TARMAT

• AIRPORTS
• HIGHWAYS
• INFRASTRUCTURE
• RAILWAYS
• REAL ESTATE

Date: 03.09.2026

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,
Dalal Street,
Mumbai - 400 001

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

Dear Sir/Madam,

Sub: Notice of Forty-First Annual General Meeting and the Integrated Annual Report for the financial year 2025-26 .

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice convening the Forty-First Annual General Meeting ("AGM") along with the Integrated Annual Report of the Company, for the financial year 2025-26, which are being sent through electronic mode to the Members of the Company, whose e-mail IDs are registered with the Company/ Registrar & Share Transfer Agent ("RTA")/ Depository Participant(s).

Further, pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with the Company/ RTA/ Depository Participants, providing a web-link for accessing the Notice of AGM and Integrated Annual Report for the financial year 2025-26.

The Notice of AGM along with the Integrated Annual Report are attached and the same are also available on the Company's website at www.tarmat.in under "Investors" Section. The Notice of AGM of the Company inter alia indicates the process and manner of remote e-voting/ e-voting at the AGM and instructions for participation at the AGM through VC/OAVM.

This is for information and records.

For **TARMAT LIMITED**

Shivatosh Nareswar Chakraborty
Digitally signed by Shivatosh Nareswar Chakraborty
Date: 2026.09.03 16:44:43 +05'30'

S. Chakraborty
Company secretary & CFO

Encl: as above

NOTICE OF 41st ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 41st ANNUAL GENERAL MEETING OF THE TARMAT LIMITED WILL BE HELD ON WEDNESDAY, THE 30th SEPTEMBER 2026 AT 02.00 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, 2026 and the Reports of the Board of Directors and Auditors thereon.

ITEM No. 2 – Appointment of Mr. Dilip Varghese (DIN: 01424196) who retires by rotation.

To re-appoint a Director in place of Mr. Dilip Varghese (DIN: 01424196), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM No. 3 – Re-Appointment of Statutory Auditor of the Company for a Second Term of Five years.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution.

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, of the Company M/s. Hegde & Associates (FRN 103610W) Chartered Accountants, be and are hereby re-appointed as a Statutory Auditors of the Company for a second term for a period of Five years to hold office from the conclusion of the 41st Annual General Meeting until the conclusion of 46th Annual General Meeting on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

Item No. 4 – Payment of Remuneration to Mr. Jerry Varghese (DIN: 00012905) – Non-Executive Director of the Company.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of the Listing Agreement executed with the Stock Exchanges, the consent of the Members of the Company be and is hereby accorded for the increase in the payment of remuneration to Mr. Jerry Varghese (DIN:00012905) Non-executive Director of the Company as specified in the Explanatory Statement to this resolution as and by way of commission.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Non-Executive Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be considered necessary, desirable or expedient for giving effect to this resolution."

Item No. 5 – Re-appointment and Remuneration to Mr. Dilip Varghese (DIN: 01424196)– Managing Director and Key Managerial Personnel of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to re-appoint Mr. Dilip Varghese (DIN: 01424196) as Managing Director and Key Managerial Personnel of the Company for a further period of Three years w.e.f. 14th August, 2026 as approved by the Board at their meeting held on 14th August, 2026, as per the terms and conditions as set out in the Explanatory statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Dilip Varghese within the applicable provisions of the Companies Act, 2013.

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197 and any other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the increase in the payment of remuneration to Mr. Dilip Varghese (holding DIN: 01424196), as a Managing Director and Key Managerial Personnel of the Company for the period of three years effective from 01st October, 2026 on such terms and conditions as under and as set out below and in the Explanatory Statement annexed to this notice.

Remuneration:

A. **Basic Salary:** Rs. 4.00 Lakh per month (in a salary grade of Rs. 4.00 Lakh per month to 6.00 Lakh per month, with effect from 01st October, 2026).

B. **Commission/Incentive/ Bonus:** With effect from 01st October, 2026, Mr. Dilip Varghese, the Managing Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

RESOLVED FURTHER THAT if in any financial year during the currency of his tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Mr. Dilip Varghese, the remuneration as specified above as and by way of minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to this resolution."

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

Item No. 6 – Re-appointment and Remuneration to Mr. Amit Atmaram Shah as an Executive Director and Key Managerial Personnel of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the members be and are hereby accorded to re-appoint Mr. Amit Atmaram Shah (DIN: 08467309) as Executive Director and Key Managerial Personnel of the Company for a further period of Three years w.e.f. 01st October, 2026 as approved by the Board at their meeting held on 14th August,2026, as per the terms and conditions as set out in the Explanatory statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Amit Atmaram Shah within the applicable provisions of the Companies Act, 2013.

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197 and any other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the increase in payment of remuneration to Mr. Amit Atmaram Shah (holding DIN: 08467309), as an Executive Director and Key Managerial Personnel of the Company for the period from 01st October, 2026 to 30th September, 2029 on such terms and conditions as under and as set out below and in the Explanatory Statement annexed to this notice.

Remuneration:

A. **Basic Salary:** Rs. 4.00 Lakh per month (in a salary grade of Rs. 4.00 Lakh per month to 6.00 Lakh per month, with effect from 01st October, 2026).

B. **Commission/ Incentive/ Bonus:** With effect from 1st October, 2026, Mr. Amit Atmaram Shah, the Executive Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

RESOLVED FURTHER THAT if in any financial year during the currency of his tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Mr. Amit Atmaram Shah, the remuneration as specified above as and by way of minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to this resolution."

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

Item No. 7 – Re-appointment of Mr. Krishan Kumar Kinra as an Independent and Non-Executive, Director of the Company for a Second Term of Five years.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective Meetings held on August 14, 2026, Mr. Krishan Kumar Kinra (DIN:03412973) Re-appointed, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) years w.e.f. conclusion of 41st Annual General Meeting upto Conclusion of 46th Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

Item No. 8 – Ratification of the remuneration to be paid to Mr. Satish shah, Cost Accountant, for the FY 2026-27.

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

"**RESOLVED THAT** pursuant to Section 148(3) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 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 2026-27, amounting to Rs. 1,00,000/- (Rupees One Lakh only) plus taxes as applicable and reimbursement of actual travel and out of pocket expenses by the board of directors 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, 2026
Place: Mumbai

NOTES:-

1. In accordance with the provisions of the Act, read with the rules made there and General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ('MCA') and such other applicable Circlular issued by MCA and SEBI (the Circlualr) read with the provisions of the Listing Regulations permitted convening the Annual General Meeting ('AGM'/ 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. In accordance with the MCA and SEBI Circulars, companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto 30th September, 2026, without the physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. Bigshare Services Limited will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 19 of this Notice. 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. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

3. The facility for joining AGM through VC/OAVM 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.

4. The aforesaid MCA General Circular dated May 5, 2022 read with MCA General Circulars dated May 5, 2020 and April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to its members. Accordingly, the Company will only be sending soft copy of the Annual Report 2025-26 and Notice convening 41st AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/Depository as on the cut-off date i.e. Friday, August 28, 2026.

   In compliance with Regulation 30 and Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Company has sent letters, inter alia, containing a web-link and instructions to access the Integrated Annual Report for the financial year 2025–26, along with the Notice convening the 41st Annual General Meeting of the Company, to those Members whose email addresses are not registered with the Company / Registrar & Share Transfer Agent ("RTA") / Depositories.

5. In terms of Section 152 of the Act, Mr. Dilip Varghese (DIN: 01424196) – Managing Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking re-appointment at the AGM, forms integral part of the Notice.

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 Company has appointed Bigshare Services Private Ltd. to provide VC/OAVM facility for the AGM of the Company.

8. 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.

9. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OAVM. 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.

10. In case of Joint Holders attending the AGM, only such Joint Holder whose names appear first in the order of names will be entitled to vote.

11. 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.

12. 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.

13. 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 aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ RTA. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.tarmat.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of Bigshare Services Pvt. Ltd., agency for providing the Remote e-Voting facility and e-voting system during AGM i.e. www.bigshareonline.com

14. Members seeking any further information about the accounts are requested to send their queries to the Company to collect the relevant information.

15. 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 S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093. , Maharashtra.

16. The Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, 23.09.2026 to Wednesday, 30.09.2026 (both days inclusive).

17. 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. Thursday, 24th September, 2026.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM For this purpose, the Company has entered into an agreement with Bigshare Services Pvt. Ltd. for facilitating voting through electronic means, as the authorized e-Voting's agency.

    The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Pvt. Ltd.

19. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

    (i) The remote e-voting period begins on Saturday, 26th September, 2026 at 9:00 a.m. and ends on Tuesday,29th September, 2026 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 24th September, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by Bigshare for voting thereafter.

(ii) Shareholders who have already voted prior to the AGM date through remote e-voting would not be entitled to vote at the time of AGM.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/ Easi Registration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to to i-Vote website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type Helpdesk details	Login type Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter your 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - o Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - o Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - o Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

  Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).
- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https:// ivote. bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on"SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.

o Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).

o Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder‘s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

1. **Procedure for joining the AGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor
- login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.

- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGMM 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 in the AGM.
- Members 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.

Helpdesk for queries regarding virtual meeting:

In case shareholders/investors have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

14. Other Information

- 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 after the conclusion of e-Voting at the AGM, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-Voting and shall make, in two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-Voting forthwith.
- As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, not later than two working days of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.tarmat.in and on the website of Bigshare Services Pvt. Ltd.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 14th August, 2026
Place: Mumbai

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

THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED.

ITEM No. 3 – Re-Appointment of Statutory Auditor of the Company for a Second Term of Five years.

Pursuant to Section 139(2) of the Act, and at the recommendations of the Audit Committee and approval of Board of Directors at their respective meeting held on August 14, 2026, had approved the re-appointment of M/s. Hegde & Associates (FRN 103610W), Chartered Accountants as the Statutory Auditors of the Company for a second term for a further period of 5 (Five) years commencing from the conclusion of this 41st (Forty First) AGM till the conclusion of 46th (Forty-Sixth) AGM.

M/s. Hegde & Associates (FRN. 103610W), Chartered Accountants have given their consent and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act, and Companies (Audit and Auditors) Rules, 2014, as amended from time to time. They have further confirmed that they are not disqualified to be reappointed as statutory auditor in terms of the provisions of the Sections 139(1),141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The amended provisions of the Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 by the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, omitted the provisions relating to annual ratification of the Auditors with effect from 7th May, 2018.

As such, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, M/s. Hegde & Associates (FRN. 103610W), shall hold office for a consecutive period of 5 (five) years until the conclusion of 46th (Forty-Sixth) Annual General Meeting of the Company without following the requirement of ratification of their appointment every year.

the Board of Directors will decide the remuneration to be paid to M/s. Hegde & Associates (FRN 103610W) based on recommendations of Audit Committee.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board, on the recommendation of the Audit Committee, recommends the resolution set forth in Item No. 3 of the notice for approval of the members.

Item No. 4 : Payment of Remuneration to Mr. Jerry Varghese (DIN: 00012905) – Non-Executive Director of the Company.

The Board of Directors at the recommendation of the Nomination & Remuneration Committee at their respective meeting held on August 14, 2026 approved increased in remuneration to Mr. Jerry Varghese as mentioned below w.e.f. October 01, 2026 computed in the manner stipulated in Section 198 of the Act as under:.

Remuneration:

Basic Salary: Rs. 4.50 Lakh per month, with effect from 01st October, 2026 (in a salary grade of Rs. 4.50 Lakh per month to Rs. 6.50 Lakh per month).

Statement as specified under Schedule V part II section II (B)(iv) is annexed to this notice.

The Board of Directors recommends the resolution set out in Item No. 4 of the notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Jerry Varghese and Mr. Dilip Varghese are in any way concerned or interested in this resolution. The Board recommends the Special resolution set forth in Item No. 4 for the approval of the Members

Item No. 5 : Re-appointment and Remuneration to Mr. Dilip Varghese – Managing Director and Key Managerial Personnel of the Company.

Mr. Dilip Varghese was appointed as a Managing Director of the Company by the members of the Company at the Annual General Meeting of the Company held on 30th September, 2023. Based on the terms & conditions and remuneration approved by a Special Resolution passed by the members at the 38th Annual General Meeting held on September 30, 2023. With a qualification of Bachelor of Science (Management) & Bachelor of Science (Marketing), SAP Certification, Mr. Dilip Varghese possesses extensive and diverse experience in the Construction Industry. Recognizing the value of his capabilities and rich experience for the Company, and based on the recommendations of the Nomination and Remuneration Committee, Mr. Dilip Varghese has been re-appointed as a Managing Director by the Board of Directors (referred to as "the Board") in its meeting held on August 14, 2026. His re-appointment will be effective from August 14, 2026, until August 14 2029. Under the terms of his re-appointment, Mr. Dilip Varghese will receive following Remuneration:

A. **Basic Salary:** Rs. 4.00 Lakh per month (in a salary grade of Rs. 4.00 Lakh per month to 6.00 Lakh per month, with effect from 01st October, 2026).

B. **Commission/ Incentive/ Bonus:** With effect from October 01, 2026.

Mr. Dilip Varghese, the Managing Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

The Board of Directors at their meeting held on, August 14, 2026, based on the recommendations of the Nomination and Remuneration Committee has approved the above-mentioned remuneration of Mr. Dilip Varghese, in accordance with the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for the period effective from October 01, 2026 to August 14, 2029.

Mr. Dilip Varghese is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Dilip Varghese satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 read with Section 197(11) of the Act for being eligible for this re-appointment.

A brief profile of Mr. Dilip Varghese along with other details as required in compliance with Schedule V of the Companies Act, 2013, Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI are provided in the "Annexure" to the Notice.

Pursuant to Clause C of Part I read with Part III of Schedule V of the Companies Act, 2013, the Board recommends the re-appointment and remuneration of Mr. Dilip Varghese, whose office is liable to retire by rotation. Mr. Jerry Varghese – Promoter Director of the Company and father of Mr. Dilip Varghese is interested in the resolution set out in Item No. 5 of the Notice.

Statement as specified under Schedule V part II section II (B)(iv) is annexed to this notice.

This explanatory statement, along with the accompanying Notice, serves as an abstract of the terms of Mr. Dilip Varghese re-appointment as a Managing Director of the Company, as per the first proviso of sub-section (4) of Section 196, read with Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution set out in Item No. 5 of the notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Jerry Varghese and Mr. Dilip Varghese are in any way concerned or interested in this resolution. The Board recommends the Special resolution set forth in Item No. 5 for the approval of the Members

Item No. 6 : Re-appointment and Remuneration to Mr. Amit Atmaram Shah – Executive Director and Key Managerial Personnel of the Company.

Mr. Amit Atmaram Shah was re- appointed as an Executive Director of the Company by the members of the Company at the Annual General Meeting of the Company held on 30th September, 2023. Based on the terms & conditions and remuneration approved by a Special Resolution passed by the members at the 38th Annual General Meeting held on September 30, 2023. With a qualification of Chartered Accountant, Mr. Amit Atmaram Shah possesses extensive and diverse experience in the field of Finance, advisory & consultation. He has experience of banking & has worked with a reputed private bank at senior position. He has actively contributed to the operations and financial management of the Company. Recognizing the value of his capabilities and rich experience for the Company, and based on the recommendations of the Nomination and Remuneration Committee, Mr. Amit Atmaram Shah has been re-appointed as an Executive Director by the Board of Directors (referred to as "the Board") in its meeting held on August 14, 2026. His re-appointment will be effective from October 01, 2026, until September 30, 2029. Under the terms of his re-appointment, Mr. Amit Atmaram Shah will receive following Remuneration:

A. **Basic Salary:** Rs. 4.00 Lakh per month (in a salary grade of Rs. 4.00 Lakh per month to 6.00 Lakh per month, with effect from 01st October, 2026).

B. **Commission/ Incentive/ Bonus:** With effect from 1st October, 2026,

Mr. Amit Atmaram Shah, the Executive Director of the Company will be entitled to receive Commission/Incentive/ Bonus as may be decided by the Board of Directors of the Company subject to the condition that total remuneration including basic salary, incentive, bonus shall not exceed the limit prescribed under schedule V attached to Companies Act and the profit calculated under Section 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for each financial year.

The Board of Directors at their meeting held on, August 14, 2026, based on the recommendations of the Nomination and Remuneration Committee has approved the above-mentioned remuneration of Mr. Amit Atmaram Shah, in accordance with the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for the period effective from October 01, 2026, to September 30, 2029,.

Mr. Amit Atmaram Shah is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Amit Atmaram Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 read with Section 197(11) of the Act for being eligible for this re-appointment.

A brief profile of Mr. Amit Atmaram Shah along with other details as required in compliance with Schedule V of the Companies Act, 2013, Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI are provided in the “Annexure” to the Notice.

Pursuant to Clause C of Part I read with Part III of Schedule V of the Companies Act, 2013, the Board recommends the re-appointment and remuneration of Mr. Amit Atmaram Shah, whose office is liable to retire by rotation. Mr. Amit Atmaram Shah is interested in the resolution set out in Item No. 6 of the Notice.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Statement as specified under Schedule V part II section II (B)(iv) is annexed to this notice.

This explanatory statement, along with the accompanying Notice, serves as an abstract of the terms of Mr. Amit Atmaram Shah re-appointment as an Executive Director of the Company, as per the first proviso of sub-section (4) of Section 196, read with Section 190 of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution as set out in Item No. 6 in the accompanying Notice for approval of the members.

Item No. 7

Mr. Krishan Kumar Kinra is an Independent Non-Executive Director of the Company. He is a Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. He holds the office as an Independent Director for a period of 5 (five) consecutive years for a first term upto conclusion of 41st Annual General Meeting .

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation, has recommended the reappointment of Mr. Krishan Kumar Kinra as an Independent Director for a second term of 5 (five) consecutive years i.e. from conclusion of 41st Annual General Meeting to Conclusion of 46th Annual General Meeting on the Board of the Company. The Board, considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Krishan Kumar Kinra as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years, not liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Copy of the draft letter of appointment proposed to be issued to Mr. Krishan Kumar Kinra setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours (11.00 A.M. to 01.00 P.M.) on all the working days (except Saturdays, Sundays and public holidays) upto the date of the Annual General Meeting.

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. 7 of the Notice.

The Board recommends the Resolution as set out at Item No. 7 of the Notice for approval by the members.

Item No. 8 : Ratification of the remuneration to be paid to Mr. Satish Shah, Cost Accountant, for the FY 2026-27.

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 Mr. Satish Shah, Cost Accountants as the Cost Auditor for Financial Year 2026-27.

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. 8 of the Notice for ratification of the

remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2027.

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. 8 of the Notice.

The Board recommends the Resolution as set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors
For Tarmat Limited

Sd/-

S. Chakraborty
Company Secretary

Date: 14th August, 2026
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. Dilip Varghese	Mr. Amit Atmaram Shah
Date of Birth	12.02.1984	29.01.1974
DIN	01424196	08467309
Nationality	Indian	Indian
Qualification and Experience	Qualification: Bachelor of Science (Management) & Bachelor of Science (Marketing), SAP Certification Experience: has over 18 years of experience in the Construction Industry.	Qualification: Chartered Accountant Experience: specializing . in the field of Finance, advisory & consultation. He has experience of banking & has worked with a reputed private bank at senior position for over 15 years. He has worked closely with infrastructure all the major companies while in his previous stint as a banker & closely associated with many infrastructure companies in India.
Date of first appointment in the current designation	04.08.2023	30.05.2019
Shareholding in the Company	1318937	639427
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	He is a Son of Mr. Jerry Varghese — Non-Executive Director of the Company.	-
Number of Meetings of the Board attended during the year.	6	6
Details of remuneration last drawn	Rs. 2.50 lakh per month	Rs. 2.50 lakh per month

Name of the Director	Mr. Krishan Kumar Kinra
Date of Birth	28.10.1956
DIN	03412973
Nationality	Indian
Qualification and Experience	Qualification: IIT Engineer Experience: Professional Consultant
Date of first appointment in the current designation	17.10.2019
Shareholding in the Company	-
Directorship in other public companies	Nil
Memberships/ Chairmanship of Committees of other companies	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	-
Number of Meetings of the Board attended during the year	4
Details of remuneration last drawn	Nil

I Annexure: Statement as per Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the Resolution at Item No(s). 4,5 and 6 of the Notice.

I. General Information:

1	Nature of Industry	INFRA
2	Date or expected date of commencement of commercial production.	Existing Company which is in operation since 03/01/1986
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NOT APPLICABLE
4	Financial performance based on given indicators	(Rs.in lakhs)
5	Foreign investments or collaborators, if any	N.A

(Rs.in lakhs)

Sr. No	Particulars	2025-26	2024-25	2023-24
1	Turnover (Gross)	11737.37	10128.35	8935.34
2	Profit Before Tax	605.63	180.69	- 126.20
3	Net Profit	655.62	186.90	-113.20
4	Paid-up Share Capital	2506.42	2406.42	2131.42
5	Reserves & Surplus	16194.78	13351.73	10832.22
6	Dividend Payout	-	-	-

II Information about the appointee(s)

1	Name of the Appointee(s)	Mr. Jerry Varghese	Mr. Dilip Varghese	Mr. Amit Shah
2	Background details	Mr. Jerry Varghese holding BE (Mechanical) from Mumbai University. More than 44 years' experience in Construction Industry.	Mr. Dilip Varghese is Bachelor of Science (Management) & Bachelor of Science (Marketing), SAP Certification has over 18 years of experience in the Construction Industry.	Mr. Amit Shah is a Chartered Accountant, specializing . in the field of Finance, advisory & consultation. He has experience of over 15 years.
	Date of Birth	07.05.1950	12.02.1984	29.01.1974
	Date of First appointment in the Current designation	04.08.2023	04.08.2023	30.05.2019
3	Past remuneration	Rs. 3.00 Lakhs per month	Rs. 2.50 Lakhs per month	Rs. 2.50 Lakhs per month
4	Recognition or awards	-	-	-
5	Job profile and his suitability	With the experience of more than four decades in the Construction industry.	With the experience of more than 18 years With his untiring efforts, focused attention and diligent work, he has been able to remain in touch with the management team on day-to-day basis.	With the experience of more than 15 years specializing. in the field of Finance, advisory & consultation. With his untiring efforts, focused attention and diligent work, he has been able to remain in touch with the management team on day-to-day basis.
6	Remuneration proposed	Refer Explanatory Statement	Refer Explanatory Statement.	Refer Explanatory Statement.

7	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin)	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Non Executive Director to the growth of the Company, its business and its profitability and age and merits of both.	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as a Managing Director to the growth of the Company, its business and its profitability and age and merits of both.	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Executive Director to the growth of the Company, its business and its profitability and age and merits of both.
8	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Jerry Varghese is father of Mr. Dilip Varghese	Mr. Dilip Varghese is Son of Mr. Jerry Varghese.	-

III Other information

1	Reasons of loss or inadequate profits.	The Company's future revenue and profits may be negatively impacted due to material adverse changes to the economic, business and other associated risks that are inherent to the operations of the Company.
2	Steps taken or proposed to be taken for improvement.	The Company is earning profits and it would be endeavour of the management to increase profitability by focusing on cost control, introducing new products, exploring new projects etc.
3	Expected increase in productivity and profits in measurable terms.	The management expects normal growth in operations and profitability in the coming years, subject to unforeseen circumstances. The Company is continuously making efforts to optimize the operations. It is difficult to quantify future projections in view of dynamic business situation.