

Date: 21<sup>st</sup> June, 2025

To, <b>BSE Limited ("BSE"),</b> Corporate Relationship Department, 2 <sup>nd</sup> Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001	To, <b>National Stock Exchange of India Limited ("NSE"),</b> "Exchange Plaza", 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra – Kurla Complex Bandra (East), Mumbai – 400 051
<b>BSE Scrip Code: 543399</b>	<b>NSE Symbol: TARSONS</b>

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice (including instructions for e-voting) along with the Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 ('the Act') and related Rules read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice'), for seeking approval of the Member(s) of Tarsons Products Limited ('the Company') on the **Special Resolution** titled '**Appointment of Mrs. Divya Sameer Momaya (DIN: 00365757) as a Non-Executive Independent Director of the Company**'.

In compliance with the provisions of the General Circular No(s). 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 03/2022 dated May 05, 2022 No. 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India, (hereinafter collectively referred to as the "**MCA Circulars**"), read with applicable SEBI Circulars, this Notice is being sent exclusively through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants (DPs)/ Registrar and Transfer Agent (RTA) and whose names are recorded in the Register of Members maintained by the Company or in the Register of Beneficial Owners maintained by KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) ("**KFinTech**"), the Company's Registrar and Transfer Agent (RTA) as on **Friday, 13<sup>th</sup> June, 2025 ('Cut-Off Date')**. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facility to the Members. The remote e-Voting period commences on **Sunday, 22<sup>nd</sup> June, 2025, from 9:00 a.m. (IST) and ends on Monday, 21<sup>st</sup> July, 2025, at 5:00 p.m. (IST)**. The e-Voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions and detailed process for remote e-Voting is provided in the 'Notes' section to the Notice.

The Notice is also being made available on the Company's website at [www.tarsons.com](http://www.tarsons.com) .

You are kindly requested to take the same on your record.

Thanking you,

Yours faithfully,

**For Tarsons Products Limited**

**Santosh Kumar Agarwal**  
**Company Secretary & Chief Financial Officer**  
**ICSI Membership No. 44836**

*Encl: Postal Ballot Notice*

**TARSONS PRODUCTS LIMITED**

CIN: L51109WB1983PLC036510

Registered Office: Martin Burn Business Park, Room No. 902, BP- 3,  
Salt Lake, Sector- V, Kolkata-700091, West Bengal, IndiaPhone: 033-35220300, Email – [info@tarsons.com](mailto:info@tarsons.com)Website: [www.tarsons.com](http://www.tarsons.com)

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**POSTAL BALLOT NOTICE**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given to the Members of Tarsons Products Limited (“the Company”) pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the “**MCA Circulars**”), Secretarial Standard- 2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), and subject to any other applicable laws, rules and regulations (including any statutory modification(s) and re-enactments(s) thereof for the time being in force), to transact the following Special Business by the Members of the Company by passing the Special Resolution appended below, through Postal Ballot process by remote e-voting (“**voting by electronic means**”) only. An Explanatory Statement under Section 102(1) of the Act, setting out the material facts along with the reasons/rationale thereof forms part of this Postal Ballot Notice (“**Notice**”).

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) (“KFinTech”), the Company’s Registrar and Transfer Agent (**RTA**) as on **Friday, 13<sup>th</sup> June, 2025 (“Cut-Off Date”)**. **A physical copy of this Notice along with Postal Ballot forms and pre-paid business reply envelope are not being sent to the Members of the Company for this Postal Ballot.**

The said Notice is also available on the website of the Company at [www.tarsons.com](http://www.tarsons.com) in the relevant sections of the websites of BSE Limited ('BSE') [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') [www.nseindia.com](http://www.nseindia.com), where the Equity Shares of the Company are listed.

The Board of Directors of the Company, at its meeting held on Wednesday, 28<sup>th</sup> May, 2025, has appointed M/s. Manisha Saraf & Associates, Practicing Company Secretaries (Membership No. F7607/ COP

No. 8207), as the 'Scrutinizer', to scrutinize the e-voting process in a fair and transparent manner. In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the applicable Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of the National Securities Depository Limited (**NSDL**) for the purpose of providing remote e-voting facility to the Members. The instructions for e-voting are appended to this Notice.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the proposed Resolution, Explanatory Statement and the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of this Notice and cast their vote from **9:00 A.M. (IST) on Sunday, 22<sup>nd</sup> June, 2025** and shall end at **5:00 P.M. (IST) on Monday, 21<sup>st</sup> July, 2025**. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes cast, the Scrutinizer shall, within two (2) working days from the conclusion of the voting period of postal ballot, submit 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. The Chairman or an authorized person shall declare the result of the voting forthwith. The result of the Postal Ballot shall be declared on or before **Wednesday, 23<sup>rd</sup> July, 2025**.

The said results, along with the Scrutinizer's Report, will be placed on the website of the Company at [www.tarsons.com](http://www.tarsons.com) and the same will also be simultaneously submitted to the Stock Exchanges where the Equity Shares of the Company are listed, for dissemination on their respective websites. The resolution, if passed by requisite majority in accordance with Secretarial Standard-2 on General Meetings issued by Institute of Companies Secretaries of India, will be taken as having been duly passed on the last date specified for e-voting i.e., Monday, 21<sup>st</sup> July, 2025.

### **Special Business:**

#### **1. Appointment of Mrs. Divya Sameer Momaya (DIN: 00365757) as a Non-Executive Independent Director 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 149, 150 and 152, of the Companies Act, 2013 ("the Act") read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, if any, and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mrs. Divya Sameer Momaya (DIN: 00365757)**, who was appointed as an Additional Director in the capacity of an Non-Executive Independent Director with effect from 24<sup>th</sup> May, 2025, and who has submitted the declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five(5) consecutive years w.e.f. from 24<sup>th</sup> May, 2025 till 23<sup>rd</sup> May, 2030 (both days inclusive), and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director(s)/ Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized severally, to do all the acts, deeds and things which are necessary to give effect to the above said resolution and if required, to authenticate and file the requisite e-forms with the Registrar of Companies.”

By order of the Board of Directors  
For **Tarsons Products Limited**

**Registered Office:**

Martin Burn Business Park, Room No. 902,  
BP- 3, Salt Lake, Sector- V, Kolkata-700091,  
West Bengal, India

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Kolkata  
28<sup>th</sup> May, 2025

Sd/-  
**Santosh Kumar Agarwal**  
Company Secretary, Compliance  
Officer & Chief Financial Officer

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposal set out above is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of beneficial owners maintained by the Depositories as on close of the business hours on Friday, 13<sup>th</sup> June, 2025 ('Cut-Off Date') and who have registered their email addresses with the Company or RTA or with the Depositories/ Depository Participants (DP). **Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.**

Members who have not registered their e-mail address are requested to register/update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants. Likewise, the Members whose names appear as on the cut-off date will be considered for the purpose of voting and those who are not the Members on the said date shall treat this Notice for information purpose only. It is however, clarified that all the persons who are members of the Company as on the cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice.

3. In compliance with the provisions of Section 108 and 110 of the Act read with rules made thereunder and Regulation 44 of SEBI LODR Regulations, the Company is pleased to provide to its Members, a facility to exercise their right to vote by electronic means through e-voting. The Company has appointed National Securities Depository Limited (NSDL) as agency in respect of e-voting for the Postal Ballot.

4. The e-voting period begins on **Sunday, 22<sup>nd</sup> June, 2025 at 9.00 a.m. (IST)** and shall end on **Monday, 21<sup>st</sup> July, 2025 at 5.00 p.m. (IST)**. During this period, the Members of the Company, holding shares as on **cut-off date i.e., Friday, 13<sup>th</sup> June, 2025**, may cast their vote electronically in the manner and process as set out herein below. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
5. The Board of Directors of the Company, at its meeting held on Wednesday, 28<sup>th</sup> May, 2025, has appointed M/s. Manisha Saraf & Associates, Practicing Company Secretaries, as the 'Scrutinizer', to scrutinize the e-voting process in a fair and transparent manner.
6. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on cut-off date.
7. A member cannot exercise his/her/its vote by proxy on Postal Ballot.
8. A member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
9. All the material documents referred to in the accompanying Notice are open for electronic inspection by the Members of the Company upto the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to [investor@tarsons.com](mailto:investor@tarsons.com).
10. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting i.e., Monday, 21<sup>st</sup> July, 2025 and as if it has been passed at a General Meeting of the Members conveyed in that behalf.
11. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of Beneficial Owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.
12. Institutional Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at [manisha\\_saraf2007@yahoo.co.in](mailto:manisha_saraf2007@yahoo.co.in), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are KFIN Technologies Limited (formerly KFIN Technologies Private Limited) (RTA) having their office at Selenium Building, Tower- B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Telangana, India- 500032.
14. After completion of scrutiny of the votes cast, the Scrutinizer shall, within two (2) working days from the conclusion of the voting period of postal ballot, submit 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. The Scrutinizer's decision on the validity of e-voting shall be final and binding. The Chairman or an authorized person shall declare the result of the voting forthwith. The result of the Postal Ballot shall be declared on or before Wednesday, 23<sup>rd</sup> July, 2025.

15. The said results, along with the Scrutinizer's Report, will be placed on the website of the Company at [www.tarsons.com](http://www.tarsons.com). The same will also be simultaneously be submitted to the Stock Exchanges where the Equity Shares of the Company are listed, for dissemination on their respective websites.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five (5) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
18. Please mention your 16-digit Demat Account No. or Folio No., as the case may be, in all your communication with the Company or the RTA.
19. The manner of voting remotely by members holding shares in dematerialized mode and for members who have not registered their email address is provided in the instructions given below.
20. **Instructions for Members for Remote e-voting are as under:**
  - a) The e-voting period will commence on Sunday 22<sup>nd</sup> June, 2025 at 9.00 A.M. (IST) and will end on Monday, 21<sup>st</sup> July, 2025 at 5.00 P.M. (IST). During this period, Members of the Company, holding shares as on the cut-off date i.e., Friday, 13<sup>th</sup> June, 2025, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
  - b) The details of the process and manner for remote e-voting are explained herein below:  
**Step 1: Access to NSDL e-Voting System**
    - a) Log-in method for e-voting for Individual shareholders holding securities in demat mode;
    - b) Login Method for Shareholders other than Individual Shareholders holding Securities in demat mode and Shareholders holding securities in physical mode.**Step 2: Cast your vote electronically on NSDL e-voting system.**





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li> </ol>

	<p>page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 the e-Voting service provider 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, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

## **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 134073 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [manisha\\_saraf2007@yahoo.co.in](mailto:manisha_saraf2007@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investor@tarsons.com](mailto:investor@tarsons.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [investor@tarsons.com](mailto:investor@tarsons.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2)**

**Item No. 1**

**Appointment of Mrs. Divya Sameer Momaya (DIN: 00365757) as a Non-Executive Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee passed a circular resolution dated 24<sup>th</sup> May, 2025, appointing Mrs. Divya Sameer Momaya (DIN: 00365757) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) consecutive years with effect from 24<sup>th</sup> May, 2025 to 23<sup>rd</sup> May, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

In terms of Regulation 17(1C) of the SEBI LODR Regulations, the listed entity shall ensure that the approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR Regulations, the appointment of an Independent Director of a listed entity shall be approved by Members by way of Special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent Letter in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
- (vii) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the Data Bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with Tarsons Products Limited or its subsidiaries amounting to ten (10) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mrs. Divya Momaya. In the opinion of the Board, she fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that her background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as a Non-Executive Independent Director.

#### **Brief Profile:**

“Mrs. Divya Sameer Momaya is a distinguished professional with over 22 years of comprehensive experience in corporate and secretarial laws, corporate governance, business strategy, and board advisory services. She holds a Bachelor of Commerce degree from University of Pune, and is a Fellow Member of the Institute of Company Secretaries of India (ICSI). She is also a Certified Independent Director accredited by the Indian Institute of Corporate Affairs (IICA) and an alumna of the Institute of Directors (IOD).

Mrs. Momaya is the Founding Partner of D.S. Momaya & Co. LLP, where she has led full-time company secretarial practice for more than 15 years, offering strategic counsel to corporates on governance frameworks, regulatory compliance, and board effectiveness. She is also the Founder and Director of MMB Advisors Private Limited (MentorMyBoard), a B2B2C Governance-Tech platform dedicated to enhancing boardroom leadership. The initiative focuses on capacity building for Independent Directors, Women Directors, Executive Directors, and Senior Corporate Leaders, while also assisting organizations in institutionalizing robust board processes and governance policies.

Her Corporate Journey includes experience with Companies like BSEL Infrastructure Realty Limited and Bombay Stock Exchange Limited. Mrs. Momaya is actively engaged with several prestigious industry bodies, serving as a member and committee representative of Jain International Trade Organisation (JITO), IMC Chamber of Commerce and Industry – Navi Mumbai Expert Committee, and Maharashtra Chamber of Commerce, Industry and Agriculture (MACCIA).

The resolution seeks the approval of members for the appointment of Mrs. Divya Sameer Momaya as a Non- Executive Independent Director of the Company from 24<sup>th</sup> May, 2025 to 23<sup>rd</sup> May, 2030 (both days inclusive) pursuant to Sections 149 and 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the SEBI LODR Regulations and SS-2 are provided in additional information section of this Notice annexed as **Annexure I**. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI LODR Regulations, the approval of the members is sought for the appointment of Mrs. Divya Sameer Momaya as an Independent Director of the Company, as a special resolution as set out above.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set

out in Item No. 1 of the accompanying notice except to the extent of their shareholding in the Company, if any.

The Board recommends the passing of resolution as set out under Item No. 1 of the Notice for approval of the members as a special resolution.

By order of the Board of Directors  
For **Tarsons Products Limited**

**Registered Office:**

Martin Burn Business Park, Room No. 902, BP-3, Salt Lake, Sector- V, Kolkata-700091, West Bengal, India

Sd/-  
**Santosh Kumar Agarwal**  
Company Secretary, Compliance  
Officer & Chief Financial Officer

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Kolkata  
28<sup>th</sup> May, 2025

**Annexure I**

**Details of Director seeking Appointment**  
**(Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements)**  
**Regulations, 2015 and Secretarial Standards-2 on General Meetings)**

Sr. No.	Particulars	Mrs. Divya Momaya
1.	DIN	00365757
2.	Date of Birth	25/04/1979
3.	Nationality	Indian
4.	Brief Profile and qualification	<p>Mrs. Divya Sameer Momaya is a distinguished professional with over 22 years of comprehensive experience in corporate and secretarial laws, corporate governance, business strategy, and board advisory services. She holds a Bachelor of Commerce degree from University of Pune, and is a Fellow Member of the Institute of Company Secretaries of India (ICSI). She is also a Certified Independent Director accredited by the Indian Institute of Corporate Affairs (IICA) and an alumna of the Institute of Directors (IOD).</p> <p>Mrs. Momaya is the Founding Partner of D.S. Momaya &amp; Co. LLP, where she has led full-time company secretarial practice for more than 15 years, offering strategic counsel to corporates on governance frameworks, regulatory compliance, and board effectiveness. She is also the Founder and Director of MMB Advisors Private Limited (MentorMyBoard), a B2B2C Governance-Tech platform dedicated to enhancing boardroom leadership. The initiative focuses on capacity building for Independent Directors, Women Directors, Executive Directors, and senior corporate leaders, while also assisting organizations in institutionalizing robust board processes and governance policies.</p> <p>Her Corporate Journey includes experience with Companies like BSEL Infrastructure Realty Limited and Bombay Stock Exchange Limited. Mrs. Momaya is actively engaged with several prestigious industry bodies, serving as a member and committee representative of Jain International Trade Organisation (JITO), IMC Chamber of Commerce and Industry – Navi Mumbai Expert Committee, and Maharashtra Chamber of Commerce, Industry and Agriculture (MACCIA).</p>
5.	Terms & Conditions of appointment	Term of Five (5) Consecutive Years
6.	Nature of expertise in specific functional areas	Expertise in Corporate Governance, Company Secretarial Practice, and Board Mentorship with over 22 years of industry experience. Skilled in governance-tech solutions, board processes, and leadership development for corporate executives and directors.
7.	Shareholding in Tarsons Products Limited including shareholding as a beneficial owner	NA
8.	Details of last remuneration drawn	NA

9.	Details of remuneration sought to be paid	Mutually Agreed																				
10.	Date of first appointment on the Board	24 <sup>th</sup> May, 2025																				
11.	Disclosure of relationships between Directors/KMPs	NA																				
12.	Directorship in Listed entity and other directorships	<table><tr><th>Sl.no.</th><th>Listed Companies</th><th>Unlisted Companies</th></tr><tr><td>1</td><td>Motilal Oswal Financial Services Limited,</td><td>Motilal Oswal Home Finance Limited</td></tr><tr><td>2</td><td>GTPL Hathway Limited</td><td>Motilal Oswal Finvest Limited</td></tr><tr><td>3</td><td>Blue Jet Healthcare</td><td>MMB Advisors Private Limited</td></tr></table>			Sl.no.	Listed Companies	Unlisted Companies	1	Motilal Oswal Financial Services Limited,	Motilal Oswal Home Finance Limited	2	GTPL Hathway Limited	Motilal Oswal Finvest Limited	3	Blue Jet Healthcare	MMB Advisors Private Limited						
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13.	Committee chairmanship/Membership	<table><tr><th>Sr. No.</th><th>Name of the Company</th><th>Name of the Committee &amp; Chairmanship/Membership</th></tr><tr><td>1</td><td>Motilal Oswal Financial Services Limited</td><td>1. Audit Committee - Member 2. Nomination &amp; Remuneration Committee - Member</td></tr><tr><td>2</td><td>GTPL Hathway Limited</td><td>1. Audit Committee - Member 2. Nomination &amp; Remuneration Committee - Member 3. Stakeholders Relationship Committee - Chairperson 4. CSR Committee - Chairperson</td></tr><tr><td>3</td><td>Motilal Oswal Home Finance Limited</td><td>1. Audit Committee - Chairperson 2. Nomination &amp; Remuneration Committee - Chairperson 3. Stakeholders Relationship Committee - Member 4. CSR Committee - Chairperson</td></tr><tr><td>4</td><td>Blue Jet Healthcare</td><td>1. Audit Committee - Member 2. Nomination &amp; Remuneration Committee - Chairperson 3. Stakeholders Relationship Committee - Chairperson</td></tr><tr><td>5</td><td>Motilal Oswal Finvest Limited</td><td>1. Audit Committee - Member 2. Nomination &amp; Remuneration Committee - Member</td></tr></table>			Sr. No.	Name of the Company	Name of the Committee & Chairmanship/Membership	1	Motilal Oswal Financial Services Limited	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member	2	GTPL Hathway Limited	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member 3. Stakeholders Relationship Committee - Chairperson 4. CSR Committee - Chairperson	3	Motilal Oswal Home Finance Limited	1. Audit Committee - Chairperson 2. Nomination & Remuneration Committee - Chairperson 3. Stakeholders Relationship Committee - Member 4. CSR Committee - Chairperson	4	Blue Jet Healthcare	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Chairperson 3. Stakeholders Relationship Committee - Chairperson	5	Motilal Oswal Finvest Limited	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member
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5	Motilal Oswal Finvest Limited	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member																				
14.	Names of the Listed Entities from which the appointee has resigned in the past 3 years	Arihant Superstructures Limited																				
15.	Number of Board Meetings attended during the Financial Year 2024-25	Not Applicable																				