CIN U24231TN1938PLC002883

JHAVER CENTRE

72, MARSHALLS ROAD, EGMORE, CHENNAI - 600 008.

PHONE: +91-44-42050000 FAX: +91-44-28589090 Web: www.tabletsindia.com email: secdept@tabletsindia.com



#### NOTICE OF THE 84TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty Fourth 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 Wednesday, the 28th day of September, 2022 at 11.00 a.m. to transact the following businesses:

#### ORDINARY BUSINESS:

- To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, including the Balance Sheet as at 31st March, 2022, 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, 2022, and the Report of Auditors thereon.
- 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.
- To appoint a Director in the place of Mr. Vishwanatha Rao Kambale Vasudev (DIN 03077179), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### 4. 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 hereof, 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

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Company for the financial year ending 31st March, 2023 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."

### 5. REGULARIZATION OF MR. RAVI MUTHUVALATHAN AS DIRECTOR WORKS

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 152 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder Mr. Ravi Muthuvalathan (DIN: 07241821) who was appointed as an Additional Director - Works of the Company under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as the Director of the Company subject to retirement by rotation.

FURTHER RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for the appointment of Mr. Ravi Muthuvalathan (DIN: 07241821), as Director – Works of the Company, for a period of 5 (Five) years with effect from September 28th, 2022 on the terms and conditions including remuneration as may be decides by the Board of Directors from time to time including any variation/alteration or modification thereon, subject to the provision of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. APPROVAL FOR RELATED PARTY TRANSACTION

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

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"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. 1,50,00,000/- P.A. (Rupees One Crores Fifty Lakhs only) to Mr. Siddhartha Daga, a related party within the meaning of Section 2(76) of the Act, who is the Senior Vice President Commercial, 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 01.10.2022, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis.

Chennai, 05th September, 2022

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

Sr. GM - Finance & Company Secretary

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#### NOTES:

- 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.
- 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.
- 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 Saturday and holidays, between 10.00 a.m. and 5.00 P.M up to the date of the annual general meeting.
- Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the company.
- 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.

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Annexure A

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

Name of the Director	Mr. Kishor Lal Daga
Age	74 Year
Qualification	B.Sc., Physics
Experience (Expertise in specific functional areas)	30 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 last drawn	Not applicable since he is entitled only for sitting fees of Rs.12,500/- per meeting in the Company
Date of First appointment on the Board	28/09/2015
Relationship with other Directors	Wife of Mrs. Shakuntala Daga
Number of Meetings of the Board attended during the year	Refer Directors Report
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. Vishwanatha Rao Kambale Vasudev	
Age	63 Years	
Qualification	M. Pharm Graduate	
Experience (Expertise in specific functional areas)	More than 28 years of Technical Experience in Pharmaceutical formulations and Manufacturing of Pharmaceutical products.	
Terms and Conditions	All other terms and conditions as may be decided by	

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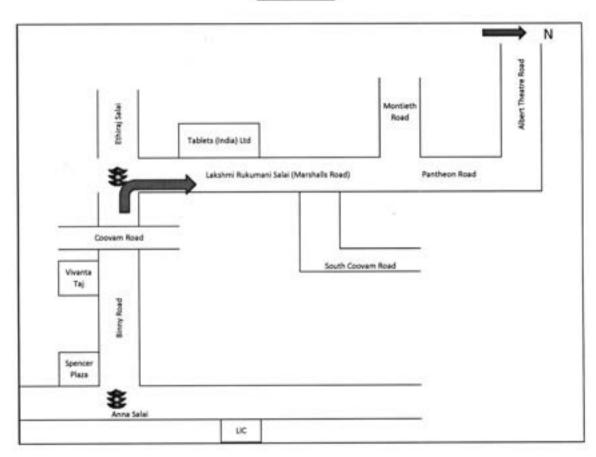
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	the Board.
Remuneration last drawn	Refer Note to Accounts for Current Salary
Date of First appointment on the Board	01/12/2013
Relationship with other Directors	Not Applicable
Number of Meetings of the Board attended during the year	Refer Directors Report
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

#### ROUTE MAP



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### 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. 4

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, 2023.

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

The Board recommends the approval of 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. 4 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. 4 of the accompanying Notice.

#### Item No. 5

Mr. Ravi Muthuvalathan is a B. Pharm Graduate who has been appointed as Additional Director – Works with effect from 17th June, 2022 in pursuant to Section 161 of the Companies Act, 2013. He can hold office upto the conclusion of the upcoming Annual general meeting.

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The Nomination and Remuneration Committee has recommended the Board for appointing him as Director - Works of the Company for a period of 5 (Five) years and Board of Directors duly approved the appointment subject to the approval of the shareholders. The Biodata of Mr. Ravi Muthuvalathan is provided below: -

Name of the Director	Mr. Ravi Muthuvalathan
Age	49 Years
Qualification	B. Pharm
Experience	20 Years of Experience
(Expertise in specific functional areas)	Manufacturing of Pharmaceutical products.
Terms and Conditions	5 Years All other terms and conditions as may be decided by the Board.
Remuneration last drawn	Rs. 2,66,557/- p.m.
Date of First appointment on the Board	17th June 2022
Relationship with other Directors	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable  Jointed in the Board after the closure of Financial year.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

The Board hereby recommends the Shareholders to appoint him as Director – Works 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.

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#### Item No. 6

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. Siddhartha Daga, who is a son of Mr. K L Daga and Mrs. Shakuntala Daga, Directors of the Company, who holds an office or place of profit in the Company for a remuneration not exceeding Rs. 1,50,00,000/- (Rupees One Crores Fifty Lakhs only) per annum.

At present he is working as the Senior Vice President Commercial of the Company. He is leading the Co-Marketing Division and Hospital Division. The shareholder in their Meeting held on 28.09.2020 has approved to pay him remuneration of Rs. 60,00,000/- per annum. His contribution to the Company in increase in the revenue, especially post COVID impact, was profound. The Company expects his immense contribution in generating more revenue in forthcoming periods and hence is more appropriate to increase his remuneration limit to not exceeding Rs. 1,50,00,000/- (Rupees One Crores Fifty Lakhs only) per annum with effect from 01.10.2022 from the existing limit.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through an ordinary resolution, if the appointment of any related party to any office or place of profit in the company, its subsidiary company or associate company, at a monthly remuneration exceeding Rupees two and a half lakh rupees per month.

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. Siddhartha Daga	
Name of the director or Key Managerial personnel who is related	Mr. K L Daga and Mrs. Shakuntala Daga	
Nature of relationship	Son	
Transaction defined U/S 188(1) of the Companies Act, 2013	Remuneration not exceeding Rs. 1,50,00,000/- p.a.	
Nature, material terms and particulars of the arrangement	He is holding the position of Senior Vice Presider Commercial of the Company. The shareholder is their Meeting held on 28.09.2020 has approved to	

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	pay him remuneration of Rs. 60,00,000/- per annum. Except revision in the remuneration, 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. K L Daga and Mrs. Shakuntala Daga, 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.

Chennai, 05th September, 2022

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

Sr. GM - Finance & Company Secretary