

TARSONS PRODUCTS LIMITED

CIN: L51109WB1983PLC036510

Registered Office: Martin Burn Business Park, Room No. 902, BP- 3,

Salt Lake, Sector- V, Kolkata - 700091, West Bengal, India

Phone: 033-35220300, Email – info@tarsons.comWebsite: www.tarsons.com**NOTICE**

NOTICE is hereby given that the **42nd (Forty-Second)** Annual General Meeting(AGM)of the members of **Tarsons Products Limited** ('the Company') will be held on **Monday, 22nd September, 2025 at 12:00P.M. (IST)** through Video Conferencing or Other Audio-Visual Means (VC/OAVM) [Deemed Venue: Martin Burn Business Park, Room No. 902, BP- 3, Salt Lake, Sector- V, Kolkata, West Bengal, India-700091] to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2025 and the report of Auditors thereon.
3. To appoint a director in place of Mr. Aryan Sehgal (DIN: 06963013), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve the appointment of M/s. Manisha Saraf & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five (5) consecutive years from the financial year 2025-26 to financial year 2029-30 and to fix their remuneration.

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

"RESOLVED THAT pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws/statutory provisions, if any, as amended from time to time and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of **M/s. Manisha Saraf & Associates**, Practicing Company Secretaries (FRN: S2019WB666200 as Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from financial year 2025-26 till financial year 2029-30, at proposed fees of ₹ 75,000/- (Rupees Seventy-Five only) plus applicable taxes and other out-of-pocket expenses for Financial Year 2025-26 and for subsequent year(s) of their term, on such fees plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

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."

5. To appoint Dr. Monjori Mitra (DIN: 02761691) as an Independent Director of the Company for a term of five (5) consecutive 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 the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ("the Act") read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, if any, and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time (including any statutory modification(s) thereto 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, **Dr. Monjori Mitra** (DIN: 02761691), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 4th August, 2025, and who has submitted the declaration that she meets the criteria for independence

NOTICE (Contd.)

under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of SEBI Listing 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 4th August, 2025 till 3rd August, 2030 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Monjori Mitra be paid such remuneration/fees and/ or commission as the Board of Directors may approve considering the recommendations made by the Nomination and Remuneration Committee and subject to the overall limits as prescribed by the Act from time to time.

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."

6. To appoint Mr. Ramanathan Subramanian Arun Kumar (DIN: 09101691) as Non-Executive Nominee Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company, as amended from time to time, and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. Ramanathan Subramanian Arun Kumar** (DIN: 09101691) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company, by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee with effect from 4th August, 2025, and in respect of whom the Company has received a notice from Clear Vision Investment Holdings Pte. Limited nominating him for the office of Director, be and is hereby appointed as Non-Executive Nominee Director of the Company w.e.f., 4th August, 2025, not liable to retire by rotation, provided that his appointment shall be subject to approval by the shareholders in a general meeting atleast once in every five years.

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."

7. To appoint Mr. Suresh Eshwara Prabhala (DIN: 02130163) as Non-Executive Non-Independent Director for a term of five (5) consecutive years.

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

RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company, as amended from time to time, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. Suresh Eshwara Prabhala** (DIN: 02130163), who was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company, w.e.f., 4th August, 2025 based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, for a term of five (5) consecutive years w.e.f. from 4th August, 2025 till 3rd August, 2030 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Suresh Eshwara Prabhala be paid such remuneration/fees and/ or commission as the Board of Directors may approve considering the recommendations made by the Nomination and Remuneration Committee and subject to the overall limits as prescribed by the Act.

NOTICE (Contd.)

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

8. To approve and ratify the waiver of excessive remuneration paid to Executive Directors of the Company during the financial year 2024-25.

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications thereto or re-enactments thereof, for the time being in force) and the Articles of Association of the Company and on recommendation of Board, the approval of the members of the Company is be and is hereby accorded to ratify and confirm waiver of recovery of managerial remuneration paid amounting to ₹ 9.38 Million to Mr. Sanjive Sehgal, Chairman and Managing Director and ₹ 4.38 Million to Mr. Aryan Sehgal, Whole-Time Director of the Company for the financial year ended 31st March, 2025 which turned out to be in excess of the limits prescribed under the Section 197 read with Schedule V of the Act, in view of the audited financial results recorded by the Company for the financial year 2024-25.

RESOLVED FURTHER THAT all other existing terms and conditions of appointment of Directors shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary and/or Chief Financial Officer of the Company, be and are hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, for giving effect to this resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

9. To revise the remuneration paid to Mr. Sanjive Sehgal, Chairman & Managing Director & Mr. Aryan Sehgal, Whole-Time Director of the Company.

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

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in remuneration of Mr. Sanjive Sehgal, Chairman & Managing Director (DIN:00787232) & Mr. Aryan Sehgal, Whole-Time Director (DIN: 06963013) of the Company with effect from 1st September, 2025 as set out in the statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT any Director and/or Company Secretary and/or Chief Financial Officer of the Company, be and are hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, for giving effect to this resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

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

Sd/-

Santosh Kumar Agarwal

Company Secretary, Compliance Officer & Chief Financial Officer
Membership No: 44836

Date: 12th August, 2025
Place: Kolkata

Registered Office:

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

NOTICE (Contd.)

NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting ("AGM") is annexed to the notice.
2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI Circular") have extended the above exemptions till 30th September, 2025 all other relevant circulars issued from time to time by the MCA, holding of Annual General Meeting (AGM) through Video conferencing ("VC") / or Other Audio Visual Means ("OAVM") has been permitted, without the physical presence of the Members at a common venue. Members can attend and participate in the AGM through VC/OAVM facility only.
3. In compliance with applicable provisions of the Act read with the MCA Circulars, SEBI Circular and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) the AGM of the Company is being conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company situated at Martin Burn Business Park, Room No. 902, BP- 3, Salt Lake, Sector- V, Kolkata, West Bengal, India- 700091. The detailed procedure for participating through VC/OAVM facility is mentioned in Notes herein below.
4. 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. Since this AGM is being held through VC/OAVM, pursuant to the Circulars physical attendance of Members has been dispensed with and proxy form and Attendance Slip does not form part of the Notice. Similarly, the route map is not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards-2 issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 42nd AGM and facility for those Members participating in the 42nd AGM to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. The Company has engaged the services of NSDL for the purpose of holding 42nd AGM of the Company through VC/ OAVM.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Electronic) are KFIN Technologies Limited ("RTA" or "Kfin") having their registered office at Selenium Building, Tower- B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Telangana, India- 500032.
8. The Notice and the Annual Report for the financial year ended 31st March, 2025 shall also be available on the website of the Company viz., www.tarsons.com, on the website of the stock exchanges where equity shares of the Company are listed viz., www.bseindia.com and www.nseindia.com and the Notice shall also be available on the e-Voting website of NSDL, i.e., www.evoting.nsdl.com.
9. In compliance with the Circulars, only the electronic copy of the Notice of the 42nd Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s)/ RTA for communication purposes.

NOTICE (Contd.)

10. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialized form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants and Members holding shares in physical mode who have not yet registered/updated their e-mail address are requested to register the same with Company's Registrar M/s. KFIN Technologies Limited.
11. In pursuance of Section 113 of the Act and Rules framed thereunder, the Institutional/Corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of attending and voting during the AGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution (PDF/JPG format) together with attested specimen signature of authorized representative to the scrutinizer through email at manisha_saraf2007@yahoo.co.in with a copy marked to investor@tarsons.com and einward.ris@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT No."
12. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
14. The annual accounts of the subsidiary companies are made available on the website of the Company www.tarsons.com.
15. Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests at investors@tarsons.com or info@tarsons.com during the period starting from 18th September, 2025 at 09:00 a.m. (IST) up-to 20th September, 2025 at 05:00 p.m. (IST) from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details, mobile numbers and their questions. Only those Members who have registered themselves as speakers and have been selected will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company Secretary reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM. Please note that only questions of the members holding the shares as on the cut-off date will be considered. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on info@tarsons.com. The same will be replied by the Company in due course.
17. Members, who are holding shares of the Company as on the cut-off date for e-voting, i.e., Friday, 12th September, 2025, can cast their votes during the AGM using e-Voting facility, if not casted the same during the remote e-Voting period mentioned below. Please note that a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting during the Meeting. If members opt for remote e-Voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is casted by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have casted their vote by remote e-Voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again. Any person who is not the Member as on the cut-off date should treat this notice for information purposes only.
18. All documents referred in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID investor@tarsons.com or info@tarsons.com till the date of AGM. The same will be replied by the Company suitably. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangement on which the directors are interested under Section 189 of the Act will be available electronically for inspection during the AGM.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs)/ RTA.

NOTICE (Contd.)

20. VOTING THROUGH ELECTRONIC MEANS

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of the SEBI Listing Regulations, the members are provided with the remote e-Voting services and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting, through the e-Voting services provided by NSDL.
- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories/RTA as on the **cut-off date, i.e., Friday, 12th September, 2025** shall be entitled to avail the facility of remote e-Voting/e-Voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The remote e-Voting facility will be available during the following voting period:

Commencement of Remote E-Voting	End of Remote E-Voting
From 09.00 A.M. (IST) on Friday, 19th September, 2025	Up to 05.00 P.M. (IST) on Sunday, 21st September, 2025

The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled upon expiry of aforesaid period. However, e-Voting facility will be made available during the AGM for those shareholders who have not casted their votes through remote e-Voting.

- (iii) Only those members, who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting.
- (iv) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (v) The e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts /website of Depositories /DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
- (vi) The Company has appointed M/s Manisha Saraf & Associates, Practicing Company Secretary (Membership no- F7607/ CP- 8207), to act as the Scrutinizer, to inter-alia, scrutinize the voting process in a fair and transparent manner. The Members desiring to vote through Remote e-Voting may refer to the detailed procedure given hereinafter. The Scrutinizer shall submit the report for both physical and e-Voting to the Chairman which shall be published on the website of the Company within two (2) working days of the conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.tarsons.com and on the website of NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.
- (vii) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
- (viii) The details of the process and manner for remote e-Voting are explained herein below:

A. THE INSTRUCTIONS/PROCEDURE FOR REMOTE E-VOTING

Step 1: Access to NSDL e-Voting System





Log-in method for e-Voting system for Individual shareholders holding securities in demat mode;

NOTICE (Contd.)

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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9th December, 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</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>

NOTICE (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Myeasi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 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. 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode.

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

- 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, 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.

NOTICE (Contd.)

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

4. Now, you will have to click on "Login" button.

5. 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?

- 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 and General Meeting is in active status.

NOTICE (Contd.)

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at 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 or Info@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 or Info@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

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

NOTICE (Contd.)

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@tarsons.com or info@tarsons.com during the period starting from 18th September, 2025 at 09:00 a.m. (IST) up-to 20th September, 2025 at 05:00 p.m. (IST) from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details, mobile numbers and their questions. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

NOTICE (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), THE RULES MADE THEREUNDER, THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

In conformity with the provisions of Sections 102 of the Act, the SS-2 and the SEBI Listing Regulations, as amended, the following Explanatory Statement setting out all material facts relating to the Resolution No. 4, 5, 6, 7, 8 and 9 are detailed herein, to enable the Members to consider for approval of the Resolution.

ITEM NO. 4

Appointment of M/s. Manisha Saraf & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five (5) consecutive years from the financial year 2025-26 to financial year 2029-30 and to fix their remuneration.

The Board at its meeting held on 28th May, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Manisha Saraf & Associates, Practicing Company Secretaries (FRN: S2019WB666200) as Secretarial Auditors of the Company for a term of five consecutive years commencing from 2025-26 till 2029-30, subject to approval of the Members. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Act.

M/s. Manisha Saraf & Associates is a well-known firm of Practising Company Secretaries based in Kolkata. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. M/s. Manisha Saraf & Associates focus on providing comprehensive professional services in corporate law, SEBI Regulations, FEMA Compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

M/s. Manisha Saraf & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Manisha Saraf & Associates as Secretarial Auditors is within the purview of the SEBI Listing Regulations read with SEBI circular no. SEBI/ HO/ CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024.

The proposed fees in connection with the secretarial audit shall be ₹ 75,000/- (Rupees Seventy-Five only) plus applicable taxes and other out-of-pocket expenses for Financial Year 2025-26 and for subsequent year(s) of their term, fees may be mutually agreed between the Board of Directors and M/s. Manisha Saraf & Associates. In addition to the secretarial audit, M/s. Manisha Saraf & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The disclosure required pursuant to Regulation 36(5) of the Listing Regulations, including annual remuneration/ fees as recommended by the Board of Directors of the Company are given under **Annexure II** of this Notice.

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. 4 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. 4 of the Notice for approval of the members as **an Ordinary Resolution**.

ITEM NO. 5

To appoint Dr. Monjori Mitra (DIN: 02761691) as an 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 4th August, 2025, appointing **Dr. Monjori Mitra (DIN: 02761691)** 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 4th August, 2025 to 3rd August, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

NOTICE (Contd.)

In terms of Regulation 17(1C) of the SEBI Listing 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 Listing 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 Listing Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/CML/2018/24 dated 20th June, 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 **Dr. Monjori Mitra (DIN: 02761691)**. In the opinion of the Board, she fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing 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:

"Dr. Monjori Mitra holds an MBBS degree from Burdwan University, a DCH from Manipal Academy of Higher Education, Manipal, and a DNB (Paediatrics) from the National Board of Examinations, New Delhi. She is a distinguished academician, researcher, author, editor, clinical investigator, and a respected office bearer of the Indian Academy of Paediatrics. Dr. Mitra currently serves as a Professor at the Institute of Child Health, Kolkata — a leading pediatrics hospital in Eastern India. She is a pioneering researcher in the field of vaccines and plays a key role in several national and international advisory boards and working groups on immunization practice guidelines. She also serves as an Independent Non-Executive Director on the Board of Albert David Limited, a prominent listed Indian pharmaceutical company. Additionally, she is a Director at SMSRC. Dr. Mitra was a member of the five-member Indian Academy of Paediatrics Committee on Immunization (2011–2013) and is one of only two representatives from India serving as a Technical Advisor to the Asia Pacific Paediatric Association for Immunization (since September 2020). She is based in Kolkata."

The resolution seeks the approval of members for the appointment of **Dr. Monjori Mitra (DIN: 02761691)** as a Non- Executive Independent Director of the Company from 4th August, 2025 to 3rd August, 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) thereto or re-enactment(s) thereof) not liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and Secretarial Standards-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 Listing Regulations, the approval of the members is sought for the appointment of **Dr. Monjori Mitra** as an Independent Director of the Company, as a special resolution as set out above.

NOTICE (Contd.)

Dr. Monjori Mitra has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

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. 5 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. 5 of the Notice for approval of the members as a **Special Resolution**.

ITEM NO. 6

To appoint **Mr. Ramanathan Subramanian Arun Kumar (DIN: 09101691)** as **Non-Executive Nominee Director**:

The Board, through its resolution passed by circulation dated 4th August 2025 based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of **Mr. Ramanathan Subramanian Arun Kumar (DIN: 09101691)** as an Additional Director (Category: Non-Executive Nominee Director). It also recommended that Mr. Arun's appointment as Non-Executive Nominee Director of the Company, effective from 4th August 2025, not liable to retire by rotation.

Clear Vision Investment Holdings Pte. Limited, a Shareholder of the Company (holding 23% shares and voting rights), being conferred with the rights to appoint nominee directors on the Board of the Company under Clause 12(iii) & (iv) of Part A and Clause 3.2.1 of Part B of the Company's Articles of Association, has exercised its rights and nominated Mr. Arun as a Nominee Director on the Company's Board.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from 01st January, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of the amended Regulation 17(1D) of the SEBI Listing Regulations, effective from 1 April, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Mr. Arun has given his consent to act as a Director of the Company pursuant to Section 152 of Act. The Company has received a notice from a member nominating his candidature as a Director of the Company. Mr. Arun has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any order issued by the SEBI.

Brief Profile

Mr. Ramanathan Subramanian Arun Kumar brings 29 years of extensive experience in the financial services sector. He currently oversees key business functions including finance, legal, compliance, risk management, human resources, information technology, and operations, while also providing strategic guidance in structuring, taxation, and operational aspects of investment transactions. Before joining ADV Partners Investment Adviser India Private Limited, Mr. Arun served as Chief Operating Officer – MENA at PineBridge Investments (Bahrain), and previously held the position of Chief Financial Officer at the Sovereign Wealth Fund in Bahrain. His earlier roles include serving as Operations Director for Asia at 3i Investments (Singapore) and Vice President and Head of Tax for South & Southeast Asia at J.P. Morgan (Singapore). Mr. Arun holds an MBA from the University of Chicago Booth School of Business and is an Associate Member of the Institute of Chartered Accountants of India. He is also a member of the Singapore Institute of Directors. The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and Secretarial Standards-2 are provided in additional information section of this Notice annexed as **Annexure I**.

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. 6 of the accompanying notice except to the extent of their shareholding in the Company, if any.

NOTICE (Contd.)

The Board recommends the resolution as set out at Item No. 6 as an **Ordinary Resolution** to the Members for their approval.

ITEM NO. 7**To appoint Mr. Suresh Eshwara Prabhala (DIN: 02130163) as Non-Executive Non-Independent Director.**

The Board of Directors of the Company to enhance the effectiveness and strength of its Board and has decided to expand its composition through its resolution passed by circulation dated 4th August, 2025 and pursuant to the recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Suresh Eshwara Prabhala (DIN: 02130163), as an Additional Director (category : Non-Executive Non-Independent Director) of the Company, liable to retire by rotation, for a term of five (5) consecutive years, w.e.f., 4th August, 2025, subject to the approval of the Members of the Company. His extensive experience and strategic insights are expected to add significant value to the Company's corporate governance and decision-making processes.

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations

Mr. Suresh Eshwara Prabhala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 read with applicable rules made thereunder and has given his consent to act as a Non-Executive and Non-Independent Director of the Company.

Mr. Suresh Eshwara Prabhala has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Brief Profile:

"Mr. Suresh Eshwara Prabhala has over 25 years of experience in the finance industry and prior to co-founding ADV, Mr. Suresh was Managing Director and Head of India for Mount Kellett Capital and was a member of Global Investment Committee. Previously, Suresh was an Executive Director and Head of India for J.P. Morgan's Asia Special Situations Group, where he was also part of the Asia Management Committee for the Asia Special Situations Group and represented the group on the Management Committee of J.P. Morgan India. Earlier, Mr. Suresh worked with Arthur Andersen's Corporate Finance team and was a founding member of Allegro Capital Advisors (a new advisory outfit created by a team from Arthur Andersen's Corporate Finance team post-Enron). Mr. Suresh began his career as a credit analyst at CRISIL in India. He holds an MBA from the Indian Institute of Management in Calcutta and a Bachelor's in Mechanical Engineering from Delhi University."

The resolution seeks the approval of members for the appointment of Mr. Suresh Eshwara Prabhala as a Non- Executive Non-Independent Director of the Company from 4th August, 2025 to 3rd August, 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) thereto or re-enactment(s) thereof) not liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and Secretarial Standards-2 are provided in additional information section of this Notice annexed as **Annexure I**. In compliance with the provisions of Act, the approval of the members is sought for the appointment of Mr. Suresh Eshwara Prabhala as a Non- Executive Non-Independent Director of the Company, as an ordinary resolution as set out above.

None of the other Directors, Key Managerial Personnel or their respective relatives, are in any way concerned or interested, financial or otherwise, in the said resolution.

The Board recommends the resolution as set out at Item No. 7 as an **Ordinary Resolution** to the Members for their approval.

ITEM NO. 8**To approve and ratify the waiver of excessive remuneration paid to Executive Director of the Company during the financial year 2024-25**

The Executive Directors play a crucial role in managing the affairs of the Company. The members of the Company at their 40th Annual General Meeting (AGM) of the Company dated 14th July, 2023, had approved the re-appointment of Mr. Sanjive Sehgal as the Chairman and Managing Director and Mr. Aryan Sehgal as the Whole-Time Director of the Company for a period of five (5) consecutive years with effect from 26th July, 2023 upto 25th July, 2028.

NOTICE (Contd.)

Mr. Sanjive Sehgal, Chairman and Managing Director, and Mr. Aryan Sehgal, Whole-Time Director, have been the cornerstone of Tarsons Products Limited's leadership and growth. Their combined vision, strategic direction, and operational execution have been instrumental in transforming Tarsons into a leading name in the life sciences and laboratory consumables industry.

Mr. Sanjive Sehgal, in his role as Chairman and Managing Director, is responsible for setting the strategic vision and long-term goals of the Company, leading corporate governance, investor relations, and stakeholder engagement, capital structuring, and strategic partnerships, overseeing innovation, and global expansion. His leadership has been pivotal in establishing Tarsons as a trusted brand and positioning the Company for sustainable growth across domestic and international markets.

Mr. Aryan Sehgal, as Whole-Time Director, plays a vital role in Managing core operations and manufacturing excellence through his keen knowledge in product diversification, expanding its product portfolio, leading export initiatives, expanding Tarsons' global footprint, meeting with international clients, forging new business relationships, strengthening the Company's product presence and brand recognition worldwide. His dynamic approach and global outlook have significantly contributed to Tarsons' international success, operational efficiency, and customer-centric growth.

The remuneration paid to both executives during FY 2024–25, though exceeding the statutory limits due to profit inadequacy, reflects their exceptional contributions and leadership. The Board considers the remuneration to be fair and justified, and recommends ratification and waiver of recovery, recognizing their indispensable role in the Company's continued success.

Members are requested to note that the remuneration of Mr. Sanjive Sehgal and Mr. Aryan Sehgal has remained unrevised since the financial year 2021-22. Pursuant to the approval granted by the Members of the Company vide Special Resolution dated 31st August, 2023, remuneration of ₹ 42.5 million and ₹ 37.5 million was paid to Mr. Sanjive Sehgal and Mr. Aryan Sehgal, respectively during the financial year 2023-24.

While approving the remuneration of Mr. Sanjive Sehgal and Mr. Aryan Sehgal, the members had also inter alia approved the payment of "Minimum Remuneration" in the event of inadequacy or absence of profits, in any financial year or years during the tenure, subject to requisite approvals.

Further, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay any remuneration to the managerial personnel provided that, amongst others, a statement along with a notice calling the general meeting contains certain information.

Upon completion of audit and with reference to the approved audited financial statements for the financial year ended 31st March, 2025, the remuneration paid during the Financial Year 2024 – 25, which was duly approved by the members through Special Resolution passed, turned out to be in excess of the limits envisaged under the provisions of Section 197 of the Companies Act, 2013.

According to Section 197 of the Companies Act, 2013, the remuneration of ₹ 42.5 Million paid to Mr. Sanjive Sehgal exceeded the permissible limit by ₹ 9.38 Million and the remuneration of ₹ 37.5 Million paid to Mr. Aryan Sehgal exceeded the permissible limit by ₹ 4.38 Million.

However, pursuant to Section 197(10) of the Act, the members of the Company have been empowered to waive the recovery of excess remuneration by passing a special resolution.

The Board of Directors are of the opinion that the remuneration paid to Executive Directors are justified and appropriate considering the key role they play in managing the business operations, designing and executing strategies of the Company in the long term. Thus, considering the same, the Board of Director of the Company in its meeting held on 28th May, 2025, has approved the waiver of the recovery of excess remuneration paid to Executive Directors of the Company for the financial year ended 31st March, 2025 and have recommended the resolutions as set out in this AGM Notice to the Members for their approval.

The Company hereby confirms that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Except Mr. Sanjive Sehgal, the Chairman and Managing Director and Mr. Aryan Sehgal, the Whole time Director and their relatives to the extent of their shareholding, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board recommends the resolution as set out at Item No. 8 as **Special Resolution** to the Members for their approval.

NOTICE (Contd.)

ITEM NO. 9

To revise the remuneration paid to Mr. Sanjive Sehgal, Chairman & Managing Director & Mr. Aryan Sehgal, Whole-Time Director of the Company.

The Board of Directors of the Company, at its meeting held on 12th August, 2025, on the recommendation of the Nomination and Remuneration Committee, approved the proposal to revise the remuneration payable to Mr. Sanjive Sehgal, Chairman & Managing Director, and Mr. Aryan Sehgal, Whole-Time Director of the Company, subject to the approval of the members at the ensuing Annual General Meeting.

Mr. Sanjive Sehgal, as Chairman and Managing Director, continues to play a vital role in guiding the Company's strategic direction. His responsibilities include setting the strategic vision and long-term goals of the Company, leading corporate governance, investor relations, stakeholder engagement, overseeing capital structuring and strategic partnerships, driving innovation and global expansion initiatives. While Mr. Sehgal remains actively involved in shaping Tarsons' future, the proposed reduction in his remuneration is a conscious and voluntary decision. It reflects a transition toward empowering the next generation of leadership and optimizing the Company's cost structure in line with its financial priorities.

Mr. Aryan Sehgal, Whole-Time Director, has taken on significantly expanded responsibilities and has emerged as a key driver of Tarsons' operational and international growth. His expertise in operations, strategic planning, and global business development has been instrumental in managing manufacturing operations and ensuring quality excellence, leading the Company's export strategy and expanding its global footprint, personally engaging with international clients to build relationships, drive new business, strengthening Tarsons' product visibility and acceptance across global markets, supporting strategic initiatives including digital transformation and process optimization.

The Board recommends approval of the revised remuneration as a strategic and forward-looking measure to support the Company's long-term objectives and shareholder value creation.

The details of the proposed and the previous remuneration of the directors are as follows:

Name	Designation	Previous Remuneration (per annum)	Revised Remuneration (per annum)
Mr. Sanjive Sehgal (DIN:00787232)	Managing Director & Chairman	₹ 42.5 Million	₹ 37.5 Million
Mr. Aryan Sehgal (DIN: 06963013)	Whole-time Director	₹ 37.5 Million	₹ 42.5 Million

Mr. Aryan Sehgal's hands-on leadership, global outlook, and relentless efforts have directly contributed to Tarsons' accelerated growth, especially in international markets. His ability to identify new opportunities, execute expansion strategies, and deliver measurable results has made him a central figure in the Company's success. The proposed increase in his remuneration reflects the enhanced scope of his responsibilities, the strategic importance of his role, and the need to retain and motivate a leader who is critical to Tarsons' future. The revised remuneration structure is designed to recognize performance, align compensation with evolving roles, and ensure continuity in leadership.

The resolution seeks the approval of members for the revision in remuneration payable to Mr. Sanjive Sehgal, Chairman & Managing Director, and Mr. Aryan Sehgal, Whole-time Director of the Company, with effect from 1st September, 2025, pursuant to Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof) and in terms of the provisions of the Listing Regulations subject to the overall limits as prescribed by the Act.

Except Mr. Sanjive Sehgal, the Chairman and Managing Director and Mr. Aryan Sehgal, the Whole time Director and their relatives to the extent of their shareholding, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board recommends the resolution as set out at Item No. 9 as **Special Resolution** to the Members for their approval.

ANNEXURE TO NOTICE

ANNEXURE - I

DETAILS OF DIRECTORS TO BE APPOINTED/REAPPOINTED AT THE AGM

[Pursuant to the requirements of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Monjori Mitra	Ramanathan Subramanian Arun Kumar	Suresh Eshwara Prabhala	Aryan Sehgal
Name/Category/Designation	Dr. Monjori Mitra Non-Executive Independent Director	Mr. Ramanathan Subramanian Arun Kumar Non-Executive Nominee Director	Mr. Suresh Eshwara Prabhala Non-Executive Non-Independent Director	Mr. Aryan Sehgal, Whole-Time Director
Date of Birth	12/02/1962	10/09/1970	09/12/1974	14/08/1988
DIN	02761691	09101691	02130163	06963013
Age	63 Years	55 Years	51 Years	36 Years
Qualification	MBBS Degree in Medical, D.C.H. in Child Health and DNB in Pediatrics.	Master of Business Administration (MBA) from the University of Chicago Booth School of Business and is an Associate Member of the Institute of Chartered Accountants of India.	Master of Business Administration (MBA) from the Indian Institute of Management in Calcutta and a Bachelor's in Mechanical Engineering from Delhi University.	Degree in BSc (Hons) Management from Manchester University, United Kingdom.
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	04th August, 2025	04th August, 2025	15th August, 2024	01st September, 2014

ANNEXURE TO NOTICE
ANNEXURE - I (Contd.)

Particulars	Monjori Mitra	Ramanathan Subramanian Arun Kumar	Suresh Eshwara Prabhala	Aryan Sehgal
Nature of expertise in specific functional areas	<p>Dr. Monjori Mitra holds an MBBS degree from Burdwan University, a DCH from Manipal Academy of Higher Education, Manipal, and a DNB (Paediatrics) from the National Board of Examinations, New Delhi. She is a distinguished academician, researcher, author, editor, clinical investigator, and a respected office bearer of the Indian Academy of Paediatrics. Dr. Mitra currently serves as a Professor at the Institute of Child Health, Kolkata – a leading pediatric hospital in Eastern India. She is a pioneering researcher in the field of vaccines and plays a key role in several national and international advisory boards and working groups on immunization practice guidelines. She also serves as an Independent Non-Executive Director on the Board of Albert David Limited, a prominent listed Indian pharmaceutical company. Additionally, she is a Director at SMSRC. Dr. Mitra was a member of the five-member Indian Academy of Paediatrics Committee on Immunization (2011–2013) and is one of only two representatives from India serving as a Technical Advisor to the Asia Pacific Paediatric Association for Immunization (since September 2020). She is based in Kolkata.</p>	<p>Mr. Ramanathan Subramanian Arun Kumar brings 29 years of extensive experience in the financial services sector. He currently oversees key business functions including finance, legal, compliance, risk management, human resources, information technology, and operations, while also providing strategic guidance in structuring, taxation, and operational aspects of investment transactions. Before joining ADV Partners Investment Adviser India Private Limited, Mr. Arun served as Chief Operating Officer – MENA at PineBridge Investments (Bahrain), and previously held the position of Chief Financial Officer at the Sovereign Wealth Fund in Bahrain. His earlier roles include serving as Operations Director for Asia at 3i Investments (Singapore) and Vice President and Head of Tax for South & Southeast Asia at J.P. Morgan (Singapore). Mr. Arun holds an MBA from the University of Chicago Booth School of Business and is an Associate Member of the Institute of Chartered Accountants of India. He is also a member of the Singapore Institute of Directors.</p>	<p>Mr. Suresh Eshwara Prabhala has over 25 years of experience in the finance industry and prior to co-founding ADV, Mr. Suresh was Managing Director and Head of India for Mount Kellett Capital and was a member of Global Investment Committee. Previously, Suresh was an Executive Director and Head of India for J.P. Morgan's Asia Special Situations Group, where he was also part of the Asia Management Committee for the Asia Special Situations Group and represented the group on the Management Committee of J.P. Morgan India. Earlier, Mr. Suresh worked with Arthur Andersen's Corporate Finance team and was a founding member of Allegro Capital Advisors (a new advisory outfit created by a team from Arthur Andersen's Corporate Finance team post-Enron). Mr. Suresh began his career as a credit analyst at CRISIL in India. He holds an MBA from the Indian Institute of Management in Calcutta and a Bachelor's in Mechanical Engineering from Delhi University.</p>	<p>Mr. Aryan Sehgal has more than 10 years of experience in the industry and has been involved in Operations Management, Organic Business Growth, Strategic Planning, Allegiance Leadership Development, Budget Planning, Manufacturing & Marketing, Strategic Partnerships, etc.</p>
Terms & Conditions of appointment/re-appointment	Term of Five (5) Consecutive Years	Approval of the members is sought for appointment of Mr. Ramanathan Subramanian Arun Kumar, Non-Executive Nominee Director in the Board, pursuant to the Nomination letter and Articles of the Company.	Term of Five (5) Consecutive Years	To be re-appointed as Director liable to retire by rotation. Further, Mr. Aryan Sehgal is appointed as Whole-Time Director of the Company for a period of 5 years from 26th July, 2023 upto 25th July, 2028. The other terms and conditions are governed as per the employment agreement entered into with the Company

ANNEXURE TO NOTICE ANNEXURE - I (Contd.)

Particulars	Monjori Mitra	Ramanathan Subramanian Arun Kumar	Suresh Eshwara Prabhala	Aryan Sehgal
Remuneration sought to be paid and the remuneration last drawn	Dr. Monjori Mitra be paid such remuneration/fees and/ or commission as the Board of Directors may approve considering the recommendations made by the Nomination and Remuneration Committee and subject to such limits, prescribed or as may be prescribed from time to time	None	Mr. Suresh Eshwara Prabhala be paid such remuneration/fees and/ or commission as the Board of Directors may approve considering the recommendations made by the Nomination and Remuneration Committee and subject to such limits, prescribed or as may be prescribed from time to time.	Remuneration last drawn in FY 2024-25 is ₹ 37.5 Million and remuneration sought to be paid in for FY 2025-26 is ₹ 42.5 Million (Subject to the approval of shareholders)
Relationship between Directors and KMPs inter se	No relation with other Directors and KMPs	No relation with other Directors and KMPs	No relation with other Directors and KMPs	Son of Mr. Sanjive Sehgal, Chairman & Managing Director.
Directorship of other Companies as at 31st March, 2025 (excluding private companies, Section 8 Companies and Foreign Companies)	1. Albert David Limited	None	1. Ugro Capital Limited	None
Chairmanship/ Membership of other Committees as on 31st March, 2025	1. In Albert David Limited a. Member of Nomination & Remuneratoion Committee b. Chairperson of Stakeholders Relationship Committee	None	None	None
Listed entities from which the Directors have resigned in the past 3 years*	None	None	None	None
No. of shares held in the Company as on 31st March, 2025 including shares held as beneficial owner	None	None	None	10,800,347 (20.30%)
Number of Meeting of Board attended during the year 2023-24	None	None	2 out of 2**	4 out of 4

*Past 3 years since date of appointment/re-appointment

**Mr. Suresh Eshwara Prabhala was appointed as a Non-Executive Nominee Director effective 15th August, 2024. Following his appointment, he attended two meetings of the Board of Directors.

ANNEXURE TO NOTICE

ANNEXURE - II

DETAILS OF THE SECRETARIAL AUDITOR TO BE APPOINTED/REAPPOINTED AT THE AGM

Particulars	M/s. Manisha Saraf & Associates, Practicing Company Secretaries
Name	M/s. Manisha Saraf & Associates
Proposed fees to be payable	₹ 75,000/- plus applicable taxes and other out-of-pocket expenses for Financial Year 2025-26 and for subsequent year(s) of their term, on such fees plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.
Terms of appointment	Appointed for a term of five (5) consecutive years from the financial year 2025-26 to financial year 2029-30.
Basis of recommendation	M/s. Manisha Saraf & Associates, Practicing Company Secretaries (FRN: S2019WB666200) has been appointed as the Secretarial Auditor of the Company for the FY 2021-22, 2022-23, 2023-24 & 2024-25 and considering their services to be satisfactory, the Management has proposed to re-appoint M/s. Manisha Saraf & Associates as the secretarial auditor for a term of five (5) consecutive years.