

NOTICE OF THE 86TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty Sixth Annual General Meeting of Tablets (India) Limited will be held at the Registered Office of the Company situated at Jhaver Centre, R.A. Building, Old No 19, New No 72, Marshalls Road, Egmore, Chennai – 600 008 on Saturday, the 28th day of September, 2024 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024, and the Report of Auditors thereon.
2. To appoint a Director in the place of Mr. Kishor Lal Daga (DIN 00421940) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Ravi Muthuvalathan (DIN 07241821), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. M. C. Ranganathan & Co, Chartered Accountants,(Registration No. 003061S with ICAI), the retiring Auditors of the company be and are hereby re-appointed as Auditors of the Company to hold office for a period of five years, from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Ninety First Annual General Meeting of the company, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. APPROVAL OF RELATED PARTY TRANSACTION

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

“RESOLVED THAT pursuant to the provisions of Section 188(1) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to provide a remuneration not exceeding Rs. 60,00,000/- P.A. (Rupees Sixty Lakhs only) to Mr. Ravi Muthuvalathan, a related party within the meaning of Section 2(76) of the Act, who is Director- Works (Whole Time Director, Key Managerial Personnel), holding an office or place of profit in the Company, on such terms and conditions as the Board of Directors may deem fit for a period of Three Financial Years with effect from 01.10.2024, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis.”

6. APPROVAL OF RELATED PARTY TRANSACTION

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

“RESOLVED THAT pursuant to the provisions of Section 188(1) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to provide a remuneration not exceeding Rs. 60,00,000/- P.A. (Rupees Sixty Lakhs only) to Mr. M B Parameswaran, a related party within the meaning of Section 2(76) of the Act, who is Associate Vice President – Finance & Company Secretary (Key Managerial Personnel), holding an office or place of profit in the Company, on such terms and conditions as the Board of Directors may deem fit for a period of Three Financial Years with effect from 01.10.2024, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis.”

7. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR**

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

“**RESOLVED THAT** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, M/s. Srinivasan Damodaram & Associates, Cost Accountants, to conduct the audit of the cost accounts maintained by the Company for the Financial Year ending 31st March, 2025 be paid remuneration of Rs. 1,25,000/- plus tax and out-of-pocket expenses in performance of their duties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

Chennai, 05th September, 2024

By Order of the Board

Reg. Office:

Jhaver Centre, R.A. Building,
Old No 19, New No. 72, Marshalls Road,
Egmore, Chennai – 600 008

Sd/-

M.B. Parameswaran
Associate Vice President - Finance
& Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER.
2. Pursuant to provisions of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy form should be submitted to the company at least 48 hours before the commencement of the meeting.
3. Members and proxies should bring the attendance slip duly filled in for attending the meeting.
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
5. All documents referred to in the notice are open for inspection at the registered office of the company during office hours on all working days, except Sundays and holidays, between 10.00 a.m. and 5.00 p.m. up to the date of the annual general meeting.
6. Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the company.
7. For the convenience of the members to attend the meeting a route map is given herein.
8. This Notice is to be read with Annexure A which is forming an integral part.

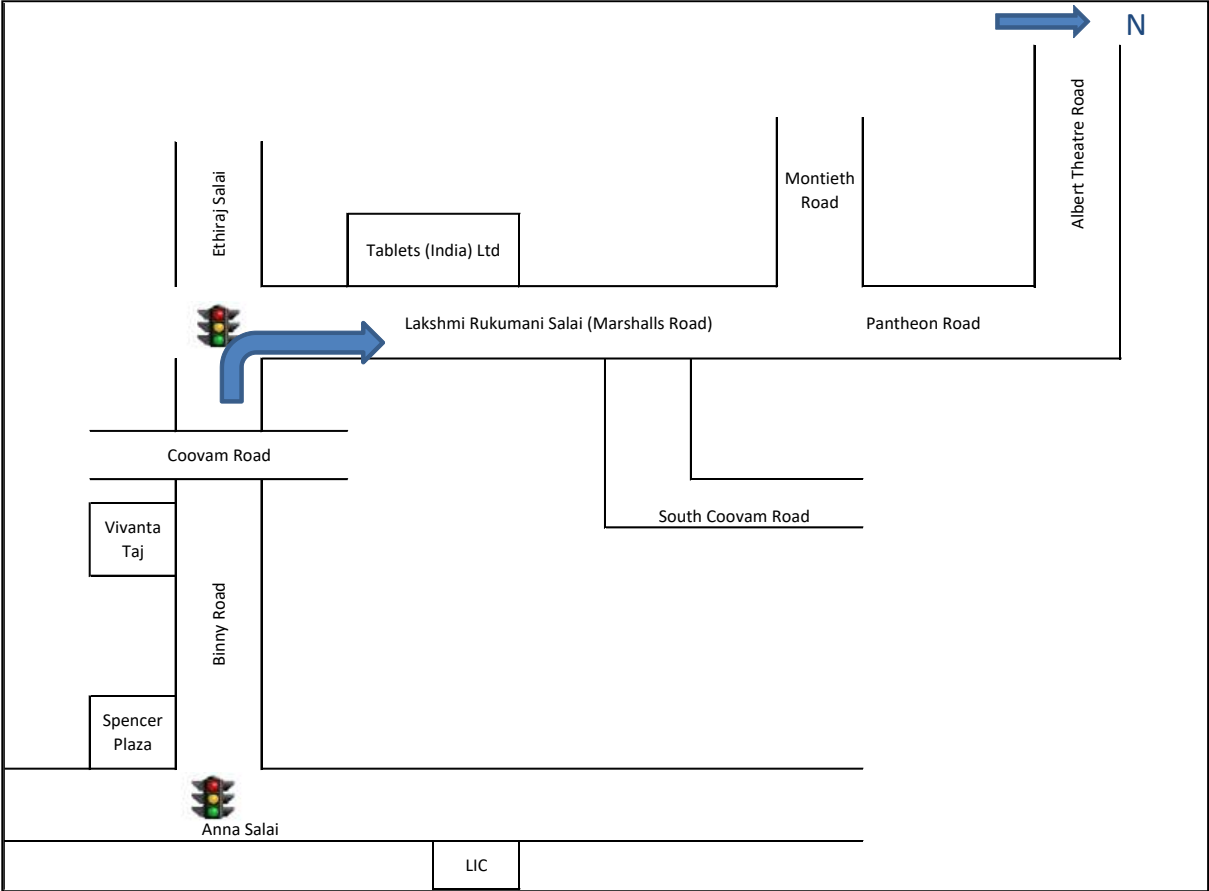
The Bio-data of Directors seeking appointment by retire by rotation:

Name of the Director	Mr Kishor Lal Daga
Age	76 Years
Qualification	B.Sc., Physics
Experience (Expertise in specific functional areas)	32 Years Wide experience in Administration of the Business entities
Terms and Conditions	All other terms and conditions as may be decided by the Board.
Remuneration sought to be paid	Sitting fee as may be decided by the Board from time to time but subject to the provisions of the Companies Act, 2013
Remuneration last drawn, if applicable	Nil
Date of First appointment on the Board	25/03/2015
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Spouse of Mrs. Shakuntala Daga, a Director of the Company
Number of shares held in the Company	Nil
Number of Meetings of the Board attended during the year	3 (Three) Meetings
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorships details: Oaklands Properties Private Limited Peacock Flower Properties Private Limited Bhavani Properties Private Limited Rosewood Land & Properties Private Limited Kesar Wood Properties Private Limited Daga Shelters Private Limited

Name of the Director	Mr. Ravi Muthuvalathan
Age	51 Years
Qualification	B. Pharm
Experience	22 Years of Experience Manufacturing of Pharmaceutical products.

(Expertise in specific functional areas)	
Terms and Conditions	All other terms and conditions as may be decided by the Board.
Remuneration sought to be paid	As may be decided by the Board from time to time but subject to the provisions of the Companies Act, 2013
Remuneration last drawn, if applicable	Rs. 38,09,144/- per annum for the FY 2023-24
Date of First appointment on the Board	17/06/2022
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Nil
Number of shares held in the Company	Nil
Number of Meetings of the Board attended during the year	10
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

ROUTE MAP



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 05

On the recommendation of Audit Committee and subject to the approval of the Shareholders, the Board of Directors has approved the related party transaction with Mr. Ravi Muthuvalathan, Director- Works of the Company, who holds an office or place of profit in the Company for a remuneration not exceeding Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum.

At present Mr. Ravi Muthuvalathan is working as Director- Works of the Company. Initially, He was appointed to the Board on 17th June, 2022. The Shareholder in their meeting held on 28.09.2022 has regularized his appointment as Director and approved his remuneration as per the provisions of section 197 of the Companies Act, 2013. Further, Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Shareholders' approval by passing an Ordinary resolution to be obtained for the Related Party's appointment to any office or place of profit of the Company for a remuneration exceeding Rs. 2,50,000/- per month. In this regard, it is placed before the Shareholder to approve the remuneration limit of Mr. Ravi Muthuvalathan, Director- Works, not exceeding Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum with effect from 01.10.2024.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Mr. Ravi Muthuvalathan
Name of the director or Key Managerial personnel who is related	Nil
Nature of relationship	Director - Works
Transaction defined U/S 188(1) of the Companies Act, 2013	Remuneration not exceeding Rs. 60,00,000/- p.a.
Nature, material terms and particulars of the arrangement	He is holding the position of Director- Works of the Company. Except to obtain Shareholders approval for the limit on remuneration not exceeding Rs. 60,00,000/- p.a., all his present terms of appointment, roles and responsibilities

	remain same.
Duration of the contract	3 years
Others	Approval of Audit Committee obtained

The Board hereby recommends the Shareholders to approve the resolution as set out in Item 5 by passing an Ordinary Resolution.

Except Mr. Ravi Muthuvalathan, none of the Directors or Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 06

On the recommendation of Audit Committee and subject to the approval of the Shareholders, the Board of Directors has approved the related party transaction with Mr. M B Parameswaran, Associate Vice President and Company Secretary of the Company, who holds an office or place of profit in the Company for a remuneration not exceeding Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum.

At present M B Parameswaran is working as Associate Vice President and Company Secretary of the Company. He was appointed as Company Secretary by the Board with effect from 01st July, 2015. In pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Shareholders' approval by passing an Ordinary resolution to be obtained for the Related Party's appointment to any office or place of profit of the Company for a remuneration exceeding Rs. 2,50,000/- per month. In this regard, it is placed before the Shareholder to approve the remuneration limit of Mr. M B Parameswaran, Associate Vice President and Company Secretary, not exceeding Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum with effect from 01.10.2024.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Mr. M B Parameswaran
Name of the director or Key Managerial personnel who is related	Nil
Nature of relationship	Associate Vice President and Company Secretary
Transaction defined U/S 188(1) of the	Remuneration not exceeding Rs. 60,00,000/- p.a.

Companies Act, 2013	
Nature, material terms and particulars of the arrangement	He is holding the position of Associate Vice President and Company Secretary of the Company. Except to obtain Shareholders approval for the limit on remuneration not exceeding Rs. 60,00,000/- p.a., all his present terms of appointment, roles and responsibilities remain same.
Duration of the contract	3 years
Others	Approval of Audit Committee obtained

The Board hereby recommends the Shareholders to approve the resolution as set out in Item 6 by passing an Ordinary Resolution.

Except Mr. M B Parameswaran, none of the Directors or Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

Item No. 07

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Srinivasan Damodaram & Associates, Cost Accountants as Cost Auditor to conduct audit of Cost Accounting Records maintained in accordance with Companies (Cost Records and Audit) Rules 2014 at a remuneration of Rs. 1,25,000/- per annum plus applicable taxes and out of pocket expenses for the Financial Year ending March 31, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2025.

The Board recommends the remuneration payable to M/s Srinivasan Damodaram & Associates, Cost Accountants for conducting the cost audit and passing of the resolution set out at item no. 7 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Chennai, 05th September, 2024

By Order of the Board

Reg. Office:

Jhaver Centre, R.A. Building,
Old No 19, New No 72, Marshalls Road,
Egmore, Chennai – 600 008

M.B. Parameswaran
Associate Vice President – Finance
& Company Secretary

PROXY FORM (FORM NO.MGT-11)

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of
Companies (Management and Administration) Rules, 2014]**

CIN : U24231TN1938PLC002883
Name of the Company : TABLETS (INDIA) LIMITED
Registered office : Jhaver Centre, R A Building, IV Floor
Old no.19, New No.72, Marshalls Road, Chennai – 600008.

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No.	

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name:
Address:
e-Mail Id:
Signature:

or failing him

1. Name:
Address:
e-Mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 86th Annual General Meeting of the Company, to be held on Saturday, the 28th day of September, 2024 at 10.00 a.m. at Jhaver Centre, R A Building, IV Floor, Old No 19, New No 72, Marshalls Road, Chennai 600 008 and at any adjournment thereof in respect of such resolution as are indicated below:

S.No.	Resolution No.
Ordinary Business:	
1.	To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2024, including the Balance Sheet as at 31 st March, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2024, and the Report of Auditors thereon.
2.	To appoint a Director in the place of Mr. Kishor Lal Daga (DIN 00421940) who retires by rotation and being eligible, offers herself for re-appointment.
3.	To appoint a Director in the place of Mr. Ravi Muthuvalathan (DIN 07241821), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To re-appoint Auditors and fix their remuneration

Special Business:	
5.	Approval of Related Party Transaction
6.	Approval of Related Party Transaction
7.	Ratification of remuneration payable to Cost Auditor

Signed this..... day of2024

Signature of shareholder :

Signature of Proxy holder(s) :

<p>Affix Revenue Stamp</p>

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.