

NOTICE OF THE 87TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty Seventh 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 Monday, the 29th day of September, 2025 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, 2025, including the Balance Sheet as at 31st March, 2025, 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, 2025, and the Report of Auditors thereon.
2. To appoint a Director in the place of Mrs. Shakuntala Daga (DIN 08210130), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. 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. 2,50,00,000/- P.A. (Rupees Two Crores Fifty Lakhs only) to Mr. Siddhartha Daga, a related party within the meaning of Section 2(76) of the Act, who is Executive Vice President Institution & 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 01.04.2025, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis.”

4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS

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, 2026 be paid remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus out-of-pocket expenses not exceeding Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes 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. TO CONSIDER INCREASE IN BORROWING LIMITS OF THE COMPANY FROM RS.100 CRORES TO RS.200 CRORES

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members at the 76th Annual General Meeting of the Company held on September 08, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, (including any statutory modification or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any committee thereof) to borrow money, from time to time, whether in Indian or foreign currency, for the purpose of the business of the Company, which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed the sum of Rs.200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including executing such agreements, documents, undertakings or writings as may be required."

6. TO APPROVE CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the members at the 81st Annual General Meeting of the Company held on September 27, 2019, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and Rules framed thereunder (including any statutory modifications or re-enactment thereof), consent of shareholders of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee thereof), to sell, lease, mortgage and/or otherwise dispose of, or to create charge, hypothecation, lien or encumbrance, in such manner as the Board may deem fit, in the interests of the Company, on all or any of the present and/or future, movable and/or immovable, tangible and/or intangible properties or assets of the Company, wherever situated, and, in favour of any banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company from time to time, subject to the limits approved by the members under Section 180(1)(c) of the Act for the due payment of the principal and/or together with interest, charges, costs, expenses in respect of such borrowings provided that the aggregate amount does not exceed Rs. 200 Crores (Rupees Two Hundred Crores only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to finalize with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution."

Chennai, 04th September, 2025

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:

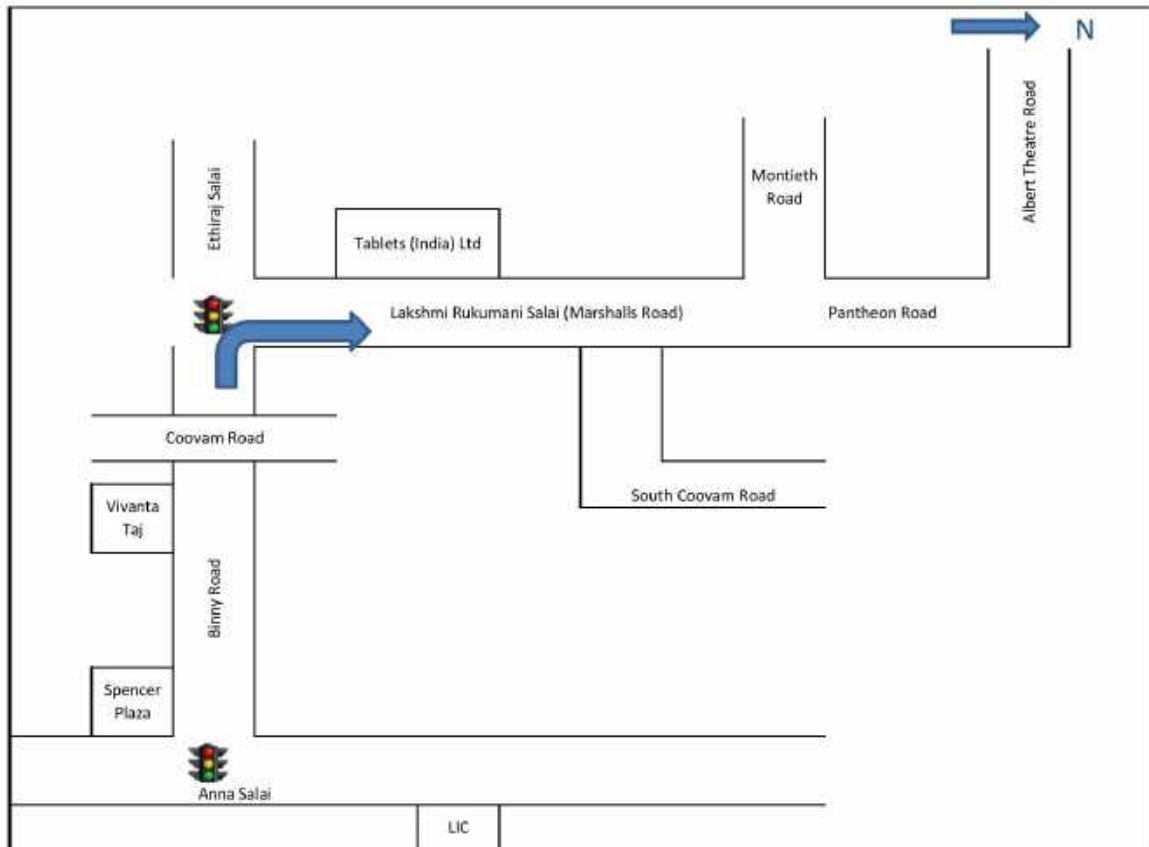
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER.
2. Pursuant to provisions of section 105 of the Companies Act, 2013, read with the applicable 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.

Annexure A

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

Name of the Director	Mrs. Shakuntala K Daga
Age	76 Years
Qualification	B.A. (Economics)
Experience (Expertise in specific functional areas)	36 Years Wide experience in providing Consultancy Services to Organizations
Terms and Conditions	Woman Director in the Board subject to liable to retire by rotation.
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	29/08/2018
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Wife of Mr. Kishor Lal Daga, a Director of the Company
Number of shares held in the Company	Nil
Number of Meetings of the Board attended during the year	2 (Two) Meetings
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. 03

On the recommendation of Audit Committee in its Meeting held on 29th March, 2025, the Board of Directors in its Meeting held on 31st March, 2025 has, subject to the approval of the Shareholders, approved the Related Party Transaction with Mr. Siddhartha Daga, who is the 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. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) per annum.

At present Mr. Siddhartha Daga is working as Executive Vice President – Institution & Commercial of the Company. The shareholders in their Meeting held on 19.01.2024 has approved to pay him remuneration of Rs. 2,00,00,000/- /- (Rupees Two Crores only) per annum. His contribution to the Company has resulted in increase in the revenue. The Company expects his immense contribution in generating more revenue in forthcoming years and hence is more appropriate to increase his remuneration limit not exceeding Rs. 2,50,00,000/- (Rupees Two Crores Fifty lakhs only) per annum with effect from 01.04.2025.

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. 2,50,00,000/- p.a.

Nature, material terms and particulars of the arrangement	He is holding the position of Executive Vice President – Institution & Commercial of the Company. Previously, the Shareholders in their Meeting held on 19.01.2024 has approved to pay him remuneration of Rs. 2,00,00,000/- 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 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 of the accompanying Notice.

Item No. 04

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 Auditors to conduct audit of Cost Accounting Records maintained in accordance with Companies (Cost Records and Audit) Rules 2014 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus out-of-pocket expenses not exceeding Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes for the Financial Year ending March 31, 2026.

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 Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders 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, 2026.

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. 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. 05

The provisions of Section 180(1)(c) of the Companies Act, 2013, mandate that the Board of Directors of a company shall not borrow money, where the total amount borrowed together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium, except with the consent of the shareholders of the company by way of a special resolution.

The shareholders, at the 76th Annual General Meeting of the Company held on September 08, 2014, authorized the Board with the total borrowing limits upto Rs. 100 Crores (Rupees One Hundred Crores only) for the Company.

To meet the financial requirements of the Company from time to time, the Board may need to borrow funds, including long-term and short-term loans from banks, financial institutions, or other lenders. In view of the Company's current working capital needs and capital expenditure, it is considered desirable to fix the borrowing limit up to Rs. 200 Crores (Rupees Two Hundred Crores only).

Accordingly, the Board recommends the passing of the special resolution as set out in the notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 06

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall not, except with the consent of the shareholders of the company by way of a special resolution, sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

The creation of mortgage, hypothecation, or charge on the Company's movable or immovable properties, in favor of financial institutions, banks, or lenders for securing borrowings, is considered as "otherwise disposing of the whole or substantially the whole of the undertaking" within the meaning of Section 180(1)(a).

The shareholders, at the 81st Annual General Meeting of the Company held on September 27, 2019, authorized the Board to sell, lease or otherwise dispose off the assets or undertaking of the Company subject to limits upto Rs. 100 Crores (Rupees One Hundred Crores only) for the Company.

In connection with the Company's present and future borrowing requirements, including working capital and capital expenditure needs, the Board may be required to create charges on the Company's assets to secure loans or credit facilities up to an aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores only). Accordingly, the approval of shareholders is sought to enable the Board of Directors to create such security on the assets of the Company, whether existing or future, movable or immovable.

The Board recommends the resolution as set out in the notice for approval of the shareholders as a special resolution.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Chennai, 04th September, 2025

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

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 87th Annual General Meeting of the Company, to be held on Monday, the 29th day of September, 2025 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, 2025, including the Balance Sheet as at 31 st March, 2025, 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, 2025, and the Report of Auditors thereon
2.	To appoint a Director in the place of Mrs. Shakuntala Daga (DIN 08210130), who retires by rotation and being eligible, offers herself for re-appointment.
Special Business:	
3.	Approval of Related Party Transaction.
4.	Ratification of remuneration payable to Cost Auditors.

5.	To consider increase in borrowing limits of the Company from Rs.100 Crores to Rs.200 Crores.
6.	To approve creation of charges on the movable and immovable properties of the company, both present and future, in respect of borrowings.

Signed this..... day of2025

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

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.