



Notice of the Annual General Meeting

NOTICE is hereby given that the **50th Annual General Meeting ("AGM")** of the Members of **TSS INDIA LTD** (hereinafter referred to as 'the Company') will be held on **Tuesday, 30th September, 2025 at 11.00 A.M.** at the registered office at **24, Moulana Abul Kalam Azad Road, Howrah-711101** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, including the Standalone Balance Sheet as on March 31, 2025, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon.
2. To re-appoint Ms. Sonika Agarwal (DIN:01695990) as Director from promoter Category who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Secretarial Auditor of the Company**

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on necessary approvals, consent of the Company be and is hereby accorded for appointment of Ms. Twinkle Agarwal, Peer reviewed Company Secretary (Membership No. A52868) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

4. REGULARIZATION OF MS. NEHA PUROHIT (DIN: 07956781), ADDITIONAL DIRECTOR FROM THE INDEPENDENT CATEGORY AS THE INDEPENDENT DIRECTOR, NON EXECUTIVE CATEGORY, OF THE COMPANY

To consider appointment of Ms. Neha Purohit (DIN: 07956781) as Independent director, Non-Executive Category, and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution

“RESOLVED THAT pursuant to Section 149,150,152 read with Schedule IV to the Companies Act 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Neha Purohit (DIN:07956781), who was appointed as an Independent Additional Director, by the Board of Directors with effect from December 2, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for two (2) consecutive years.

RESOLVED FURTHER THAT any one Director or Ms. Avilasha Singh, Company Secretary of the Company be and is hereby authorised severally to do all acts including filing forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

5. REGULARIZATION OF MS. HENA FIRDOUS (DIN: 10887801), ADDITIONAL DIRECTOR FROM THE INDEPENDENT CATEGORY AS THE INDEPENDENT DIRECTOR, NON EXECUTIVE CATEGORY, OF THE COMPANY

To consider appointment of Ms. Hena Firdous (DIN: 10887801) as Independent director, Non-Executive Category, and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution

“RESOLVED THAT pursuant to Section 149,150,152 read with Schedule IV to the Companies Act 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Hena Firdous (DIN:10887801), who was appointed as an Independent Additional Director, by the Board of



TSS INDIA LIMITED



Directors with effect from December 26, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for two (2) consecutive years.

RESOLVED FURTHER THAT any one Director or Ms. Avilasha Singh, Company Secretary of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

Registered Office:

24, Moulana Abu Kalam Azad Road,
Howrah-711101

Tel.: 9163337586

Email: tssindialimited@gmail.com

CIN: L70109WB1985PLC039064

By Order of the Board of Directors

For TSS INDIA LIMITED

For TSS INDIA LIMITED

MOHAK AGARWAL

Director

Director

DIN: 00605589

Date: 10/09/2025

Place: Howrah

Regd. Office : 24 Abul Kalam Azad Road, Howrah - 711 101, Ph. : +91 33 2666 3919

Works : N.H. 6, New Kolorah, Howrah - 711 302, Phone : 033-26694988, 033-26694989

E-mail : sales@tssmanigroup.net.in | GSTIN No. : 19AABCT2306E1ZQ | CIN : L70109WB1985PLC039064

NOTE:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as 'the Act') in respect of Item No.2 to be transacted at the 50th Annual General Meeting (hereinafter referred to as ('the AGM')) in annexed hereto.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. MEMBERS ARE REQUESTED TO NOTE THAT A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. In compliance with the relevant MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023, issued by Equity Shares and Exchange Board of India (hereinafter referred to as 'SEBI'), Notice of the Meeting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.tssmanigroup.net.in and websites of the Calcutta Stock Exchange Ltd. ('CSE') as & when the same may be submitted and made available in the stock exchange website.

Members, who have not yet registered their e-mail addresses with the Company or their respective Depository Participant, are therefore requested to register the same at the earliest.

Further, please be informed that all the Members who have registered their e-mail addresses or not, are entitled to receive the Notice in physical form free of cost, upon specific request made by them to the Company.
4. Members are requested to take a note of the circulars issued by SEBI bearing No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 on 'Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination' read with No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated 14 December 2021; and No.

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SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 on 'Issuance of Equity Shares in dematerialized form in case of Investor Service Requests'. As per the said circulars, all members holding shares in physical form are mandatorily required to update their PAN, KYC details and nomination with the Company / RTA. In case any of these details are not updated the shares will be frozen. The prescribed forms for updating these details are available on the website of the Share Registrar and Transfer Agent at <http://www.mdpl.in/>.

5. The Board of Directors of the Company has appointed Ms. Aditi Jhunjhunwala Practicing Company Secretary, Membership No. A26988, C.P. No.:20346 as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting process will be declared within 2 working days from the last date of e-voting at the Registered Office of the Company. The result of the e-voting, along with the Scrutinizer's Report will be posted on the Company's website and shall be communicated to all the Calcutta Stock Exchange Ltd. where the equity shares of the Company are listed.
6. Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 30th September, 2025 i.e., the day of annual general meeting for e-voting. Resolutions passed by Members with requisite majority, through e-voting shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
7. The physical copies of this Notice and all documents referred to in this Notice and the Explanatory Statement thereto and other documents as required under the law are available for inspection at the Registered Office of the Company from 11:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting.
8. Details of the Director proposed to be re-appointed as required in terms of SEBI Listing Regulations and Secretarial Standards on General Meetings ("Secretarial Standards – 2") issued by The Institute of Company Secretaries of India, has been provided in the Explanatory Statement and form an integral part of this Notice.
9. Any person, who becomes the Member of the Company after dispatch of this Notice and holds shares as on the cut-off date may obtain the login ID and password by sending a request to the Company or its Registrar and Share Transfer Agent, **Maheshwari Datamatics Private Limited** (hereinafter referred to as 'RTA') at 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700001, Phone No.: 033-22482248; e-mail: mdpldc@yahoo.com.
10. However, if a Member is already registered with CDSL for e-voting then he can use his existing user ID and password for casting his vote. If a Member forgot his password, he can reset his password by using "Forgot Password" option available on www.evotingindia.com.

11. E-voting :-

- a) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is apart of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.
- b) Members/proxies should bring the duly filled Attendance Slip attached here with to attend the meeting. Duplicate Attendance Slip and/ or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.
- c) Members, who hold shares in dematerialized form, are requested to bring their Client ID and DPID Nos. for easier identification of attendance at the meeting.
- d) The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
- e) A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
- f) Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
- g) The Notice of the AGM along with the Annual Report for F.Y. 2024-25 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred mail address.
- h) As mandated by The Securities and Exchange Board of India (SEBI), every participant in the Equity Shares market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

12. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to

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Provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS 'THE ACT') IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING or AGM'):

ITEM NO. 3

During the year based on necessary approvals, the Board of Directors has recommend for the appointment of Twinkle Agarwal, Peer reviewed Company Secretary (Membership No. A52868) as Secretarial Auditor to undertake the secretarial audit of the Company for a term of 5 years from the financial year 2025-2026 to financial year 2029-2030 subject to the approval of Shareholders pursuant to Section 204 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Therefore, recommend the Ordinary Resolution as set out at Item No. 4 of this Notice for approval by the Members.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

ITEM NO. 4

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Miss Neha Purohit shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that she is not disqualified from being appointed as a Director of the Company in Form DIR 8 as per Section 149(6) of the Companies Act 2013.

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Miss Neha Purohit is a graduate in Bachelors of Legislative Law (LLB). Hence, she holds a strong foundation in Corporate and Commercial laws with training in areas like Company law, Contracts, regulatory compliances, and dispute resolution. Her legal background gives her a stand on advisory skills which will be beneficial for the company.

Miss Neha also has an experience as a director in multiple companies across power, energy, finance and manufacturing sectors like Crescent Cables Ltd, Energy Development Company Limited and many others.

With her legal background and board-level exposure, she brings knowledge in corporate governance, compliance, and regulatory matters, strengthening the management and decision-making process of the company.

Miss. Neha Purohit has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms. Neha fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and she is independent of the management.

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Ms. Neha Purohit as an Independent Director of the Company for a period of 2 years commencing from December 2, 2024. None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions.

ITEM NO. 5

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Miss Hena Firdous shall be appointed by the members in the ensuing Annual General Meeting.

Miss Hena Firdous is a graduate in Bachelors of Commerce (B.Com). She possesses a strong academic foundation in finance, accounting and commerce, along with exposure to auditing and corporate laws which will play a great role in the Board of the Company.

Miss Hena is being appointed as an Independent Director for the first time and is eager to apply her learning in corporate decision-making. With a Strong Foundation, Miss Hena is well positioned to contribute towards the Company's compliance, governance and overall business growth.

Miss. Hena Firdous has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms. Hena fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and she is independent of the management.

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Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Ms. Hena Firdous as an Independent Director of the Company for a period of 2 years commencing from December 26, 2024. None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions.

Registered Office:

24, Moulana Abu Kalam Azad Road,
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Tel.: 9163337586

Email: tssindialimited@gmail.com

CIN: L70109WB1985PLC039064

By Order of the Board of Directors

For TSS INDIA LIMITED

For TSS INDIA LIMITED

Mohak Agarwal

MOHAK AGARWAL **Director**

Director

DIN: 07544616

Date: 10/09/2025

Place: Howrah

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