



An ISO 9001 & ISO 13485 Certified Company

Date – 28th September, 2024

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

Subject: Submission of Scrutinizer’s Report of 41st Annual General Meeting of the Company held on Friday, 27th September, 2024

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Scrutinizer's Report in respect of the businesses conducted at the 41st Annual General Meeting of the Company held on Friday, 27th September, 2024 at 11:00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means (VC/OAVM).

All the resolutions as set out in the Notice of the Annual General Meeting have been approved by members with requisite majority.

Kindly take the same on record.

Thanking you,

**Yours Faithfully,
For Tarsons Products Limited**

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

Encl: As above

CONSOLIDATED SCRUTINIZER'S REPORT**(Voting through remote e-voting and e-voting during the Annual General Meeting)**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
TARSONS PRODUCTS LIMITED
Martin Burn Business Park, Room No. 902,
BP-3, Salt Lake, Sector-V
Kolkata-700091

Consolidated Scrutinizer's Report for the 41st Annual General Meeting of the Members of **Tarsons Products Limited (CIN: L51109WB1983PLC036510)** held on Friday, 27th September, 2024 at 11.00 A.M. ("IST") through Video Conferencing ("VC") or Other Audio-Visual Means("OAVM").

Dear Sir,

1. I, Manisha Saraf, a Company Secretary in Practice and Proprietor of Manisha Saraf & Associates, Company Secretaries (FCS: 7607 and C.P. No.: 8207), Kolkata, have been appointed as Scrutinizer by the Board of Directors of Tarsons Products Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") in a fair and transparent manner on the resolutions contained in the notice dated 14th August, 2024 ("**Notice**") issued in accordance with General Circular dated 13th January, 2021 read with read with the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively ("**Circulars**") (collectively referred to as the "**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CM DI/CIR/P/2020/79 dated 12th May, 2020 read with SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (collectively referred to as the "**SEBI Circulars**"), calling the 41st Annual General Meeting of Equity Shareholders of the Company ("**the Meeting**" / "**AGM**") through VC/OAVM. The AGM was held on Friday, 27th September, 2024 at 11:00 A.M. ("**IST**") through VC/OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and the SEBI Circular dated 7th October 2023, the Notice along with the Annual Report 2023-24 was sent exclusively through electronic mode on 3rd September 2024 to those members whose email addresses are registered with the Company or with the Registrar and Transfer Agent of the Company, KFin Technologies Limited ("**KFin**").

The Notice and Annual Report 2023-24 is also placed on the website of the Company at: <https://www.tarsons.com> and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively; and on the website of Kfin at <https://evoting.kfintech.com>, the Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its members facility to exercise their right to vote on the resolutions contained in the Notice using an electronic voting system (i) remotely, before the Meeting, on the dates referred to in the Notice ("**remote e-voting**"); and (ii) at the Meeting ("**Insta Poll**");



In compliance with the MCA Circulars, a newspaper advertisement was published on 24th August 2024 in 'Financial Express' (English Language Newspapers) and in 'Aajkal' (Bengali Language Newspaper), respectively specifying the day, date and time of the AGM.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) process of remote e-voting; and
- (ii) process of Insta Poll.

Management's Responsibility

4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

5. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin, being an Agency authorized under the Act and the Rules made thereunder engaged by the Company to provide e-voting facility, and attendant papers/documents furnished to me electronically by the Company and/or KFin for my verification.


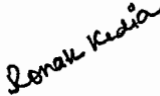
Cut-off date

6. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, 20th September, 2024 were entitled to vote on the resolutions (item nos. 1 to 7 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Remote e-voting process

7. The remote e-voting facility was kept open from 9.00 A.M. (IST) on Monday, 23rd September, 2024 and ended on 5.00 P.M. (IST) on Thursday, 26th September, 2024.

The votes cast during the remote e-voting period were unblocked on Friday, 27th September, 2024 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Khushboo Chhatbar and Mr. Ronak Kumar Kedia, who are not in the employment of the Company and/or KFin. They have signed below in confirmation of the same.

	
Ms. Khushboo Soni	Mr. Ronak Kumar Kedia



Isha Saraf

Thereafter, the details containing, inter alia, the list of members who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFin i.e., <https://evoting.kfintech.com>. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

INSTA POLL

8. (i) The facility for voting electronically was also made available at the Meeting ("**Insta Poll**") to those members who had not cast their votes through remote e-voting.
 - (ii) After the time fixed for closure of the e-voting at the Meeting by the Chairman, the electronic system recording the e-voting ("**e-votes**") was locked by KFin under my instructions.
 - (iii) The e-votes cast at the Meeting were unblocked on Friday, 27th September, 2024 after the conclusion of the AGM.
 - (iv) The e-votes were reconciled with the records maintained by the Company/ KFin and the authorizations lodged with the Company/ KFin on test check basis.
9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by KFin, scrutinized on test check basis and relied upon by me, as under: -

Item No. 1: Ordinary Resolution (Ordinary Business)

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100		
E-Voting	53206281	44420610	83.488%	44418276	2334	99.970%	0.005%	-	5
Poll		10805	0.020%	10805	-	0.024%	0.000%	-	-
Total	53206281	44431415	83.508%	44429081	2334	99.995%	0.005%	-	5

Thus, the Ordinary Resolution as contained in Item No. 1 is passed with requisite majority.



 Manisha Saraf

Item No. 2: Ordinary Resolution (Ordinary Business)**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 AND THE REPORT OF AUDITORS THEREON**

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$		
E-Voting	53206281	44420610	83.488%	44418181	2429	99.970%	0.005%	-	-
Poll		10805	0.020%	10805	-	0.024%	0.000%	-	-
Total	53206281	44431415	83.508%	44428986	2429	99.994%	0.006%	-	-

Thus, the Ordinary Resolution as contained in Item No. 2 is passed with requisite majority.

Item No. 3: Ordinary Resolution (Ordinary Business)**TO APPOINT A DIRECTOR IN PLACE OF MR. SANJIVE SEHGAL (DIN: 00787232), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$		
E-Voting	53206281	44420385	83.487%	44384663	35722	99.895%	0.080%	-	232
Poll		10805	0.020%	10805	-	0.024%	0.000%	-	-
Total	53206281	44431190	83.507%	44395468	35722	99.920%	0.080%	-	232

Thus, the Ordinary Resolution as contained in Item No. 3 is passed with requisite majority.

Item No. 4: Special Resolution (Special Business)**TO DECLARE DIVIDEND OF ₹ 2/- PER EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$		
E-Voting	53206281	44420515	83.487%	44418051	2464	99.970%	0.006%	-	100
Poll		10805	0.020%	10805	-	0.024%	0.000%	-	-
Total	53206281	44431320	83.508%	44428856	2464	99.994%	0.006%	-	100

Thus, the Special Resolution as contained in Item No. 4 is passed with requisite majority.



Item No. 5: Ordinary Resolution (Special Business)**TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION**

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
	(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$		
E-Voting	53206281	19262939	36.204%	19226929	36010	99.772%	0.187%	-	25157678
Poll		7889	0.015%	7889	-	0.041%	0.000%	-	2916
Total	53206281	19270828	36.219%	19234818	36010	99.813%	0.187%	-	25160594

Thus, the Ordinary Resolution as contained in Item No. 5 is passed with requisite majority.

Item No. 6: Ordinary Resolution (Special Business)**TO APPOINT MR. SURESH ESHWARA PRABHALA AS NON-EXECUTIVE NOMINEE DIRECTOR**

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
	(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$		
E-Voting	53206281	44420572	83.487%	44418006	2566	99.970%	0.006%	-	43
Poll		10805	0.020%	10805	-	0.024%	0.000%	-	-
Total	53206281	44431377	83.508%	44428811	2566	99.994%	0.006%	-	43

Thus, the Ordinary Resolution as contained in Item No. 6 is passed with requisite majority.

Item No. 7: Special Resolution (Special Business)**TO APPROVE AND RATIFY THE WAIVER OF EXCESSIVE REMUNERATION PAID TO EXECUTIVE DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR 2023-24**

Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
	(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$		
E-Voting	53206281	44420532	83.487%	44223506	197026	99.532%	0.443%	-	83
Poll		10805	0.020%	10805	0	0.024%	0.000%	-	-
Total	53206281	44431337	83.508%	44234311	197026	99.557%	0.443%	-	83

Thus, the Special Resolution as contained in Item No. 7 is passed with requisite majority.

Based on the above results, I report that the resolutions contained at item nos. 1 to 7 have been duly approved by the shareholders with requisite majority.



10. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Chairman/Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Restriction on Use

11. This report has been issued at the request of the Company for (i) placing on website of the Company and (ii) website of stock exchange. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You

Yours Faithfully,

For Manisha Saraf & Associates
Practising Company Secretary

Manisha Saraf



Manisha Saraf
(Proprietor)

Membership No: F7607

Certificate of Practice No: 8207

FRN: S2019WB666200

UDIN: F007607F001359309

Peer Review Certificate No.: 2044/2022

Date: September 28, 2024

Place: Kolkata

For TARSONS PRODUCTS LIMITED

fausm Anwar
Company Secretary