita Babulal Surana	855061	6.41%	700000	5.25%
Mrs. Sunita Sanjay Surana	855061	6.41%	-	-
M/s. Tarmat Holdings Pvt. Ltd	1361328	10.21%	1361328	12.42%

e. Aggregate number of Bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date :

	31st March 2021	31st March 2020
	No. In Lacs	No. In Lacs
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for con-sideration other than cash	Nil	Nil
Equity shares bought back by the company	Nil	Nil

Note 13. RESERVES & SURPLUS

	31st March 2021	31st March 2020
	₹ In Lacs	₹ In Lacs
Securities Premium Account		
Balance As per Last Balance Sheet	6,917.89	6,206.89
Add : Securities Premium on preferential allotment of equity shares	-	711.00
Closing Balance	6,917.89	6,917.89
Revaluation Reserve		
As per Last Balance Sheet	8.50	8.50
Transfer/write back during the year	-	-
Closing Balance	8.50	8.50

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
General Reserve		
Opening Balance	520.48	520.48
Add : Transferred from surplus balance in the Profit & Loss Statement		
(-) Written Back in Current Year	-	-
Closing Balance	520.48	520.48
Surplus/ (deficit) in the statement of Profit & Loss		
Balance as per Last financial statements	(3,160.16)	(3,852.53)
Profit for the year	509.47	692.37
Less : Appropriations		
(-) Proposed Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	(2,650.69)	(3160.16)
Total	4,796.18	4,286.71

Note 14. LONG TERM BORROWINGS

	Non Current Portion (₹ In Lacs)		Current Portion (₹ In Lacs)	
	31.03.2021	31.03.2020	31.03.2021	31.03.2020
Secured loan				
ICICI BANK TERM LOAN	291.89	387.35	173.96	-
Mahindra & Mahindra finance ltd	9.88	36.06	13.71	-
Unsecured				
From Others	8,457.67	10,604.86	-	-
	8,759.44	11,028.27	187.67	-

14.1 Additional Information to Secured Long Term Borrowings

The long term portion of term loans are shown under long term borrowing and the current maturities of the long term borrowings are shown under the current liabilities as per the disclosure of the Schedule III.

Note 15. LONG TERM PROVISIONS

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
a) Provision for Employee Benefits	114.31	105.81
TOTAL	114.31	105.81

Note 16. SHORT TERM BORROWINGS

Secured		
(A) Loans repayable on demand		
a) From Banks		
i) ICICI Bank Ltd	173.96	-
ii) Mahindra & Mahindra finance ltd	13.71	-
Total	187.67	-

Note no.17 Deferred Tax liability

Deferred Tax Liability		
Related to Fixed Assets	-	-
Deferred Tax liability		
Related to Fixed Asset	37.08	-
Deferred Tax Assets	37.08	-
Deferred Tax Asset (Net)	37.08	-
Total	37.08	-

Note 18 : TRADE PAYABLES

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
a) Trade Payables	3,796.38	3,909.50
TOTAL	3,796.38	3,909.50

Note on SME

The company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to the amount unpaid as at year end together with interest paid/payable under this act has not been given.

Note 19 : OTHER CURRENT LIABILITIES

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
a) Current Maturities of Long Term Borrowings	-	-
b) Others	1,571.19	1,758.91
i) Unpaid Dividend	-	-
ii) Due To Employees	56.18	45.44
iii) Statutory Dues Payable	200.69	429.84
c) Application money received for Allotment of securities and due for refund	1.77	1.77
TOTAL	1,829.83	2,235.96

Note on Application money due

The amount relates to share application money received but not refunded as the addressees are not traceable. The amount is kept in a separate bank account pending transfer to Investor Education & Protection Fund when due.

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Note 20 Revenue from Operations		
Work Bill Receipts - Gross	17,297.42	22,049.61
Add : Work in Progress, at close	3,225.13	3,456.13
	20,522.55	25,505.74
Less : Work in progress, at commencement	3,456.13	2,193.88
Total	17,066.42	23,311.86

Note 21 Other Income

a) Hire, Rent and Royalty Charges received	-	-
b) Profit on sale of assets	-	-
c) Interest from Banks	64.81	69.08
d) Misc Receipts	5.65	13.07
e) long term capital gain	-	-
f) Sundry Credit / Debit bal written off	7.01	-
g) Share of profit from Joint Venture	4.13	8.51
h) Vijaya Bank Interest written off	-	-
i) Interest from others Msedcl	0.08	0.17
j) Interest on I.T Refund	44.27	5.43
Total	125.95	96.26

Note: Interest income on deposit is recognized on accrual basis. In absence of receipt of interest certificate from the bank, interest on FD have been accounted based on income reported in company's TDS report as available on the Income Tax web portal under company's Pan.

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Note 22 Cost of construction material consumed		
Stock at Commencement	1,466.54	874.96
Add : Purchases	3,289.21	7,228.92
	4,755.75	8,103.88
Less : Scrap sold	-	-
	4,755.75	8,103.88
Less : Stock at Close	1,050.81	1,466.54
Total	3,704.94	6,637.34
Note 23 Construction expenses		
Subcontract, Transportation, Hire etc	10,912.39	13,737.34
Labour Charges	134.58	132.16
Power & Fuel	23.54	18.67
Repairs to Machinery	400.00	808.19
Other repairs	16.30	12.02
Laboratory charges and Water charges	0.93	10.98
Contract exp/site exp	34.03	45.79
Total	11,521.77	14,765.15
Note 24 Employee Benefit Expenses		
(a) Salaries and incentives	466.00	464.62
(b) Contributions to -		
(i) Provident fund	2.51	2.34
(ii) ESIC	0.51	0.42
(c) Gratuity fund contributions	8.50	10.63
(d) Staff welfare expenses	106.59	65.82
Total	584.11	543.83
Note 25 Finance Cost		
a) Interest expense	280.69	233.81
b) Other borrowing costs	25.55	2.67
Total	306.24	236.48
Note 26 Other Expenses		
a) Stationery, Postage, Telephone & Advertisement	11.10	20.34
b) Travelling & Conveyance	34.48	55.75
c) Rent	38.92	39.74
d) Rates & Taxes - excluding taxes on income	0.37	7.54
e) Insurance	74.64	9.84
f) Legal & Professional Fees	328.09	64.42
g) Office Maintenance	8.47	5.52
h) Security charges	6.55	12.74
i) Business Promotion	2.38	1.04
j) Vehicle Tax	-	2.65
k) GST / Penalty paid	6.81	9.79
l) Director's remuneration	15.00	3.60
m) Payment to Auditors as		
i) Audit Fees	3.00	3.00
ii) for taxation matters,	-	-
iii) for management services,	-	-
iv) for reimbursement of expenses;	-	-
n) Miscellaneous Expense	11.77	27.95
o) Roc Filing fees	0.48	4.90
p) Retention money/ other advances no more receivable	-	-
Total	542.07	268.82

Note 27 : Extra Ordinary Item

There are no extra ordinary items during the current year.

Note 28: CONTINGENT LIABILITIES

(₹ in lacs)

Particulars	2020-2021	2019-2020
Bank Guarantee	-	-
Property Tax	-	-
Total	-	-

Note 29 Earning per share**1) Disclosures as required by Accounting Standard (AS) 20 Earning per Share (EPS) –**

Sr. No.	Particulars	2020-2021	2019-2020
i)	Profit attributable to Equity Shareholders for Basic Earning per Share	509.47	692.37
ii)	Weighted average number of equity shares	133.60	133.60
iii)	Face Value of equity share	10/-	10/-
iv)	Earnings per share (Basic and diluted)	3.82	5.19

Note 30 Related Party Transactions

Information on Related Party Disclosures as per Accounting Standard 18 (AS-18) on Related Party Disclosures is given below:

For the year ended 31st March 2021

a) List of related parties with whom the company entered into transactions -

Sr. No.	Name of Related Party	Nature of Relationship
A)	Key Management personnel and their relatives -	
1	Mr. Amit shah	Executive Director
2	Mrs. Regina M. Sinha	Independent Director

b. NATURE OF TRANSACTIONS

Nature of Transaction	2020-2021	2019-2020	Nature of Relationship
Managerial Remuneration	28.19	3.60	Key Management personnel

Note 31 Disclosure in accordance with Accounting Standard -7 (Revised) - Construction Contracts

(₹ in lacs)

Particulars	2020-2021	2019-2020
Amount of Contract revenue recognized as revenue in the period	17,297.42	21,998.00
Contract cost incurred and recognized profits (less recognized losses) upto the reporting date	16,921.67	21,134.61
Recognised Profit	375.75	863.39
Advances received from customers for contract work	43.66	1,217.96
Retention money	494.71	1,706.85
Gross amount due from customer for contract work	1,360.12	1,646.37
Gross amount due to customer for contract work	43.66	1,217.96

Note 32 Segment information –**1) Segment information****a) Primary Segment**

The business segment has been considered as the primary segment. The company is engaged in only one reportable segments viz Construction.

b) Secondary Segment

The company operates in India and hence there are no geographical segments.

Note 33 Disclosure relating to Employee Benefits – As per AS- 15

(₹ in lacs)

A	Expenses recognized in the Statement of Profit & Loss Account for the year ended	31.3.2021	31.3.2020
1	Current Service Cost	2.66	1.31
2	Interest Cost	3.86	5.82
3	Actuarial (Gain)/Loss	2.51	(0.14)
4	Past Service Cost-Vested Benefit recognized during the Period	-	-
5	Transitional Liability Recognized during the Period	-	-
6	Expenses Recognized in P & L	8.50	10.62
B	Net Asset/(Liability) recognized in the Balance Sheet		
1	Fair Value of Plan Assets At the End of the Period	-	-
2	Present Value of Benefit Obligation at the end of the Period	114.31	105.81
3	Difference	(114.31)	(105.81)
4	Unrecognized Past Service Cost at the end of the Period	-	-
5	Unrecognized Transitional Liability at the end of the Period	-	-
	(Net Liability Recognized in the Balance sheet)	(114.31)	(105.81)
C	Change in Present Value of Obligation		
1	Present Value of Benefit Obligation at the beginning of the current Period	105.81	95.19
2	Interest Cost	3.86	5.82
3	Current Service Cost	2.66	1.31
4	Past Service cost-Non Vested Benefit	-	-
5	Past Service Cost-Vested Benefit	-	-
6	Liability Transferred in	-	-
7	(Liability Transferred Out)	-	-
8	(Benefit Paid)	-	-
9	Actuarial (Gain)/Loss on Obligations	2.51	10.62
10	Present value of benefit obligation at the end of the Current Period	114.31	105.81
D	Actuarial Assumptions:-		
1	Discount Rate-Previous	7.59%	7.59%
2	Salary Escalation-Previous	6.00%	6.00%
3	Attrition Rate-Previous	2.00%	2.00%
4	Discount Rate-Current	6.04%	6.04%
5	Salary Escalation-Current	6.00%	6.00%
6	Attrition Rate-Current	2.00%	2.00%

Note 34 Additional Comments

- On assessment of the impairment of fixed assets of the company as at the Balance Sheet date as required by Accounting Standard 28 "Impairment of Assets" issued by the ICAI, the company is of the view that no provision for impairment of fixed assets is required.
- In accordance with Accounting Standard 11 (revised), the net exchange gain credited to profit & Loss account is ₹ Nil/- (Previous year debit ₹ Nil)
- In the opinion of the Board the current assets and advances if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the Balance Sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonable necessary.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of **TARMAT LTD**

Sd/-

PRADIP C. MEHTA

(PARTNER)

Membership No. 035447

UDIN : 21035447AAAABX7466

Sd/-

AMIT SHAH

Executive Director

Din No. 08467309

Sd/-

REGINA M SINHA

Independent Director

Din No. 08488285

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
TARMAT LIMITED

Report on the Consolidated IND AS Financial Statements**Opinion**

We have audited the accompanying consolidated IND AS financial statements of TARMAT LIMITED ("the Company") and its joint ventures (the Company and its joint ventures together referred to as the "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2021, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanation given to us, except for the matters described in the paragraphs "Emphasis of Matter" and "Other Matter", the aforesaid consolidated IND AS financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2021 and its Consolidated loss and its Consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, we have not observed any key audit matters required to be reported separately.

Other Matters

The continuous spreading of COVID -19 across India has resulted in restriction on physical visit to the client locations and the need for carrying out alternative audit procedures as per the Standards on Auditing prescribed by the Institute of Chartered Accountants of India (ICAI). As a result of the above, the audit was mainly carried out based on remote access of the data as provided by the management of the Company. This has been carried out based on the advisory on "Specific Considerations while conducting Distance Audit/ Remote Audit/ Online Audit under current Covid-19 situation" issued by the Auditing and Assurance Standards Board of ICAI. We have been represented by the management of the Company that the data provided for our audit purposes is correct, complete, reliable and are directly generated by the accounting system of the Company without any further manual modifications.

We bring to the attention of the users that the audit of the financial statements has been performed in the aforesaid conditions.

Our audit opinion is not modified in respect of the above.

Emphasis of Matter

We draw attention to the following matters in the financial statements: -

1. Note No 10 of the Financial Statements in respect of Cash and cash Balance and Note No.21 of the Financial Statement in respect of other income.

The Balances of Fixed Deposit and Balance with bank in several None Operative- dormant branch Current Accounts grouped under cash and cash Balances in the financial Statements are not being confirmed by respective banks. Due to Non Availability of confirmation of aforesaid balances and also interest accrued and paid if any, the impact of the adjustments are not quantifiable, difference if any, arising therefore is subject to reconciliation.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to the Board's Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information. We are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated IND AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, of the Companies (Indian Accounting standards). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error; which have been used for the purpose of preparation of the consolidated IND AS financial statements by the Directors of the company as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated IND AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated IND AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated IND AS financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except branch wise GST details and reconciliation with GSTIN ledgers and Bank accounts and FD closing balance certificates and certificate for interest credited / paid by respective banks.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone IND As financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24 (iv) to the financial statements;

1. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
2. The company has not transferred the following amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Nature of Amount to be transferred	Amount
Share Application Money	177,000

3. Based on audit procedures and relying on the management representation and certificates, we report that the disclosures are in accordance with Books of account maintained by the Company and as produced to us by the Management.

Other Matter

- a) We did not audit the financial statement of four Joint Ventures included in the statement, whose financial statements reflects total assets of Rs 1314.81 Lakhs as at March 31, 2021, total revenue of Rs.7660.53 Lakhs and total Profit of Rs.21.49 Lakhs for the year ended on that date, as considered in the statement as per unaudited – management certified financial statements of the respective JVs.
- b) The accompanying consolidated financial statements include Company's proportionate share in jointly controlled assets and liabilities amounting to Rs.433.29 Lakhs and Rs. 393.49 Lakhs respectively as at March 31, 2021 and expenditure for the year ended amounting to Rs. 2523.66 Lakhs and income for the year ended amounting to Rs.2527.79 Lakhs and net profit of Rs. 4.13 Lakhs In respect of Joint Ventures, the audited accounts are not available with the Company. The financial statements have been incorporated based on Un-audited financial statements/ data of the Joint Ventures received from the company, in the absence of audited accounts of the Joint Ventures, we are unable to comment on the adjustments that may be required to be made in these financial statements.

Our opinion is not modified in respect of these matters.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
 FRN : 106247

Sd/-
PRADIP C. MEHTA
 Partner
 Membership No. 035447
 UDIN : 21035447AAAABY9514

Date: 29/06/2021
 Place: Mumbai

“Annexure-A”**TARMAT LIMITED**

Statement on matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order 2016 (“the order”), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act 2013, for the year ended 31st March 2021.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this frequency of physical verification is reasonable having regard to the size of the company and nature of business.
- (C) The title deeds of immoveable properties are held in the name of the company.
- (ii) The inventory has been physically verified, valued and certified by the management at the year end. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on such verification were not material and have been properly dealt within the books of account.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore clause (iii) of para 3 of the order is not applicable.
- (iv) In respect of loans, investments, guarantees and security made or provided by the company during the year, the provisions of sections 185 and 186 of the Companies Act 2013 have been complied with.
- (v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable. No order in this regard, in respect of the company, has been passed by the Company Law Board or Reserve Bank of India or National Company Law Tribunal or any other court or any other tribunal.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the central government for the maintenance of cost records under section 148 of the Act, and are of opinion that prima facie, the prescribed accounts and records have been made and maintained. Under Section 148 of Companies Act 2013, the company is liable for Cost Audit by an Independent Cost Auditor. Management has represented that Cost Audit for FY 2020-21 is under process.
- (vii) In our opinion and according to the information and explanation given to us, barring the delay & the non-payment of the following undisputed statutory liability, the company is regular in depositing undisputed statutory dues including Sales Tax, Cess and other material statutory dues, if any applicable to it with appropriate authorities.

Name of the Statutory Dues	Nature of Dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks if any
Income Tax Act, 1961	Tax Deducted at Source	8051204/-	2020-21	31.05.2021		
		-148500/-			13.04.2021	
		-153950/-			26.04.2021	
		-2409642/-			29.04.2021	
		-2647536/-			30.04.2021	
		-2200000/-			19.05.2021	
		491576/-			Unpaid	
MVAT Act 2002	VAT	3,35,548/-	2016-17	30-04-2017	Unpaid	
	Provident Fund	19,895/-	2020-21	15.02.2021	05.04.2021	JAN 2021
		21,459/-	2020-21	15.03.2021	06.04.2021	FEB 2021

Name of the Statutory Dues	Nature of Dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks if any
		16700/-	2020-21	15.04.2021	14.04.2021	MARCH 2021
	ESIC	3,328/-	2020-21	15.11.2020	Unpaid	OCT 2020
		3,328/-	2020-21	15.12.2020	Unpaid	NOV 2020
		3,328/-	2020-21	15.01.2021	Unpaid	DEC 2020
		3,328/-	2020-21	15.02.2021	Unpaid	JAN 2021
		3,328/-	2020-21	15.03.2021	Unpaid	FEB 2021
		3,328/-	2020-21	15.04.2021	Unpaid	MARCH 2021
		1,532/-	2020-21	15.04.2021	28.04.2021	MARCH 2021
	Profession Tax	14400/-	2020-21	15.04.2021	Unpaid	
	Profession Tax	53725/-	2020-21	31.03.2021	08.04.2021	
		1,27,675/-	2019-20	31-03-2019	Unpaid	
		1,21,850/-	2018-19	31-03-2019	Unpaid	
		1,07,075/-	2017-18	30-04-2018	Unpaid	
		57,650/-	2016-17	20-04-2017	Unpaid	
		97,675/-	2015-16	20-04-2016	Unpaid	
		95,500/-	2014-15	20-04-2015	Unpaid	
		69,175/-	2013-14	20-03-2014	Unpaid	
		1,65,325/-	2012-13	20-03-2013	Unpaid	
		96,950/-	2011-12	20-03-2012	Unpaid	
	Share Application Money	177000/-	2005-06			To be Transferred to Investor Education and Protection Fund by the Company

- (b) According to the information and explanation given to us, there are no dues of Income tax, Sales Tax, Service Tax, Custom duty, Excise duty and Cess which have not been deposited on account of dispute except in the following:

Name of the Statute	Nature of the dues	Amount involved.	Period Pending Before
Maharashtra VAT	Assessment	1,43,08,082	01.04.05 DC Appeal V To 31.03.06
Maharashtra VAT	Assessment	1,26,16,462	01.04.05 DC Appeal V To 31.03.06
Maharashtra VAT	Assessment	2,65,11,442	01.04.08 DC Appeal V To 31.03.09
Maharashtra VAT	Assessment	3,48,55,394	01.04.06 DC Appeal III To 31.03.07
Maharashtra VAT	Assessment	7,92,41,439	01.04.07 DC Appeal III To 31.03.08
Maharashtra VAT	Assessment	3,66,99,459	01.04.09 DC Appeal III To 31.03.10
Maharashtra VAT	Assessment	4,45,70,870	01.04.10 C Appeal III To 31.03.11
Maharashtra VAT	Assessment	22,23,622	01.04.13 DC Appeal VII To 31.03.14

The assessment relating to year 2008-09 is pending with the DC Appeal V. Other assessments have been set aside and sent for reassessment. Hence the liability for those years has been kept in abeyance.

- (c) The Company has not provided reconciliation statements of Service Tax and GST. Hence the liability towards it could not be ascertained. We are unable to comment on correct GST liability of the company.
- (viii) According to the information and explanations given to us, and also on the basis of the books and records examined by us, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not taken any loan or borrowing from Government and has not issued any debenture during the year.
- (ix) In our opinion and according to the information and explanation given to us, the Company has not raised money by way of preferential issue of equity shares. But the company has availed short term loan of Rs. 18 Lakhs from ICICI Bank for purchase of machinery during the year.

- (x) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company by its officers or its employees has been noticed or reported during the year nor have we been informed of any such case by the management.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act 2013. Therefore clause Xii of para 3 of the order is not applicable.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and also on the basis of the books and records examined by us, the Company has not made preferential allotment of equity Shares during the year.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
 FRN : 106247

Sd/-
PRADIP C. MEHTA
 Partner

Membership No. 035447
 UDIN : 21035447AAAABY9514

Date: 29/06/2021
 Place: Mumbai

**Annexure B to the Independent Auditors Report of even date on the Consolidated Financial Statements of
Tarmat Limited**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") for the year ended 31st March 2021

To the members of Tarmat Limited

In conjunction with our audit of the consolidated financial statements of Tarmat Limited as of and for the year ended 31st March 2021, we have audited the internal financial controls over financial reporting of TARMAT LIMITED ("the Company") and its four Joint Ventures as of March 31, 2021

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Change in Management- Appointment of Directors

Mr. Amit Kumar Goyal and Mr Jayeshbhai Manajibhai Patel have been appointed as Directors on 24.08.2020.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, we have not observed any key audit matters required to be reported separately.

Other Matters

The continuous spreading of COVID -19 across India has resulted in restriction on physical visit to the client locations and the need for carrying out alternative audit procedures as per the Standards on Auditing prescribed by the Institute of Chartered Accountants of India (ICAI). As a result of the above, the audit was mainly carried out based on remote access of the data as provided by the management of the Company. This has been carried out based on the advisory on "Specific Considerations while conducting Distance Audit/ Remote Audit/ Online Audit under current Covid-19 situation" issued by the Auditing and Assurance Standards Board of ICAI. We have been represented by the management of the Company that the data provided for our audit purposes is correct, complete, reliable and are directly generated by the accounting system of the Company without any further manual modifications.

Emphasis of Matter

We draw attention to the following matters in the financial statements: -

1. Note No 10 of the Financial Statements in respect of Cash and cash Balance and Note No.21 of the Financial Statement in respect of other income.

The Balances of Fixed Deposit and Balance with bank in several None Operative- dormant branch Current Accounts grouped under cash and cash Balances in the financial Statements are not being confirmed by respective banks. Due to Non Availability of confirmation of aforesaid balances and also interest accrued and paid if any, the impact of the adjustments are not quantifiable, difference if any, arising therefore is subject to reconciliation.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial

controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants
FRN : 106247

Sd/-
PRADIP C. MEHTA
Partner

Membership No. 035447
UDIN : 21035447AAAABY9514

Date: 29/06/2021
Place: Mumbai

AUDITED CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2021

₹ in lacs

Particulars	Note No.	As on 31st March 2021	As on 31st March 2020
I. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	3	1,801.05	1,680.94
(ii) Intangible assets		14.63	14.63
(b) Non-current investments	4	1,922.89	1,922.89
(c) Deferred Tax asset	5	-	10.56
(d) Long-term loans and advances	6	1,849.68	2,843.38
(e) Long Term Trade Receivables	7	187.50	392.78
			6,865.18
2 Current assets			
(a) Inventories	8	6,930.27	7,577.00
(b) Trade receivables	9	1,294.04	2,316.74
(c) Cash and cash balance	10	1,469.70	2,785.17
(d) Short-term loans and advances	11	7,784.56	7,433.46
			20,112.37
TOTAL		23,254.32	26,977.55
II. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	12	1,333.07	1,333.07
(b) Reserves and surplus	13	4,796.18	4,281.53
			5,614.60
2 Non-current liabilities			
(a) Long-term borrowings	14	8,759.44	11,028.27
(b) Long-term provisions	15	114.31	105.81
			11,134.08
3 Current liabilities			
(a) Short-term borrowings	16	187.67	-
(b) Deferred tax liability	17	37.08	-
(c) Trade payables	18	6,000.98	7,486.88
(d) Other current liabilities	19	2,025.59	2,741.99
			10,228.87
TOTAL		23,254.32	26,977.55

Summary of Significant Accounting Policies

1 & 2

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

PRADIP C. MEHTA

(PARTNER)

Membership No. 035447

UDIN : 21035447AAAABY9514

Sd/-

AMIT SHAH

Executive Director

Din No. 08467309

Sd/-

REGINA M SINHA

Independent Director

Din No. 08488285

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021

AUDITED CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021

₹ in lacs

Particulars	Note No.	As on 31st March 2021	As on 31st March 2020
Income			
I Revenue from operations (Gross)	20	19,583.17	27,635.29
Less : Excise Duty		-	-
Revenue from operations (Net)		19,583.17	27,635.29
II. Other Income	21	132.86	87.75
III. Total Revenue (I + II)		19,716.03	27,723.04
IV Expenses:			
Cost of materials consumed	22	3,704.94	6,637.36
Construction expenses	23	14,030.14	19,071.24
Employee benefits expense	24	591.48	543.84
Finance costs	25	306.24	236.54
Depreciation and amortization expense	3	138.23	81.50
Other expenses	26	543.44	269.14
Total expenses		19,314.47	26,839.62
V. Profit before exceptional and extraordinary items and tax (III-IV)		401.56	883.42
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		401.56	883.42
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		401.56	883.42
X Tax expense:			
(1) Current tax		-	160.73
(2) Current tax relating to prior years		(160.73)	-
(3) Deferred tax Asset		47.64	35.50
XI Profit for the period (IX-X)		514.65	687.19
XII Other comprehensive Income		-	-
a) Items not to be reclassified subsequently to profit or loss			
Gain on fair value of defined benefit plans as per actuarial valuation		-	-
Income tax effect on above		-	-
b) Items to be reclassified subsequently to profit or loss		-	-
Other comprehensive income for the period, net of tax			
XIII Total Comprehensive income for the period net of tax (XI+XII)		514.65	687.19
XVI Earnings per equity share:			
1) Basic			
i) Computed on the basis of profit from continuing operation		3.86	5.15
ii) Computed on the basis of total profit for the year		3.86	5.15
2) Diluted			
i) Computed on the basis of profit from continuing operation		3.86	5.15
ii) Computed on the basis of total profit for the year		3.86	5.15

Summary of Significant Accounting Policies

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**

Registration No. 106247

Chartered Accountants

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

PRADIP C. MEHTA

(PARTNER)

Membership No. 035447

UDIN : 21035447AAAAABY9514

Sd/-

AMIT SHAH

Executive Director

Din No. 08467309

Sd/-

REGINA M SINHA

Independent Director

Din No. 08488285

Sd/-

S. CHAKRABORTY

Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021

Cash Flow Statement for the year ended 31st March 2021

₹ in lacs

Particulars	2020-21	2020-21
Net Profit/(Loss) as per Profit & Loss Account	401.56	883.42
Adjustments for Non-Cash and other items		
Interest Expense	306.24	236.54
Interest Income	(64.81)	(69.08)
Depreciation	138.23	81.50
Dividend received	-	-
Provision for Doubtful Debts/ Advances (Net of Recovery)	-	-
Gratuity provision	-	10.63
Preliminary Expenses w/off	-	-
Loss on Sale of Fixed Assets	-	-
Investment in JV written off	-	-
Bad debts written off	-	-
Operating Profit/(loss) Before Working Capital Changes	789.72	1,143.01
Changes in Working Capital		
Adjustment for		
Trade & Other Receivables	1,227.98	(242.84)
Loans & Advances	642.60	(3,119.85)
Inventories	646.73	(1,853.83)
Fixed Deposit	1,376.41	(1,716.89)
Trade payables and other liabilities	(2,202.29)	1,691.42
Less: Taxes paid	160.73	(160.73)
Net Cash from Operating Activities [A]	2,641.87	(1,304.16)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(258.34)	(616.13)
Sale of Fixed Assets	-	-
Purchase of Non current investments	-	-
Interest received	64.81	69.08
Dividend received	-	-
Net Cash from Investing Activities [B]	(193.53)	(547.05)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend and Distribution tax paid	-	-
Interest paid	(306.24)	(236.54)
Proceeds from Long Term and Short Term Borrowings (Net Of Repayment)	(2,081.16)	2,245.84
Net Cash from Financing Activities [C]	(2,387.40)	2,009.30
Net increase in Cash and Cash equivalents [A+B+C]	60.94	158.09
Cash & Cash equivalents at the beginning of the year	387.39	229.30
Cash & Cash equivalents at the end of the year	448.33	387.39

Note: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.

Note: 2. The amendments to Ind AS 7 Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non- cash flow changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April, 2017 and the required disclosure is made below. There is no other impact on the financial statements due to this amendment.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**
Registration No. 106247
Chartered Accountants

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

PRADIP C. MEHTA
(PARTNER)
Membership No. 035447
UDIN : 21035447AAAABY9514

Sd/-

AMIT SHAH
Executive Director
Din No. 08467309

Sd/-

REGINA M SINHA
Independent Director
Din No. 08488285

Sd/-

S. CHAKRABORTY
Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021

3. Corporate Information :

Tarmat Limited was established in year 1986 Mr. Jerry Varghese. The company is specialized in Construction of Airfield and National / state highways all over India. The Company is currently executing various Runway, Parking Bays, Taxi Track related work at Mumbai, Cochin, Trichy and Tuticorn Airport, and it is also executing National Highway work at Mizoram and Jammu.

Tarmat have completed the prestigious works of Resurfacing of Runways at Mumbai International Airport Limited and Delhi International Airport.

The Company had its IPO in 2007 and got listed in BSE and NSE. The present paid up capital of the company is Rs. 133307070, of which 39.90% is held by the promoters.

4. SIGNIFICANT ACCOUNTING POLICIES

a. System of Accounting

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of significant uncertainties. These financial statements are prepared under the historical cost convention unless otherwise indicated.

b. Statement of compliance

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financial statements have been approved for issue by the Board of Directors at their meeting held on June 29, 2021.

c. Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

All asset and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company considers 12 month as normal operating cycle.

The Company's financial statements are reported in Indian Rupees, which is also the company's functional Currency and all values are rounded to the nearest lakh except otherwise indicated.

d. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

e. Property, Plant and Equipment

(i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance cost, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.

(ii) Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.

- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1st April, 2016 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April, 2016.
- (vi) The Company depreciates property, plant and equipment on written down value method except for building, plant and machinery, laboratory equipment and excavators where depreciation is provided on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date of the assets are ready for intended use after considering the residual value.
- (vii) Intangible assets mainly represent implementation cost for software and other application software acquired/ developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure.
- (viii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Use of Estimate -

The preparation of financial statements requires estimates and assumptions to be made that affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

Revenue Recognition -

- (i) Income from construction contracts is recognized on the basis of work certified in accordance with percentage completion method. All other income and expenditure are recognized and accounted for on an accrual basis. Losses on contracts are fully accounted for as and when incurred.
- (ii) Hire Charges is accounted for as per terms of the lease agreement.
- (iii) Dividend Income is accounted for when the right to receive is established.
- (iv) Interest income on deposits is recognized on accrual basis. In absence of receipt of interest certificate from the banks, interest on FDs have been accounted based on income reported in the Company's TDS report as available on the Income tax Web portal under Company's PAN.

Fixed Assets -

Fixed Assets are stated at cost net of tax/duty credits availed, wherever applicable less accumulated depreciation/ impairment losses, if any. The cost of an asset comprises of purchase price and any directly attributable cost of bringing the assets to its present condition for intended use and incremental amount of revaluation.

Depreciation -

Depreciation is charged as per Straight-line method at the rate and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on fixed assets sold or scrapped during the year is provided upto the date on which such fixed asset is sold or scrapped. Depreciation on addition to fixed assets is calculated on pro rata basis from the day of addition.

Inventories -

The stock of stores, spares and embedded goods and fuel is valued at cost (weighted average basis), or net realizable value whichever is lower.

Work in Progress is valued at the contract rates and site mobilization expenditure of incomplete contracts is stated at cost.

All the inventories of stores, spares and embedded goods and fuel and work in progress have been physically verified by the Management at the year end.

Investment -

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Long Term Investments. Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are measured at Cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment. Upon first-time adoption

of Ind AS, the Company has elected to measure these investments of the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e. 1st April, 2017.

Borrowing Costs -

Borrowing cost which are directly attributable to the acquisition/construction of Qualifying Assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

Current Tax and Deferred Tax -

- (i) Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.
- (ii) Current Tax is calculated in accordance with the tax laws applicable to the current financial year.
For Financial Year 2019-20 the company has exercised option to pay income tax under the provisions of Section 115BAA of the Income tax Act, 1961 and as such provisions for payment of Minimum Alternate tax (MAT) is not applicable to the company.
Since the Company has opted to pay income tax U/s 115BAA, provision of MAT for the Financial Year 2019-20 of Rs.160.73 lacs has been reversed during the financial year 2020-21. For the current year also, the company proposes to pay tax under the provisions of Section 115BAA of the Income Tax Act 1961.
- (iii) Deferred tax expense of benefit is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- (iv) Advance tax and provision for current income, if any, are presented in the balance sheet after setting off advance tax paid and income tax provision arising in the same tax jurisdiction.

Indirect Taxation

Indirect tax liability under GST ACT is accounted based on sale/purchase invoices and input tax credit(ITC) is accounted based on ITC report available on the GSTIN portal. The same is subject to reconciliation and filing of annual return in form GSTR 9 under the GST ACT

Foreign Exchange Transaction -

- (iv) Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.
- (v) Monetary items denominated in foreign currency as at the balance sheet date are translated at the year-end exchange rate.
- (vi) Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

Employee Retirement Benefits -

The company provides for gratuity in accordance with the rules of the company based on an actuarial valuation carried out at the balance sheet date, by an independent actuary. Contribution payable to Employees benefits is charged to Profit & Loss Account as and when incurred. Leave wages is not applicable to this company. The Company has provided for gratuity during the current year as per the actuarial valuation of liability.

Impairment of Assets -

The company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

Earning per share -

Basic EPS is computed using the weighted average number of equity shares outstanding during the year.

Provision, Contingent Liabilities and contingent assets -

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Note 3

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block	
	As at 01st April 2020	Additions	(Disposals)	As at 31st March 2021	As at 01st April 2020	Depreciation for the period	Adjustment due to revaluations	Depreciation on disposals	As at 31st March 2021	As at 31st March 2020
Tangible Assets										
Land	435.25	-	-	435.25	-	-	-	-	435.25	435.25
Assets under lease										
Buildings	340.02	6.04	-	346.06	151.14	3.73	-	-	191.19	188.88
Assets under lease										
Plant and Equipment	5,657.33	223.42	-	5,880.75	4,666.50	120.49	-	-	1,093.76	990.83
Assets under lease										
Furniture and Fixtures	115.73	-	-	115.73	111.00	0.61	-	-	4.12	4.73
Assets under lease										
Vehicles	323.71	27.22	-	350.93	265.06	12.80	-	-	73.07	58.65
Assets under lease										
Office equipment	88.53	1.66	-	90.91	85.92	0.61	-	-	3.66	2.61
Assets under lease										
Others (specify nature)										
Total	6,960.56	258.34	-	7,218.90	5,279.62	138.23	-	-	1,801.05	1,680.94
Intangible Assets										
Goodwill	14.63	-	-	14.63	-	-	-	-	14.63	14.63
Computer software										
Total	14.63	-	-	14.63	-	-	-	-	14.63	14.63
Total	6,975.19	258.34	-	7,233.53	5,279.62	138.23	-	-	1,815.68	1,695.57

	31st March 2021		31st March 2020	
	Quoted ₹ In Lacs	Unquoted ₹ In Lacs	Quoted ₹ In Lacs	Unquoted ₹ In Lacs
Note 4 Non-current investments				
Investments (At cost unless otherwise specified):				
Trade investments				
Investment in Equity shares (Others)				
CONCAST JAWASA ROAD PROJECT PVT LTD				
1042600 NOS EQUITY SHARE RS 10/-EACH		104.26		104.26
CONCAST AMBHA ROAD PROJECT PVT LTD				
6476600 NOS EQUITY SHARE RS 10/-EACH		647.66		647.66
CONCAST DAMOH ROAD PROJECT PVT LTD				
5623800 NOS EQUITY SHARE RS 10/-EACH		562.38		562.38
CONCAST DHANETA ROAD PROJECT PVT LTD				
5870098 NOS EQUITY SHARE RS 10/-EACH		587.01		587.01
CONCAST PATAN ROAD PROJECT PVT LTD				
210600 NOS EQUITY SHARE RS 10/-EACH		21.06		21.06
CONCAST BADNAGAR ROAD PROJECT PVT LTD				
2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
CONCAST JABALPUR ROAD PROJECT PVT LTD				
2600 NOS EQUITY SHARE RS 10/-EACH		0.26		0.26
Total	-	1,922.89	-	1,922.89

Details

	31st March 2021		31st March 2020	
	Cost ₹ In Lacs	Market Value ₹ In Lacs	Cost ₹ In Lacs	Market Value ₹ In Lacs
a) Quoted Investment	-	-	-	-
b) Unquoted Investment	1,922.89	1,922.89	1,922.89	1,922.89
Total	1,922.89	1,922.89	1,922.89	1,922.89

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Note 5 Deferred Tax Asset		
Deferred Tax Liability		
Related to Fixed Assets		
Deferred Tax Assets		
Related to Fixed Asset	-	10.56
Deferred Tax Assets	-	10.56
Deferred Tax Asset (Net)	-	10.56
Total	-	10.56

Note 6 Long Term Loans and Advances		
Unsecured, considered good		
a. Security and Other Deposits	1,744.67	2,686.43
b. Loans and Advances to Employees	105.00	156.95
Total	1,849.67	2,843.38

Note 7 Long Term Trade Receivables		
Unsecured, Considered good		
a) Trade Receivables	187.50	392.78
Total	187.50	392.78

31st March 2021 31st March 2020
₹ In Lacs ₹ In Lacs

Note 8 Inventories

(As technically valued and certified by the Management)

a) Material At Site, At Cost	1,780.58	2,196.31
b) Work In Progress	5,149.69	5,380.69
Total	6,930.27	7,577.00

Note 9 Trade Receivables**Unsecured and Considered Good**

a) Trade Receivables outstanding for more than 6 months	630.44	478.02
Less : Provision for Doubtful Debts	-	-
	630.44	478.02
b) Other Trade receivables	663.60	1,838.72
	1,294.04	2,316.74

Note 10 Cash and Cash Balance

a) Cash on Hand	30.79	78.84
b) Balance with Banks		
i) In Current Accounts	417.54	308.55
ii) In earmarked Accounts		
1) Unpaid Dividend Accounts	-	-
2) Share Application money received for allotment of securities and due for refund	1.77	1.77
3) Balances held as Margin Money or security against borrowings, gurantess and other Commitments	1019.60	2396.01
Total	1,469.70	2,785.17

Note: The Above balances include balances in several non operative / dormant branch bank accounts amounting to total Rs.14,67,011/- are not confirmed and are subject to bank confirmation and reconciliation

Note 11 Short term Loans and Advances**Unsecured, Considered Good**

a) Others		
i) Advances Recoverable in cash or in kind or for value to be received	3,441.67	3,078.48
ii) Advance payment of Taxes (Net of Provision)	759.80	960.50
iii) Earnest Money and Other Deposits	3,538.67	3,374.08
b) Loan to Employees	17.97	20.40
b) Salary advance to awantipur	26.45	-
Total	7,784.56	7,433.46

Note: Advances Recoverable in cash or in kind or for value to be received Includes GST ITC available / taxes paid in cash amounting to Rs.324.93 Lacs which is less by Rs.14.92 Lacs than GSTIN cash and Credit ledger balances as on the year end date, the difference is subject to reconciliation.

Note 12 SHARE CAPITAL

31st March 2021 31st March 2020
₹ In Lacs ₹ In Lacs

Authorised Shares

16000000 (31st March 2020 16000000) Equity Shares of Rs 10/- each	1,600.00	1,600.00
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Issued, Subscribed & fully paid up shares

13330700 (31st March 2020 13330700) Equity Shares of Rs 10/- each	1,333.07	1,096.07
2370000 Preferential issue of Equity shares of Rs. 10/- each	-	237.00
Total Issued, subscribed and fully paid up share capital	1,333.07	1,333.07

a. Reconciliation of the shares outstanding at the beginning and at the end of the year Equity Shares

	31st March 2021		31st March 2020	
	Number	₹ In Lacs	Number	₹ In Lacs
At the beginning of the year	133.30	1333.07	109.60	1096.07
Issued during the period- Bonus Issue	-	-	-	-
Issued during the period- pref. Equity share	-	-	23.70	237.00
Outstanding at the end of the period	133.30	1333.07	133.30	1333.07

b. Terms / Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each Holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend (if any) proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder

c. Shares held by holding /ultimate holding company

Tarmat Ltd has no holding company. Hence the number of shares held by Holding/ultimate company is NIL

d. Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	31st March 2021		31st March 2020	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Mr. Jerry Varghese	2035820	15.27%	3241820	29.58%
Mrs. Saramma Varghese	1051161	7.88%	1051161	9.59%
Mrs. Sunita Babulal Surana	855061	6.41%	700000	5.25%
Mrs. Sunita Sanjay Surana	855061	6.41%	-	-
M/s. Tarmat Holdings Pvt. Ltd	1361328	10.21%	1361328	12.42%

e. Aggregate number of Bonus shares issued ,shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date:

	31st March 2021	31st March 2020
	No. In Lacs	No. In Lacs
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for consideration other than cash	Nil	Nil
Equity shares bought back by the company	Nil	Nil

Note 13 RESERVES & SURPLUS

	31st March 2021	31st March 2020
	₹ In Lacs	₹ In Lacs
Securities Premium Account		
Balance As per Last Balance Sheet	6,917.89	6,206.89
Add : Premium on Preferential issue of Equity shares	-	711.00
Closing Balance	6,917.89	6,917.89

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Revaluation Reserve		
As per Last Balance Sheet	8.50	8.50
Transfer/write back during the year	-	-
Closing Balance	8.50	8.50
General Reserve		
Opening Balance	520.48	520.48
Add : Transferred from surplus balance in the Profit & Loss Statement		
(-) Written Back in Current Year	-	-
Closing Balance	520.48	520.48
Surplus/ (deficit) in the statement of Profit & Loss		
Balance as per Last financial statements	(3,165.34)	(3,852.53)
Profit for the year	514.65	687.19
Less : Appropriations		
(-) Proposed Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	(2,650.69)	(3,165.34)
Total	4,796.18	4,281.53

Note 14 LONG TERM BORROWINGS

	Non Current Portion (₹ In Lacs)		Current Portion (₹ In Lacs)	
	31.03.2021	31.03.2020	31.03.2021	31.03.2020
Secured loan				
Icici bank term loan	291.89	387.35	173.96	
Mahindra & Mahindra finance ltd	9.88	36.06	13.71	
Unsecured loan				
From Others	8,457.67	10,604.86	-	-
	8,759.44	11,028.27	187.67	-

14.1 Additional Information to Secured Long Term Borrowings

The long term portion of term loans are shown under long term borrowing and the current maturities of the long term borrowings are shown under the current liabilities as per the disclosure of the Schedule III.

Note 15 LONG TERM PROVISIONS

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
a) Provision for Employee Benefits	114.31	105.81
TOTAL	114.31	105.81

Note 16. SHORT TERM BORROWINGS

Secured		
(A) Loans repayable on demand		
a) From Banks		
i) ICICI Bank Ltd	173.96	-
ii) Mahindra & Mahindra finance ltd	13.71	-
Total	187.67	-

Note 17 Deferred Tax liability

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Deferred Tax Liability		
Related to Fixed Assets	-	-
Deferred Tax Liability		
Related to Fixed Asset	37.08	-
Deferred Tax Assets	37.08	-
Deferred Tax Asset (Net)	37.08	-
Total	37.08	-

Note 18 TRADE PAYABLES

a) Trade Payables	6,000.98	7,486.88
TOTAL	6,000.98	7,486.88

Note on SME

The company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to the amount unpaid as at year end together with interest paid/payable under this act has not been given.

Note 19 OTHER CURRENT LIABILITIES

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
a) Current Maturities of Long Term Borrowings	-	-
b) Others	1,761.31	2,238.24
i) Unpaid Dividend	-	-
ii) Due To Employees	56.18	45.44
iii) Statutory Dues Payable	206.33	456.54
c) Application money received for Allotment of securities and due for refund	1.77	1.77
TOTAL	2,025.59	2,741.99

Note on Application money due

The amount relates to share application money received but not refunded as the addressees are not traceable. The amount is kept in a separate bank account pending transfer to Investor Education & Protection Fund when due.

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Note 20 Revenue from Operations		
Work Bill Receipts - Gross	19,814.17	26,373.04
Add : Work in Progress, at close	5,149.69	5,380.69
	24,963.86	31,753.73
Less : Work in progress, at commencement	5,380.69	4,118.44
Total	19,583.17	27,635.29

Note 21 Other Income

a) Hire, Rent and Royalty Charges received	-	-
b) Profit on sale of assets	-	-
c) Interest from Banks	64.81	69.08
d) Misc Receipts	16.69	13.07
e) long term capital gain	-	-
f) Sundry credit / debit bal written off	7.01	-
g) share profit from joint venture	-	-
h) Interest from others msedcl	0.08	0.17
j) Interest on I T Refund / Income tax Refund	44.27	5.43
Total	132.86	87.75

Note: Interest income on deposit is recognized on accrual basis. In absence of receipt of interest certificate from the bank, interest on FD have been accounted based on income reported in company's TDS report as available on the Income Tax web portal under company's Pan.

	31st March 2021 ₹ In Lacs	31st March 2020 ₹ In Lacs
Note 22 Cost of construction material consumed		
Stock at Commencement	2,196.31	1,604.73
Add : Purchases	3,289.21	7,228.94
	5,485.52	8,833.67
Less : Scrap sold	-	-
	5,485.52	8,833.67
Less : Stock at Close	1,780.58	2,196.31
Total	3,704.94	6,637.36
Note 23 Construction expenses		
Subcontract, Transportation, Hire etc	13,420.76	18,043.43
Labour Charges	134.58	132.16
Power & Fuel	23.54	18.67
Repairs to Machinery	400.00	808.19
Other repairs	16.30	12.02
Laboratory charges and Water charges	0.93	10.98
Contract exp/site exp	34.03	45.79
Total	14,030.14	19,071.24
Note 24 Employee Benefit Expenses		
(a) Salaries and incentives	473.37	464.62
(b) Contributions to -		
(i) Provident fund	2.51	2.34
(ii) ESIC	0.51	0.42
(c) Gratuity fund contributions	8.50	10.63
d) Staff welfare expenses	106.59	65.83
Total	591.48	543.84
Note 25 Finance Cost		
a) Interest expense	280.69	233.81
b) Other borrowing costs	25.55	2.73
Total	306.24	236.54
Note 26 Other Expenses		
a) Stationery, Postage, Telephone & Advertisement	11.10	20.34
b) Travelling & Conveyance	34.48	55.75
c) Rent	38.92	39.74
d) Rates & Taxes - excluding taxes on income	0.37	7.54
e) Insurance	74.64	9.84
f) Legal & Professional Fees	328.09	64.42
g) Office Maintenance	8.47	5.64
h) Security charges	6.55	12.74
i) Business Promotion	2.38	1.04
j) Vehicle Tax	-	2.65
k) GST / Penalty paid	6.81	9.79
l) Director's remuneration	15.00	3.60
m) Payment to Auditors as		
i) Audit Fees	3.08	3.20
ii) for taxation matters,	-	-
iii) for management services,	-	-
iv) for reimbursement of expenses;	-	-
n) Miscellaneous Expense	13.06	27.95
o) Roc filling fees	0.48	4.90
Total	534.44	269.14

Note 27 Extra Ordinary Item

There are no extra ordinary items during the current year.

Note 28 CONTINGENT LIABILITIES

(₹ in lacs)

Particulars	2020-2021	2019-2020
Bank Guarantee	-	-
Property Tax	-	-
Total	-	-

Note 29 Earning per share**1) Disclosures as required by Accounting Standard (AS) 20 Earning per Share (EPS) –**

Sr. No.	Particulars	2020-2021	2019-2020
i)	Profit attributable to Equity Shareholders for Basic Earning per Share	514.65	687.19
ii)	Weighted average number of equity shares	133.37	133.37
iii)	Face Value of equity share	10/-	10/-
iv)	Earnings per share (Basic and diluted)	3.86	5.15

Note 30 Related Party Transactions

Information on Related Party Disclosures as per Accounting Standard 18 (AS-18) on Related Party Disclosures is given below:

For the year ended 31st March 2021**a) List of related parties with whom the company entered into transactions -**

Sr. No.	Name of Related Party	Nature of Relationship
A)	Key Management personnel and their relatives -	
1	Mr. Amit shah	Executive Director
2	Mrs. Ragina Sinha	Independent Director

b. NATURE OF TRANSACTIONS

Nature of Transaction	2020-2021	2019-2020	Nature of Relationship
Managerial Remuneration	28.19	3.60	Key Management personnel

Note 31 Disclosure in accordance with Accounting Standard -7 (Revised) - Construction Contracts

(₹ in lacs)

Particulars	2020 - 2021	2019 - 2020
Amount of Contract revenue recognized as revenue in the period	19,814.17	26,321.43
Contract cost incurred and recognized profits (less recognized losses) upto the reporting date	19,445.33	25,442.10
Recognised Profit	368.84	879.33
Advances received from customers for contract work	43.66	1,536.14
Retention money	1,813.36	1,706.85
Gross amount due from customer for contract work	2,222.42	2,222.42
Gross amount due to customer for contract work	43.66	1,536.14

Note 32 Segment information –**1) Segment information****a) Primary Segment**

The business segment has been considered as the primary segment. The company is engaged in only one reportable segments viz Construction.

b) Secondary Segment

The company operates in India and hence there are no geographical segments.

Note 33 Disclosure relating to Employee Benefits – As per AS- 15

(₹ in lacs)

A	Expenses recognized in the Statement of Profit & Loss Account for the year ended	31.3.2021	31.3.2020
1	Current Service Cost	2.66	1.31
2	Interest Cost	3.86	5.82
3	Actuarial (Gain)/Loss	2.51	(0.14)
4	Past Service Cost-Vested Benefit recognized during the Period	-	-
5	Transitional Liability Recognized during the Period	-	-
6	Expenses Recognized in P & L	8.50	10.62
B	Net Asset/(Liability) recognized in the Balance Sheet		
1	Fair Value of Plan Assets At the End of the Period	-	-
2	Present Value of Benefit Obligation at the end of the Period	114.31	105.81
3	Difference	(114.31)	(105.81)
4	Unrecognized Past Service Cost at the end of the Period	-	-
5	Unrecognized Transitional Liability at the end of the Period	-	-
	(Net Liability Recognized in the Balance sheet)	(114.31)	(105.81)
C	Change in Present Value of Obligation		
1	Present Value of Benefit Obligation at the beginning of the current Period	105.81	95.19
2	Interest Cost	3.86	5.82
3	Current Service Cost	2.66	1.31
4	Past Service cost-Non Vested Benefit	-	-
5	Past Service Cost-Vested Benefit	-	-
6	Liability Transferred in	-	-
7	(Liability Transferred Out)	-	-
8	(Benefit Paid)	-	-
9	Actuarial (Gain)/Loss on Obligations	2.51	10.62
10	Present value of benefit obligation at the end of the Current Period	114.31	105.91
D	Actuarial Assumptions:-		
1	Discount Rate-Previous	7.56%	7.59%
2	Salary Escalation-Previous	6.00%	6.00%
3	Attrition Rate-Previous	2.00%	2.00%
4	Discount Rate-Current	6.04%	6.04%
5	Salary Escalation-Current	6.00%	6.00%
6	Attrition Rate-Current	2.00%	2.00%

Note 34 Additional Comments

- 4) On assessment of the impairment of fixed assets of the company as at the Balance Sheet date as required by Accounting Standard 28 "Impairment of Assets" issued by the ICAI, the company is of the view that no provision for impairment of fixed assets is required.
- 5) In accordance with Accounting Standard 11 (revised), the net exchange gain credited to profit & Loss account is ₹ Nil/- (Previous year debit ₹ Nil).
- 6) In the opinion of the Board the current assets and advances if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the Balance Sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonable necessary.

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**
 Registration No. 106247
 Chartered Accountants

For and on behalf of the Board of Directors of TARMAT LTD

Sd/-

PRADIP C. MEHTA
 (PARTNER)
 Membership No. 035447
 UDIN : 21035447AAAABY9514

Sd/-

AMIT SHAH
 Executive Director
 Din No. 08467309

Sd/-

REGINA M SINHA
 Independent Director
 Din No. 08488285

Sd/-

S. CHAKRABORTY
 Company Secretary / CFO

Place: Mumbai

Dated: 29/06/2021





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